

AMENDED AND RESTATED BY-LAWS
OF
YORKSHIRE HOMEOWNERS ASSOCIATION, INC.
(February 2016)

ARTICLE I
OFFICES, TERMS

The principal office of the Corporation (hereinafter referred to as the “Association”) shall be located in the Commonwealth of Virginia. The “Membership” of the Association refers collectively to the owners of the lots that comprise *Yorkshire of Williamsburg*.

Unless the context specifically manifests a contrary intent, all defined terms herein shall have the same meaning as that accorded to them in the Association’s Second Amended and Restated Declaration, as the same may be amended, supplemented, and/or restated from time to time (the “Declaration”).

Whenever there is a reference herein to a section of the Virginia Code, such reference shall mean to the Virginia Code section, as the same may be amended and/or restated from time to time.

ARTICLE II
MEMBERS

1. Annual Meeting. The annual meeting of the members shall be held each year on a date to be established by the Board of Directors for the purpose of electing Directors and for the transaction of such other business as may come before the Association’s Membership. If for any reason the election of Directors cannot be accomplished at such annual meeting of the Membership, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Membership as soon thereafter as conveniently may be.
2. Special Meetings. Special meetings of the Membership, for any purpose or purposes, unless otherwise prescribed by statute, may be called by (i) the President, (ii) a majority of the Directors, or (iii) the President at the request of not less than ten percent (10%) of the total Membership of the Association entitled to vote.
3. Place of Meeting. The Directors may designate any place that they determine is convenient to a majority of the Membership, as the place of meeting for the annual meeting or any special meeting of the Membership.
4. Notice of Meeting. Written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting of the Membership, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting (except as provided for in Virginia Code Section 13.1-842) either (i) personally, (ii) by mail, (iii) by electronic mail, or (iv) by any other method authorized under Virginia Code Section 55-515.3, by or at the direction of the Board of Directors, to each owner

entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the owner at the address stated in the Association's membership records; if e-mailed, such notice shall be deemed to be delivered when sent via electronic mail to the owner's e-mail address stated in the Association's membership records and recorded in the sender's "Sent" folder or equivalent. For purposes of this provision, the Association specifically finds that electronic mail is a "generally accepted business practice" and an "acceptable technological means" under Virginia Code Section 55-515.3.

5. Voting Lists. Within two (2) business days after issuing notice of a meeting, the Secretary of the Board shall make available to the members for inspection a complete list of all of the owners entitled to vote at such meeting, or any adjournment thereof, arranged in alphabetical order. Such list shall also be produced and available at the time and place of the meeting, and shall be subject to inspection by any member during the whole time of the meeting. The original Membership list shall be prima facie evidence as to who are the members entitled to examine such list or to vote at the meeting of the members.

6. Quorum. At any meeting of members, a majority of the members entitled to vote (whether in person or by proxy) shall constitute a quorum. For purposes of illustration only, as there are 45 Lots, assuming every Lot has an Owner entitled to cast a vote, then 23 members would constitute a quorum. In the event a quorum is present to conduct a meeting, and then the number of members present drops below the level required for a quorum due to one of more members who were present in person leaving, the remaining members may continue to transact business at such meeting.

7. Proxies. At all meetings of the members, a member may vote by proxy executed in writing by the member or his or her agent or duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the Association before or at the time of the meeting.

8. Voting. Each member entitled to vote in accordance with the terms and provisions of the Articles of Incorporation (the "Articles") and these Bylaws shall be entitled to one (1) vote, in person or by proxy. **Members who are not present or who have not submitted a proxy are assumed to have abstained from any vote.** Upon the demand of any member, the vote for Directors and any question before the meeting (permitted to be voted on by the members) shall be by secret ballot. All elections for Directors and all other questions shall be decided by majority vote, except as otherwise provided by these Bylaws, the Articles, the Declaration, or applicable law.

9. Order of Business. The order of business at all meetings of the members shall include:

- a. Roll call.
- b. Proof of notice of meeting.
- c. Approval of minutes of preceding meeting.
- d. Reports of officers.
- e. Reports of committees.
- f. Election of Directors.

- g. Unfinished business.
- h. New business.

ARTICLE III
BOARD OF DIRECTORS

1. General Powers. The business and affairs of the Association shall be managed by its Board of Directors. The Directors shall in all cases act as a Board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the Association, as they may deem proper, not inconsistent with these Bylaws, the Articles, and applicable law.
2. Number, Tenure and Qualifications. The number of Directors of the Association shall be at least three (3), but no more than seven (7), and such number may be adjusted within that range from time to time by the Board of Directors. As of the date of the adoption of these Bylaws, the number of directors is five (5). Each elected Director shall serve for a term of two years unless he or she shall resign or otherwise be removed as provided for herein. All Directors must be members of the Association. No member may serve more than two consecutive terms (four consecutive years). Members who have served two consecutive terms may only serve again as a Director after a waiting period of two years from the end of such member's last term. No two or more persons who hold an ownership interest in the same Lot, or who reside at the same Lot, may serve on the Board of Directors at the same time.
3. Meeting of Directors After Annual Meeting. A regular meeting of the Board of Directors shall be held, without other notice than this provision, immediately after, and at the same place as, the annual meeting of the members.
4. Special Meetings. Special meetings of the Board of Directors may be called at the request of any Director. The person or persons authorized to call special meetings of the Board may fix the place for holding said meeting.
5. Notice. Notice of any special meeting of the Board of Directors shall be given to the Membership of the Association least two (2) days prior thereto by (i) written notice delivered personally, (ii) mail, or (iii) electronic mail. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any notice to the Membership shall be provided in accordance with Virginia Code Section 55-510.1, and may be given in accordance with any method authorized herein for the provision of notice of Membership meetings.
6. Quorum. At any meeting of the Directors, a majority of the Directors shall constitute a quorum for the transaction of business.
7. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.
8. Action Taken Without a Meeting. Any action that may be taken by the Board of Directors

at a meeting may be taken without a meeting if each Director signs a consent describing the action to be taken and delivers it to the President (such delivery may be by electronic means, and the consents may be signed in counterparts). The Board of Directors shall have all powers authorized under Virginia Code Section 13.1-865.

9. Newly Created Directorships and Vacancies. In the event the number of positions on the Board is increased, or a vacancy occurs on the Board for any reason, then such position(s) shall be filled by a vote of the Membership in accordance with the provisions contained in these Bylaws. Any Director elected to fill a vacancy shall hold such position for the remainder of the term of his or her predecessor. The number of positions on the Board may only be changed by a majority vote of the Membership.

10. Removal of Directors. Any Director may be removed from the Board for cause by a majority of the Board. Any or all of the Directors may be removed without cause only by a vote of the majority of the Membership (and not just a majority of those voting in person or by proxy).

11. Resignation. A Director may resign at any time by giving written notice to the President or the Secretary of the Association. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by such Officer, and the acceptance of the resignation shall not be necessary to make it effective.

12. Compensation. No compensation shall be paid to Directors.

13. Presumption of Assent. A Director of the Association who is present at a meeting of the Directors at which action on any matter affecting the Association is taken shall be presumed to have assented to the action taken, unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary at the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the Association within two (2) days after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

14. Committees. The Board of Directors, by resolution, may from time to time designate various temporary committees of the Board, the members of which all serve at the pleasure of the Board, and may be removed by the Board at any time in the sole and absolute discretion of the Board. By way of illustration and not limitation, such committees may be tasked with special projects or researching and issuing recommendations for the Board. Any such committees will consist of at least three (3) Directors, and each member shall serve for a term of two (2) years, unless removed earlier by the Board, or unless the committee is dissolved earlier by the Board.

The Board, by resolution, may also from time to time designate various committees of the Association, which may contain members who are not Directors. All members of such serve at the pleasure of the Board, and may be removed by the Board at any time in the sole and absolute discretion of the Board. Any such committees will consist of three (3) or more members, and each member shall serve for a term of two (2) years, unless removed earlier by the Board, or

unless the committee is dissolved earlier by the Board.

ARTICLE IV OFFICERS

1. Number. The officers of the Association shall be a President, Vice President, Secretary, and Treasurer, each of whom shall be a Director elected by the Membership and elected to his or her office by the Board of Directors. Additional at-large Directors may serve on the Board under the provisions of Article III, Paragraph 2, but will not be considered officers of the Association.

2. Election and Term of Office. The officers of the Association shall be elected at the first meeting of the Board of Directors held after each annual meeting of the Membership. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office until his or her successor shall have been duly elected and qualified, or until his or her death, resignation, or removal in the manner hereinafter provided.

3. Removal. Any officer elected or appointed by the Directors may be removed from his or her office by the Directors whenever, in their judgment, the best interests of the Association would be served thereby, but such removal shall not affect the individual's membership on the Board. Removal from the Board is governed by Article III, Section 10 of these Bylaws.

4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Directors for the unexpired portion of the term.

5. President. The President shall be the principal executive officer of the Association and, subject to the control of the Directors, shall supervise and control the technical operation of the Association. He or she may sign any deeds, mortgages, bonds, contracts, or other instruments that the Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Directors or by these Bylaws to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed; and, in general, shall perform all duties incident to the office of President from time to time.

6. Vice President. In the absence of the President, or in the event of his or her death, inability or refusal to act, the Vice President shall perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions placed upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board.

7. Secretary. The Secretary shall keep the minutes of Membership and Board of Directors meetings; see that all notices are duly given in accordance with the provisions of these Bylaws or as required; be custodian of the Association's records and keep a register of the addresses (both mailing and electronic where applicable) of lot owner and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or

her by the President or the Board of Directors.

8. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds of the Association; receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such financial institutions or other depositories as shall be selected in accordance with these Bylaws and, in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

ARTICLE V CONTRACTS, LOANS, CHECKS AND DEPOSITS

1. Contracts. The President or Vice President may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, except to the extent the Directors provide otherwise.
2. Loans. No loans shall be contracted on behalf of the Association, and no evidences of indebtedness shall be issued in its name, without the endorsement of either the President or the Vice President, unless expressly authorized by a majority of the Directors.
3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by the President, Vice President, or Treasurer of the Association, unless and until specifically changed by resolution of the Directors.
4. Deposits. All funds of the Association not otherwise employed shall be deposited to the credit of the Association in such financial institution(s) as the Directors may select.
5. Distribution of Monies. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, Directors, officers or other private persons.

ARTICLE VI FISCAL YEAR

The fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of December in each year.

ARTICLE VII WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any member or Director of the Association under the provisions of these Bylaws or under the provisions of the Articles, a waiver thereof in writing, signed by the person or person entitled to such notice, whether before or after the time stated thereon, shall be deemed equivalent to the giving of such

notice.

ARTICLE VIII
AMENDMENTS

These Bylaws may be amended by an affirmative vote of two-thirds (2/3) of the Membership (and not just of those members present) at any meeting of the Association.

Document History (for internal purposes only):

Original Bylaws adopted: November 12, 1987

Amended on: January 20, 2013

Amended and Restated Bylaws adopted: _____, 2015

15908804_2