

AMENDED AND RESTATED BYLAWS

OF

WINDER'S POND HOMES ASSOCIATION

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AMENDED AND RESTATED BYLAWS
OF
WINDER'S POND HOMES ASSOCIATION

ARTICLE I
NAME, PRINCIPAL OFFICE AND DEFINITIONS

SECTION 1. IDENTITY. These are the Bylaws of Winder's Pond Homes Association, a Virginia nonstock corporation (the "Association"). The Association is organized to provide for the management, maintenance, operation and architectural control of the real estate known as Winder's Pond located in York County, Virginia, to further and promote the common interests of the Owners in Winder's Pond, and to administer the affairs of the Association.

SECTION 2. PRINCIPAL OFFICE. The principal office of the corporation is P.O. Box 721, Yorktown, Virginia 23692 shall be located at, or at such other place as determined by the Board of Directors from time to time.

SECTION 3. DEFINITIONS. Except as expressly defined herein, all capitalized terms shall have the respective meanings set forth in the Amended and Restated Declaration of Covenants, Conditions and Restrictions dated February 3, 2022, and recorded on February 22, 2022, in the Circuit Court Clerk's Office for the County of York, Virginia, as Instrument Number 220002798 as the same may be amended and supplemented from time to time (the "Declaration").

ARTICLE II
MEMBERS AND VOTING

SECTION 1. MEMBERSHIP. Every person or entity, whether one or more persons or entities, who is the record owner of the fee simple title to any Lot as described on the recorded plats for the Properties referenced in the Declaration, shall be a Member of the Association. Membership is appurtenant to and may not be separated from the ownership of any Lot.

SECTION 2. ELIGIBILITY TO VOTE. Each Member is entitled to one vote for each Lot owned. When more than one person or entity is the record Owner of a Lot, the vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot. Except

as otherwise provided by provisions of the Governing Documents, the affirmative vote of the Members having a majority of the votes represented at a duly called meeting at which a quorum is present shall be the decision of the Members, and shall be binding on all the Members.

SECTION 3. QUORUM. Except as provided otherwise in the Governing Documents, the quorum for a meeting of Members shall be the presence, in person, by proxy, or by electronic or mailed-in ballot as permitted by the Board, no less than Members representing ten percent (10%) of the eligible votes in the Association.

SECTION 4. VOTING. Votes may be cast in person, by proxy, or by electronic or mailed-in ballot as permitted by the Board. The proxy must be duly executed by or on behalf of an Owner. No proxy shall be revocable except by actual notice given by the Owner to the person presiding over the meeting. A proxy must be filed with the Secretary or other representative designated by the Board of Directors before the meeting begins. The proxy may also be filed by transmitting it electronically in the manner set forth in the meeting notice. When a Lot is owned by more than one person or entity, the Association shall deem a vote by one of the named Owners or a proxy signed and filed by one of the named Owners as a binding vote or proxy appertaining to the Lot. Appointment of a proxy is effective when received by the Secretary, other officer or agent authorized to tabulate votes. Unless otherwise stated therein, any proxy shall become void eleven (11) months from the date of the same.

ARTICLE III MEMBER MEETINGS

SECTION 1. ANNUAL MEETINGS. The annual meeting of the Members shall be set by the Board so as to occur during the month of February (the "Annual Meeting"). The Board shall determine the date, time and place of the Annual Meeting.

SECTION 2. SPECIAL MEETINGS. Special Meetings of the Members may be called at any time by the President or by a majority vote of the Board of Directors, or upon written request of no less than Members representing twenty-five percent (25%) of the eligible votes.

SECTION 3. NOTICE OF MEETINGS. Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, or their designee, at least fourteen (14) days in advance of any annual meeting but no more than sixty (60) days, and at least seven (7) days in advance of any special meeting but no more than sixty (60) days. Notice may be sent by (i) first class mail at the address last appearing on the books of the Association, or supplied by such Member for notice; (ii) hand-delivered to the Member's residence; or (iii) by

electronic transmission to the address supplied and consented to by the Member. Such notice shall specify the place, date and hour of the meeting and, in the case of a special meeting, the purpose of the meeting.

SECTION 4. ELECTRONIC MEMBER MEETINGS. As determined by the Board, any meeting of the Members may be held entirely or partially by electronic means in compliance with Va. Code Ann. § 55.1-1832(F). The Board shall adopt guidelines to ensure that those who are participating in a meeting held by electronic means are authorized to do so and have the opportunity to participate.

SECTION 5. ADJOURNMENT OF MEETINGS. If any meeting of the Members cannot be held because a quorum is not present, a majority of the Members who are present at such meeting, either in person, by proxy, or by electronic or mailed-in ballot as permitted by the Board, may adjourn the meeting to a time not less than ten (10) days nor more than sixty (60) days from the time the original meeting was called. At such adjourned meeting at which a quorum is present, any business, which might have been transacted at the meeting originally called, may be transacted without further notice. Member meetings called for the purpose of amending the Association's Articles of Incorporation, Bylaws, or the Declaration may be adjourned from time to time as determined by the Chair to facilitate participation.

SECTION 6. ACTION WITHOUT A MEETING. Any action required or permitted to be taken at any meeting of the Members may be taken without a meeting in accordance with Va. Code Ann. § 13.1-841 *et seq.*

ARTICLE IV BOARD OF DIRECTORS

SECTION 1. GOVERNING BODY; NUMBER. The affairs of this Association shall be managed by a Board of Directors of not less than five (5) and no more than seven (7) persons.

SECTION 2. ELIGIBILITY. A director must be a Member. Only one member of a household may serve on the Board at any one time. No Member may be elected to the Board or continue to serve if there is any financial obligation due the Association that is more than sixty (60) days in arrears or if there is any violation of the Governing Documents that has not been remedied in the time permitted by the Association.

SECTION 3. TERM OF OFFICE. A director's term of office is three (3) years unless the director is filling a vacant seat, then such director's term shall be until the end of the vacant term. A director shall serve until the Annual Meeting at which his or her successor is elected. Directors shall be elected on a rotating three (3) year basis adjusted so that the term of no more than two (2) of the directors are projected to expire in a single year. The term of each new director shall be designated as one, two, or three years at the time they are elected with the director(s) elected with the fewest votes receiving the shortest term(s).

SECTION 4. RESIGNATION. A director may resign at any time by giving written notice to the President or Vice President. A resignation is effective when the notice is delivered unless it specifies a later effective date. A director's resignation is automatically effected if the director becomes ineligible to serve.

SECTION 5. REMOVAL. Any director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association at a meeting duly called for the purposes of removing a director, at which a quorum is present. The Members may elect a successor at the meeting who shall serve the remaining term of the removed director. A director whose removal has been proposed shall be given at least ten (10) days written notice of the time, place and purpose of the meeting, and shall be given an opportunity to be heard at the meeting.

SECTION 6. VACANCIES. In the event of death or resignation of a director, or if the Members fail to elect a successor at the meeting at which a director is removed, the vacancy shall be filled by a vote of the majority of the remaining directors, even though less than a quorum, at any meeting of the Board. The person so elected shall serve for the unexpired term of his or her predecessor.

SECTION 7. COMPENSATION. No director shall receive compensation for any service he or she may render to the Association. However, any director may be reimbursed for his or her actual expenses incurred in the performance of his or her duties upon approval of the Board.

ARTICLE V NOMINATING COMMITTEE AND ELECTION OF DIRECTORS

SECTION 1. NOMINATION. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a Member of the Board of Directors, and two (2) or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the Members to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall

be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall, in its discretion, determine, but not less than the number of vacancies that are to be filled.

SECTION 2. ELECTION. Directors shall be elected by the largest number of all votes cast in person or by proxy at the Annual Meeting at which a quorum is present. Election will be by eligible Member's written ballot, which may be cast pursuant to Article II, Section 4. Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted. The Board shall determine the form of all ballots and proxies, and the deadline for casting ballots and filing proxies. The results of the election shall be announced by the Secretary or his or her designee at the Annual Meeting.

ARTICLE VI MEETINGS OF DIRECTORS

SECTION 1. ORGANIZATION MEETING. The Board of Directors shall meet before the next regularly scheduled meeting following the Annual Meeting at a time and place determined by them to elect officers and to transact any other business that may come before the meeting.

SECTION 2. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held at least quarterly, at such place and hour as may be fixed from time to time by resolution of the Board. Notice of the regular meeting schedule shall constitute sufficient notice of regular meetings.

SECTION 3. SPECIAL MEETINGS. Special meetings of the Board of Directors shall be held when called by the President, or by any two directors, after not less than two (2) days notice delivered in person, by telephone, facsimile, or electronic transmission to an address supplied by the director, and after not less than four (4) days if notice is delivered by mail, with the time period commencing with the deposit of the notice into a United States mailbox. In the event of an emergency, the Board of Directors shall give such notice as is reasonable under the circumstances.

SECTION 4. QUORUM; VOTING OF DIRECTORS. A majority of the directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

SECTION 5. ADJOURNED MEETING. If any Board meeting cannot be held because a quorum is not present, a majority of the directors who are present at the meeting may cancel the meeting and meet at the next regularly scheduled meeting, or adjourn the meeting to a time not less than five (5) nor

more than thirty (30) days from the time that the original meeting was called. At the adjourned meeting, provided a quorum is present, any business, which might have been transacted at the meeting originally called, may be transacted without further notice.

SECTION 6. ELECTRONIC BOARD MEETINGS. As determined by the Board, any meeting of the Board of Directors may be held entirely or partially by electronic means in compliance with Va. Code Ann. § 55.1-1832(F). The Board shall adopt guidelines to ensure that those who are participating in a meeting held by electronic means are authorized to do so and have the opportunity to participate.

SECTION 7. WAIVER OF NOTICE BY DIRECTOR. A director may waive any notice required by the Articles of Incorporation, Bylaws or the Nonstock Corporation Act (Va. Code Ann. § 13.1-801 *et seq.*) before or after the date and time stated in the notice, and such waiver shall be equivalent to the giving of such notice. The waiver shall be in writing, signed by the director entitled to the notice, and filed with the minutes or corporate records. A director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless the director at the beginning of the meeting, or promptly upon his or her arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

SECTION 8. NOTICE TO MEMBERS. Notice of the time, date and place, and in the case of special meetings, the purpose, of each meeting of the Board or any subcommittee or committee shall be published where it is reasonably calculated to be available to a majority of the Members, and shall be sent by first class mail or electronic transmission to any Member requesting such notice as set forth in Va. Code Ann. § 55.1-1816(B).

SECTION 9. OPEN MEETINGS. Pursuant to Va. Code Ann. § 55.1-1816(A), all meetings of the Board, including any subcommittee or committee meetings shall be open to all Members. The Board shall not use work sessions or other informal gatherings to circumvent the open meeting requirements required by law.

SECTION 10. EXECUTIVE SESSION. As set forth in Va. Code Ann. § 55.1-1816(C), the Board or any subcommittee or other committee thereof may convene in executive session to consider personnel matters; consult with legal counsel; discuss and consider contracts, pending or probable litigation and matters involving violations of the Declaration or rules and regulations adopted pursuant thereto for which a Member, his or her family members, tenants, guests or other invitees are responsible; or discuss and consider the personal liability of Members to the Association, upon the affirmative vote in an open meeting to assemble in executive session. The motion shall state specifically the purpose for the executive session. Reference to the motion and the stated purpose for the executive session shall be included in the meeting minutes. The Board shall restrict the consideration of

matters during such portions of meetings to only those purposes specifically exempted and stated in the motion. The Board shall reconvene to the open meeting to vote if a vote on any matter considered in the executive session is required.

SECTION 11. COMMENT PERIOD. Subject to reasonable rules adopted by the Board, the Board shall provide a designated period of time during a meeting to allow Members an opportunity to comment on any matter relating to the Association. During a meeting at which the agenda is limited to specific topics or at a special meeting, the Board may limit the comments of Members to the topics listed on the meeting agenda.

SECTION 12. MINUTES. Pursuant to Va. Code Ann. § 55.1-1815(G), draft minutes of the Board meetings shall be open for inspection and copying (i) within 60 days from the conclusion of the meeting to which such minutes appertain or (ii) when such minutes are distributed to Board members as part of an agenda package for the next meeting of the Board of Directors, whichever occurs first. This shall not apply to any minutes or records of executive sessions.

SECTION 13. AGENDA MATERIALS. Pursuant to Va. Code Ann. § 55.1-1816(B), unless otherwise exempt as relating to an executive session, at least one copy of all agenda packets and materials furnished to the Board or subcommittee or other committee thereof for a meeting shall be made available by electronic means or send via U.S. Mail to the Members at the same time such documents are furnished to the Board or any subcommittee or committee thereof.

SECTION 14. ACTION TAKEN WITHOUT A MEETING. In the event of an emergency or unforeseen circumstances, the Board shall have the right to take any action in the absence of a meeting, which they could take at a meeting by obtaining the written consent of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the Board. Any action taken in this manner shall be recorded in the minutes of the next meeting of the Board.

ARTICLE VII POWERS AND DUTIES OF THE BOARD OF DIRECTORS

SECTION 1. POWERS AND DUTIES. The Board shall be responsible for the affairs of the Association and shall have all of the powers and duties necessary for the administration of the Association's affairs and, as provided by law, may do all acts and things as are not by the Governing Documents required to be done and exercised exclusively by the Members. In addition to the powers and duties imposed by the Governing Documents and by law, the Board of Directors shall be authorized, without limitation, to do the following:

- (a) Adopt an annual budget in which there shall be established the Annual Assessments.
- (b) To the extent permitted by the Declaration, make assessments to defray the costs and expenses of the Association, including adequate Reserves; establish the means and methods of collecting such assessments from the Owners; and establish the dates of the installment payments of the assessments.
- (c) Determine any grace period for payment of assessments, fees, charges, or dues; establish a late fee and an interest rate to be charged on unpaid assessments, fees, charges, or dues, which may be changed from time to time; and accelerate unpaid assessments, fees, charges, or dues if any installment is delinquent.
- (d) Provide for the management, maintenance, improvement, care, operation, repair, renovation, and replacement of the Common Areas, the improvements and facilities thereon, and other real estate or personal property for which the Association has responsibility or which the Board of Directors determines to be in the best interest of the Association to maintain.
- (e) Designate, hire, and dismiss contractors or personnel necessary for the management, maintenance, operation, repair, and replacement of the Common Areas, the improvements and facilities thereon, and other real estate or personal property for which the Association has responsibility; and, where appropriate, provide for the compensation of such contractors or personnel and for the purchase of equipment, supplies, and material to be used by such contractors or personnel in the performance of their duties.
- (f) Collect the assessments, fees, charges, and dues from the Owners; deposit the proceeds in Board-designated depositories, and use the proceeds to carry out the functions and administration of the Association.
- (g) Adopt, amend, and enforce rules and regulations as needed with respect to use of the Common Areas, and with respect to such other areas of responsibility assigned to the Association by the Declaration or by law, except where expressly reserved by the Declaration to the Members.
- (h) Establish fees and dues for the use of the Common Areas and certain facilities.
- (i) Open bank accounts in any federally insured bank or financial institution on behalf of the Association and designate the signatories thereon.

(j) Make, or contract for the making of, repairs, replacements, additions, and improvements to, or alterations of, the Common Areas or other areas of Association responsibility in accordance with the Governing Documents.

(k) Enforce by legal means the provisions of the Governing Documents and the rules and regulations promulgated pursuant thereto. Without limiting the generality of the foregoing, the Board of Directors may assess charges against any Member for any violation of the Governing Documents subject to the limitations provided in Va. Code Ann. § 55.1-1819.

(l) Obtain and carry insurance as provided in the Governing Documents (see Article XII herein), the cost of which shall be covered by assessments.

(m) Pay the cost of all authorized services rendered to the Association and not billed to Owners or otherwise provided for.

(n) Keep books in an accurate and organized manner with detailed accounts of the receipts and expenditures affecting the Association and the administration of the Common Areas and other areas of Association responsibility.

(o) Acquire, hold, sell, lease, exchange, or otherwise dispose of Lots and Common Areas or other real or personal property in the best interest of the Association, or as determined by the Board to be reasonably necessary to the ongoing development and operation of the Properties, provided that the Members are given at least thirty (30) days' written notice of the regular or special meeting of the Board at which such decision shall be made.

(p) Borrow money, mortgage, pledge, or deed in trust any or all of the Association's real or personal property.

(q) Grant permits, licenses, and easements under, through, and over the Common Areas or other areas of Association responsibility for drainage, utilities, roads, access, and other purposes which are reasonably necessary to the ongoing development and operation of the Properties, or as deemed by the Board of Directors to be in the best interest of the Association.

(r) Appoint members of the Architectural Control Committee.

(s) Establish Standing Committees, committees and subcommittees as set forth in Article X herein.

(t) Enter into shared use and/or maintenance agreements.

(u) Comply with the reserve study requirements of Va. Code Ann. § 55.1-1826 as the same may be amended from time to time.

ARTICLE VIII MANAGEMENT

SECTION 1. MANAGEMENT AGENT. The Association may employ or contract a professional management agent or agents duly licensed and registered as required under Virginia law ("Management Agent") at compensation to be established by the Board, to perform such duties and services, as the Board shall authorize.

SECTION 2. DUTIES; RESTRICTIONS. The Management Agent shall perform such duties and services as directed and authorized by the Board. The Board may delegate to the Management Agent all the powers granted to the Board by the Governing Documents, except those powers and duties set forth above in Article VII, Section 1, paragraphs (a), (b), (c), (g), (h), (k), (o), (p), (q), (r), (s), and (t).

ARTICLE IX OFFICERS

SECTION 1. ENUMERATION OF OFFICES. The officers of the Association shall be a President, Vice President, Secretary, and Treasurer, and such other officers as the Board may from time to time create by resolution. All officers shall be directors. The offices of President and Secretary may not be held by the same person.

SECTION 2. ELECTION OF OFFICERS. The officers shall be elected annually by the Board of Directors at its organization meeting.

SECTION 3. TERM. The officers of the Association shall hold office until the next election of officers elected, unless they shall sooner resign, or shall be removed, or otherwise disqualified to serve.

SECTION 4. SPECIAL APPOINTMENTS. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may from time to time determine.

SECTION 5. RESIGNATION AND REMOVAL. The Board may remove any officer from office with or without cause. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. An officer's resignation shall automatically be effected if the officer becomes ineligible to serve as a director.

SECTION 6. VACANCIES. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve the remainder of the term of the replaced officer.

SECTION 7. COMPENSATION. No officer shall receive compensation for any service he may render to the Association. However, any officer may be reimbursed for his actual expenses incurred in the performance of his duties upon approval of the Board.

SECTION 8. DUTIES. The officers of the Association shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as may from time to time be specifically conferred or imposed by the Board. The duties of the officers shall also include the following:

(a) President. The President shall preside at all meetings of the Members and of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds, promissory notes, and other written instruments and shall have authority to sign all checks.

(b) Vice President. The Vice President shall exercise the authority of the President in the President's absence, and shall exercise and discharge such other duties as may be required by the Board.

(c) Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; shall cause to be served or delegate service of notice of meetings of the Board and of the Members; cause to be kept appropriate current records showing the Members of the Association together with their addresses, and shall perform such other duties as required by the Board or by the Nonstock Corporation Act.

(d) Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account, as determined by the Board at the completion of each fiscal year, cause an annual audit of

the Association books to be made by a public accountant or an Association Committee of three (3) non-Board members who shall be Members of the Association ; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy to each of the members.

ARTICLE X COMMITTEES

SECTION 1. GENERAL. The Board of Directors may appoint committees as deemed appropriate in carrying out its purpose. Each committee shall be composed of and shall operate in accordance with the terms of the resolution or charter of the Board establishing the committee, any rules adopted by the Board, and in compliance with Va. Code Ann. § 13.1-869. The Board shall appoint the Chair of each committee. To be eligible to be appointed, and to continue to serve, all committee members shall not have any financial obligation due the Association that is more than sixty (60) days in arrears and shall not have any violation of the Governing Documents that has not been remedied in the time permitted by the Association. Committee members may be removed from a committee in the sole discretion of the Board of Directors.

SECTION 2. STANDING COMMITTEES. The Association has standing committees, which have been established by committee charters adopted by the Board. The Board shall have the power to adopt, amend or terminate committee charters for current standing committees or for new standing committees as determined from time to time by the Board.

SECTION 3. MEETINGS. Regular meetings of any committee, subcommittee or the Architectural Control Committee shall be held without notice at such place and hour as may be fixed from time to time by resolution of the Board or committee, subcommittee or the ACC. Special meetings of any committee, subcommittee or the ACC may be called by the President, the Chair of any committee, subcommittee of the ACC, or by any two (2) members of any committee, subcommittee or the ACC. A majority of the members of any committee, subcommittee or the ACC shall constitute a quorum for the transaction of business.

SECTION 4. ELECTRONIC COMMITTEE MEETINGS. As determined by the Board, any meeting of a committee may be held entirely or partially by electronic means in compliance with Va. Code Ann. § 55.1-1832(F). The Board shall adopt guidelines to ensure that those who are participating in a meeting held by electronic means are authorized to do so and have the opportunity to participate.

SECTION 5. NOTICE. Notice of the time, date and place, and in the case of special meetings, the purpose, of each meeting of any committee, subcommittee or the ACC shall be published where it

is reasonably calculated to be available to a majority of the Members.

ARTICLE XI ASSESSMENTS

SECTION 1. ASSESSMENTS. Article IV of the Declaration sets forth the Owners' responsibility for the payment of Assessments, and is hereby incorporated by reference.

SECTION 2. BUDGET. It shall be the duty of the Board to prepare a budget covering the estimated costs of operating the Association during each fiscal year, which shall include a contribution to the Reserve Fund, in accordance with Article VII, Section 1 (b) and (u) of these Bylaws. The Board shall cause the budget and the assessments to be levied against each Lot for the following year to be delivered to each Member (i) at least thirty (30) days prior to the end of the current fiscal year, or (ii) at such time as a new budget is prepared and adopted by the Board.

SECTION 3. ASSESSMENT SURPLUS. In order to protect the right of the Association to allocate the surplus, if any, from one fiscal year to reduce the operating budget of the next fiscal year, as permitted by Federal tax regulations, each year the Board shall conduct a vote of the Members at the Annual Meeting of the Association to authorize such rollover. A majority of the Members voting, in person, by proxy, or by electronic or mailed-in ballot as permitted by the Board, shall be required to affirm the resolution, provided a quorum is present.

SECTION 4. NOTICE OF DELINQUENCY; COLLECTION EFFORTS. The Association shall cause a notice of delinquency to be given to any Member who has not paid Assessments within ten (10) days following the due date or such other date as established from time to time by the Board. If the Assessment is not paid within thirty (30) days of the due date, the delinquency shall include the late charge, interest on the principal amount due, all costs of collection, postage charges, administrative fees, reasonable attorney's fees and court costs if expended. The delinquency shall further include any other amounts provided or permitted by law. In the event that the Assessment remains unpaid after sixty (60) days, the Association may, as the Board shall determine, institute suit to collect such amounts, file a lien and proceed with foreclosing its lien, and take any other appropriate legal action to collect such amounts.

ARTICLE XII INSURANCE

SECTION 1. INSURANCE. The Association shall obtain and maintain insurance coverage as set forth in Article XII, Section 2 below. In meeting this responsibility the Association shall retain a

professional licensed insurance agent or other expert in the field of insurance to enable it to decide the types of insurance and limits of coverage that are necessary and appropriate.

All policies shall be written with companies licensed to do business in Virginia and holding a rating of A- or better in the Financial Category by A. M. Best Company, Inc., if available, or if not available, the most nearly equivalent rating. All policies shall be in the name of the Association and should include, as an additional insured, where appropriate, the Management Agent and the Members of the Association, but only with respect to their liability as a Member of the insured Association.

The policies may contain a reasonable deductible, and the amount thereof shall be added to the face amount of the policy in determining whether the insurance at least equals the full replacement cost. Premiums for all insurance shall be common expenses of the Association. The Board shall review insurance coverage annually.

SECTION 2. TYPES OF POLICIES. The Association shall obtain and maintain the following insurance:

(a) A master commercial insurance policy affording fire and extended coverage in an amount to cover the full replacement value of all structures or improvements on the Common Areas, and appropriate coverage on vehicles, equipment, and other assets of the Association. Such policy shall contain a Special Form, All Risk amendment as well as a Law and Ordinance amendment.

(b) A master liability policy of a combined single limit of at least One Million Dollars (\$1,000,000.00), or such other amount as approved by the Board of Directors in consultation with its insurance professional, covering the Association, its members, its agents, and employees.

(c) A blanket fidelity bond or employee dishonesty insurance policy, in accordance with Va. Code Ann. § 55.1-1827, insuring the Association against losses resulting from theft or dishonesty committed by the officers, directors or persons employed by the Association, or committed by the managing agent or employee of the managing agent. Such bond or insurance policy shall provide coverage in an amount equal to the lesser of \$1 million or the amount of the reserve balances of the Association plus one-fourth of the aggregate annual assessment income of the Association.

(d) Directors' and officers' insurance to include coverage for any expenses and fees incurred by any of them in defending any suit or settling any claim, judgment, or cause of action to which any officer or director shall have been made a party by reason of his services as an officer or

a director.

(e) Workers Compensation Insurance necessary to satisfy the requirements of applicable laws.

(f) Such other insurance policies as determined by the Board to be in the best interest of the Association.

SECTION 3. PROVISIO. The Association and the Board shall not be liable for failure to obtain any insurance coverage required by this Article or for any loss or damage resulting from such failure: (i) if the failure is due to the unavailability of such coverage from reputable insurance companies; (ii) if the coverage is only available at demonstrably unreasonable costs; or (iii) if the Association's insurance professionals advise that such coverage required herein is not necessary.

SECTION 4. DAMAGE AND DESTRUCTION.

(a) Immediately after damage or destruction caused by any covered peril, the Board, or its duly authorized agent, shall proceed with the filing and adjustment of all claims arising under such insurance and obtain reliable and detailed estimates of the cost of repair or reconstruction of the damaged or destroyed properties. Repair or reconstruction, as used in this paragraph, means repairing or restoring the property to substantially the same condition or better in which it existed prior to the fire or other casualty. The Board shall have the authority to approve a different design provided that it complies with the Governing Documents and the Architectural Standards.

(b) Any damage or destruction to improvements in the Common Area shall be repaired or reconstructed unless at least eighty percent (80%) of the Members in the Association shall decide within sixty (60) days after the casualty not to repair or reconstruct. If for any reason either the amount of the insurance proceeds to be paid as a result of such damage or destruction, or reliable and detailed estimates of the cost of repair or reconstruction, or both, are not made available to the Association within said period, then the period shall be extended until such information shall be made available; provided, however, such extension shall not exceed sixty (60) days.

(c) In the event that it should be determined by the Association in the manner described above that the damage or destruction of the Common Area shall not be repaired or reconstructed and no alternative improvements are authorized, then in that event the property shall be restored to its natural state and maintained by the Association in a neat and attractive condition as an undeveloped portion of the Common Area.

(d) If the damage or destruction for which the insurance proceeds are paid is to be repaired or reconstructed and such proceeds are in excess of such costs, or it is determined that such damage or destruction will not be repaired in the manner described above, any unused proceeds shall be retained by the Association and placed in one of the Reserve Fund accounts of the Association.

(e) If the proceeds from insurance are not sufficient to defray the cost to repair or reconstruct the damage or the destruction sustained, the Board may, without the necessity of a vote of the Members, levy a special assessment against all Owners. Additional assessments may be made in like manner at any time during or following the completion of any repair or reconstruction.

ARTICLE XIII GENERAL

SECTION 1. CAPTIONS. The captions of each Article and Section are inserted only for convenience and are in no way to be construed as defining, limiting, extending, or otherwise modifying or adding to the particular Article or Section to which they refer.

SECTION 2. GENDER AND GRAMMAR. The use of the masculine gender shall be deemed to include the feminine gender, and the use of the singular shall be deemed to include the plural and vice versa whenever the context so requires.

SECTION 3. SEVERABILITY. Each provision of these Bylaws shall be interpreted in such manner as to be effective and valid, but if the application of any provision of these Bylaws to any person or property shall be prohibited or held invalid, such prohibition or invalidity shall not affect any other provision or application, and, to this end, the provisions of these Bylaws are declared to be severable.

SECTION 4. INTERPRETATION. When any conflict occurs among the Governing Documents, the Declaration shall control, then the Articles of Incorporation, then the Bylaws, except in those cases where the Governing Documents may be found to be in conflict with statute, the statute shall control.

SECTION 5. COMPLEMENTARITY OF GOVERNING DOCUMENTS; INCORPORATION BY REFERENCE. The Governing Documents shall be construed together and shall be deemed to incorporate one another. Any requirements as to the content of one shall be deemed satisfied if the deficiency can be cured by reference to any of the other. Any provision of any Governing Document referenced in any other Governing Document with the intent to incorporate the provisions of the Governing Document shall be deemed incorporated therein, as if set forth in full.

SECTION 6. COMPLIANCE. All Owners or persons occupying any Lot or Dwelling Unit shall comply with the Governing Documents and Rules and Regulations pertaining to the Properties. Owners shall be responsible for the conduct of their family members, guests, tenants, and their tenants' family members and guests.

SECTION 7. FISCAL YEAR. The fiscal year of the Association shall be determined by resolution of the Board. In the absence of such a resolution, the fiscal year shall be the calendar year.

SECTION 8. USE OF TECHNOLOGY. The Association shall have the right to avail itself of new technologies, to the extent permitted by law, now or in the future, for notice, payment, signature, voting, consents or approvals required to be obtained under the Governing Documents or the Property Owner's Association Act in conformance with Va. Code Ann. § 55.1-1832.

ARTICLE XIV BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection in accordance with Va. Code § 55.1-1815 *et. seq.* by any Member in good standing. "Good Standing" shall mean that the Member is not delinquent by more than sixty (60) days in any financial obligation due the Association, and the Member does not have any violation of the Governing Documents that has not been remedied in the time permitted by the Association.

ARTICLE XV AMENDMENTS

SECTION 1. AMENDMENT BY MEMBERS. These Bylaws may be amended by the affirmative vote of a majority of the Members present, in person, by proxy, or by electronic or mailed-in ballot as permitted by the Board, at a regular or special meeting of the Members at which a quorum is present.

SECTION 2. AMENDMENT BY THE BOARD OF DIRECTORS. These Bylaws may be amended unilaterally at any time and from time to time by the Board, with notice to the Members, (a) if such amendment is necessary to bring any provision into compliance with any applicable governmental statute, rule, or regulation or judicial determination which shall be in conflict therewith; (b) if such amendment is required by an institutional or governmental lender or purchaser of mortgage loans, including, for example, the Federal National Mortgage Association or Federal Home Loan Mortgage Corporation, to enable such lender or purchaser to make or purchase mortgage loans on the Properties; or (c) if such amendment is necessary to enable any governmental agency or reputable

private insurance company to insure mortgage loans on the Lots; provided, however, any such amendment shall not adversely affect the title to any Owner's Lot unless any such Owner shall consent thereto in writing.

SECTION 3. EFFECTIVE DATE OF AMENDMENT. Amendments to these Bylaws shall become effective on the date a copy of such amendment is sent to all Members of record, unless a later effective date is specified therein. Such notice may be sent by regular mail, electronic transmission, or hand delivery.

CERTIFICATION

I, the undersigned, do hereby certify that:

I am the duly elected and acting Secretary of Winder's Pond Homes Association, a Virginia nonstock corporation, and the foregoing Bylaws constitute the Amended and Restated Bylaws of the Association, as duly adopted at a meeting of the Members at which a quorum of the Members was present. The total number of votes cast for and against the amendment was 53 in favor of the amendment and 8 against the amendment. The motion to amend was approved with 75% of the votes in person, or by proxy, voting in favor of the amendment.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 3rd day of February, 2022.

Roberta J. Piche
, Secretary