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RESTATED BYLAWS Of TABB LAKES HOMES ASSOCIATION

ARTICLE I NAME AND

LOCATION

The name of the corporation is TABB LAKES HOMES ASSOCIATION, INC., hereinafter referred to as the Association. The principal office of the Association shall be located at Jones, Blechman, Woltz & Kelly, P.C., 2600 Washington Avenue, Newport News, Virginia, but meetings of members and directors may be held at such places within the State of Virginia as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. Association shall mean and refer to TABB LAKES HOMES ASSOCIATION, INC., its successors and assigns.

Section 2. Board of Directors or Board shall mean and refer to the Board of Directors of the Association.

Section 3. Common Area shall mean all real property (including the improvements thereto) owned by the Association for the common use and enjoyment of the members of the Association and so designated in the Declaration (hereinafter defined), and shall also mean the sign easements rights of the Association contained on Lots 1 and 50, Section 1, Tabb Lakes Subdivision and Lot 263, Section 3B, Tabb Lakes Subdivision.

Section 4. Declaration shall mean and refer to the DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS applicable to the Property, recorded, or to be recorded, in the Clerk's Office of the Circuit Court of the County of York, Virginia.

Section 5. Declarant shall mean and refer to Tabb Lakes, Ltd., its successors and assigns.

Section 6. Lot shall mean and refer to the numbered lots on the recorded subdivision plat of the Property and does not include any of the Common Area.

Section 7. Member shall mean and refer to every person or entity who holds a membership in the Association.

Section 8. Owner shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Property, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 9. Property shall mean and refer to that certain real property described in the Declaration and such additions as may hereafter be brought within the jurisdiction of the Association.

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ARTICLE III

MEMBERSHIP

Section 1. Membership. Every person or entity who is an Owner of a fee or undivided fee interest in any Lot which is subject by the Declaration to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. Ownership of a Lot shall be the sole qualification for membership.

Section 2. Suspension of Membership Rights. During any period in which a Member shall be in default in the payment of any annual or special assessment levied by the Association, the voting rights and right to use of the recreational facilities of such member may be suspended by the Board of Directors (or any committee duly appointed by the Board of Directors) until such assessment has been paid. Such rights of a member may also be suspended after notice and hearing, for a period not to exceed sixty (60) days, for violation of any rules and regulations established by the Board of Directors governing the use of the Common Area and facilities.

ARTICLE IV PROPERTY RIGHTS, RIGHTS OF

ENJOYMENT

Each Member shall be entitled to the use and enjoyment of the Common Area and facilities as provided in the Declaration. Any Member may delegate his rights of enjoyment of the Common Area and facilities to the members of his family, his tenants or contract purchasers, who reside on the Property. Such Member shall notify the Secretary of the Association in writing of the name or names of any such delegate(s). The rights and privileges of such delegate or delegates are subject to suspension to the same extent as those of the Member.

ARTICLE V BOARD OF

DIRECTORS, SELECTION, TERM OF OFFICE

Section 1. I-Number. The affairs of the Association shall be managed by a Board of five (5) directors, who must be Members. This restriction shall not be construed to disallow the Declarant, while it is a Member, from appointing one or more agents on its behalf to act as a director or directors.

Section 2. Election. At the first annual meeting, the Members shall elect two directors to serve for a term of one year, two directors to serve for a term of two years, and one director to serve for a term of three years; and at each annual meeting thereafter, the Members shall elect a director or directors to fill any expiring term, and such election shall be for the period of two (2) years. Any vacancy occurring in the initial or any subsequent Board of Directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board, or by a sole remaining director and, if not previously so filled, shall be filled at the next succeeding meeting of the Members of the Association. Any director elected to fill a vacancy shall serve as such until the expiration of the term of the director whose position he was elected to fill.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the Members. In the event of death, resignation or removal of a director, his successor shall be selected as set forth in Section 2 of this Article V.

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Section 4. Compensation. No director shall receive compensation for any service he may render to the Association; however, by resolution of the Board, any director may be reimbursed for his actual out-of-pocket expenses incurred in the performance of his duties as a director.

**ARTICLE VI MEETINGS OF
DIRECTORS**

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held quarterly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two directors, after notice has been provided as set forth in Section 4 of this Article VI.

Section 3. Quorum. 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 4. Notice. When notice of any meeting of the Board is required, such notice shall be given at least three days previous to such meeting by written notice delivered personally or sent by mail or telegram to each director at his address as shown on the records of the Association. Any director may waive notice of any meeting before or after the time of the meeting stated therein. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law, the Articles of Incorporation, these Bylaws or the Declaration.

Section 5. Proxies. At all meetings of the Board of Directors, each director may vote in person or by proxy. All proxies shall be in writing and filed with the acting Secretary at such meeting.

Section 6. Action Taken Without a Meeting. The directors 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 approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

**ARTICLE VII NOMINATION 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 or more other persons who are Members of the Association. The nominating committee shall be appointed by the Board of Directors prior to each annual meeting of the Board, 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. Election to the Board of Directors shall be by secret written ballot. At such election the Members may cast, in respect to each vacancy, as many votes as they are entitled to

exercise under the provisions of the Articles of Incorporation. The persons receiving the largest number of votes shall be deemed elected. Cumulative voting shall not be permitted.

ARTICLE VIII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have the power to:

- (a) appoint and remove officers of the Association and establish their compensation, if any;
- (b) adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties, within the limits set out in the Declaration, the Articles of Incorporation, and these Bylaws, for the infraction thereof;
- (c) exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the Members by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration; and
- (d) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

- (a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof at the regular annual meeting of the members, or at any special meeting, when such statement is requested in writing by one fourth of the Members who are entitled to vote;
- (b) supervise all officers of the Association and see that their duties are properly performed[^]
- (e) as more fully provided herein and in the Declaration,
 - (1) fix the amount of the annual assessment against each Lot at least thirty days in advance of each annual assessment period, as herein after provided in Article XII; and,
 - (2) send written notice of each assessment to every Owner subject thereto at least thirty days in advance of each annual assessment period; and
 - (3) foreclose the lien against any property for which assessments are not paid at law against the Owner personally obligated to pay the same;
- (d) issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (e) procure and maintain liability, hazard or other insurance for the protection of the Association, its Directors and Officers, and its property;
- (f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) cause the Common Area to be maintained; and (h)

cause the exterior of the dwellings to be maintained.

ARTICLE IX

DIRECTORS

Section 1. The Board of Directors shall appoint a Nominating Committee as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purposes, such as (but not limited to):

(a) a Recreation Committee which shall advise the Board of Directors on all matters pertaining to the recreation program and activities of the Association and shall perform such other functions as the Board, in its discretion, determines; and

(b) a Maintenance Committee which shall advise the Board of Directors on all matters pertaining to the maintenance, repair or improvement of the Common Area and shall perform such other functions as the Board, in its discretion, determines.

(c) an Architectural Review Committee which shall review and approve on any Lot, all plats, plans, drawings and building specifications to include (but not limited to) houses, fences, sheds, outbuildings, deckings and room additions. Decisions of the Architectural Review Committee may be appealed to the Board of Directors.

Section 2. It shall be the duty of each committee to receive complaints from Members on any matter involving Association functions, duties and activities within its field of responsibility. It shall dispose of such complaints as it deems appropriate or refer them to such other committee, director or officer of the Association as may be concerned with the matter presented.

ARTICLE X MEETINGS

OF MEMBERS

Section 1. Annual Meetings. The annual meeting of the Members shall be held (see 10/99 amendment).

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the president or by the Board of Directors, or upon written request of the Members who are entitled to vote one fourth (1/4) of all of the votes of the entire membership.

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, either personally or by mailing a copy of such notice, postage prepaid, not less than twenty-one nor more than sixty days before the date of such meeting, to each Member entitled to vote thereat, addressed to the Member at his address last appearing on the books of the Association or at such other address as shall be supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose of the meeting. If the applicable statutes of the State of Virginia require a longer period of notice, such statutory requirement shall apply.

Section 4. The presence at the meeting, in person or by proxy of Members entitled to cast one-tenth (1/10) of the votes of each class of membership shall constitute a quorum for any action,

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except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members present entitled to voted thereat, shall have power to adjourn the meeting, from time to time, without notice other than announcement at the meeting, until quorum as aforesaid shall be present.

Section 5. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Each proxy shall be revocable and shall automatically cease upon conveyance by a Member of his Lot.

ARTICLE XI OFFICERS AND

THEIR DUTIES

Section 1. Enumeration of Officers. The officers of the Association shall be a president and a vice president, who shall at all times be Members of the Board of Directors, a secretary and a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 3. Term. The officers of the Association shall be elected annually by the Board and each shall hold office for a term of one year, unless he 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. Any officer may be removed from office, with or without cause, by the Board. 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.

Section 6. Vacancies. A vacancy in any office may be filled in the manner prescribed for regular election. The officer elected to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article XI.

Section 8. Duties. The duties of the officers are as follows:

(a) President. The president shall preside at all meetings of the Board of Directors and of the Members; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments in the name and behalf of the Association and shall co-sign all checks and promissory notes.

(b) Vice President. The vice president shall act in the place and stead of the president in the event of the president's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

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(c) Secretary. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the members of the Association, together with their addresses, and shall perform such other duties as are required by the Board.

(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 of the Association; keep proper books of account; cause an annual audit of the Association's books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented at the regular annual meeting of the Members, and deliver a copy of each to the Members.

ARTICLE XII

ASSESSMENTS

Section 1. Creation of the Lien and Personal Obligation of Assessments. By the Declaration, each Member is deemed to covenant and agree to pay to the Association: (1) annual assessments or charges, and (2) special assessments or capital improvements. The annual and special assessments, together with such interest thereon and costs of collection thereof, as hereinafter provided, shall be a charge on the land and shall be continuing lien upon the Lot against which each such assessment is made. Each such assessment, together with such interest, costs, and reasonable attorney's fees, shall be the personal obligation of the person who was the Owner of the Lot at the time when the assessment fell due and shall not pass to his successors in title unless expressly assumed by them.

Section 2. Purpose of Assessments. The assessments levied by the Association shall be used exclusively for the purpose of promoting the recreation, health, safety, welfare, and for the ownership, improvement, operation and maintenance of the Common Area and the improvements.

Section 3. Administration of Annual Assessments. The administration of the annual assessments, in regard to the basis of the maximum of annual assessments, special assessments for capital improvements, the necessary quorum for establishing or modifying assessments, the date of commencement of annual assessments, the effect of nonpayments of such assessments, subordination of the assessment to liens of mortgages, the exemption of certain properties, and the effects of nonpayment of assessments, and the actions to be taken by the Association in regard thereto are expressed in the Declaration of Covenants, Conditions and Restrictions placed of record in the clerk's Office of the Circuit Court of York County, Virginia, and shall be controlling in regard thereto.

ARTICLE XIII BOOKS

AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XIV

CORPORATE SEAL

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The Association shall have a seal, in circular form, having within its circumference the words:
TABB LAKES HOMES ASSOCIATION.

ARTICLE XV

AMENDMENTS

Section 1. These Bylaws may be amended, at a regular or special meeting of the Members, by a vote of a majority of the quorum of Members present in person or by proxy.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE XVI

MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of each year, except that the first fiscal year shall begin on the date of incorporation.

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