

Seaview Property Owners Association By-Laws

Article 1

Name and Objectives of Corporation

Section 1. Name. This corporation shall be known as "Seaview Property Owners' Association", hereinafter called the "Association".

Section 2. Objectives. The Association shall be responsible for the maintenance and upkeep of roads within Seaview, its shoulders and entry way within the Seaview development in Daugherty, Accomack County, Virginia, hereinafter called "Seaview". The Association shall also be responsible for hiring a caretaker for Seaview. The caretaker's duties shall include grass mowing, picking up trash and debris along the roads, providing security within the development, operating the shuttle boat from Seaview to the Barrier Island on Saturdays, Sundays and holidays or by special arrangement with the Boat Captain, general maintenance, landscaping along the roads and entrance to the development as well as miscellaneous tree removal and storm damage rectification thereon and such other duties that the Association may assign. The Association may decide to contract with outside third parties for one or more of duties of the caretaker. The Association shall not be obligated to maintain or repair any individual driveways.

The Association shall also be responsible for enforcement of the Protective Covenants and Restrictions applicable to Seaview, a copy of which is attached hereto as Schedule "A".

Article II

Membership

Section 1. Membership. The membership of the Association shall be limited to all persons who own a parcel in Seaview. Any person or entity who holds an interest in a parcel only as security shall not be a member of the Association. Each owner, or joint or common owner, of a parcel in Seaview shall be a member of the Association.

Section 2. Annual Charge. Each member of the Association shall pay to the association the "Annual Charge" as established by the Association. In no event shall the Annual Charge be in an amount less than \$800.00 per year, with any unexpended surplus to be accumulated and reinvested for the future needs of the Association. The Annual Charge shall be used to achieve the objectives of the Association. The Board of Directors shall establish the date or dates (if paid in installments) on which the Annual Charge shall be due.

Section 3. Amount of Charge. The Annual Charge shall be established on a yearly basis at the annual meeting of the Association. No further assessments may be made unless specifically approved by the Association at a special meeting of the Association called pursuant to these By-

Laws. The Annual Charge shall be no less than \$800, plus the \$100 Reserve Fund and whatever is necessary for unusual expenses which will be agreed to at the Annual Meeting. Dues notices shall be sent out in December and are due in January.

Section 4. Default. In the event of a default by any member in paying the Association the Annual Charge, then the member in default shall be obligated to pay interest at the highest rate allowed by law on such common charges from the due date thereof as determined by the Association, together with all expenses, including reasonable attorney's fees incurred by the Association in any proceedings brought to collect such unpaid common charges. The Association shall have a lien on the parcel of any defaulting member to secure the payment of such charges, interest, expenses, costs and fees, which lien may be enforced in any manner provided for the foreclosure of mortgages or liens under Virginia law.

Section 5. Membership Non-assignable. Membership and the rights and privileges of a member shall not be assignable, but shall always be an incident of parcel ownership.

Section 6. Vote. Each member shall have one vote, in person or by proxy at a meeting of the members; provided, however that if two or more members have or hold common or joint ownership to any parcel in Seaview, only one vote shall be cast for each parcel with common or joint ownership, but the owner of more than one parcel shall have one vote for each parcel. The designation of any proxy shall be made in writing to the Secretary of the Association, and shall be revocable at any time by written notice to the Secretary.

Article III Directors and Officers

Section 1. Board of Directors. The Officers of the Association shall also serve on the Board of Directors. There must always be at least three Directors. Co-owners, spouses or family members may not serve on the Board at the same time.

Section 2. Officers. The Officers of the Association shall consist of a President, Vice President, Secretary and a Treasurer. One person may hold more than one office, but there must always be at least three people serving as Officers.

Section 3. President as Committee Member. The President shall be a member, ex officio, of all committees.

Section 4. Qualifications. The Officers and Directors of the Association shall be members of the Association.

Article IV Meetings

Section 1. Annual Meetings of Members. The Annual Meeting of Members of the Association shall be held the first or second Saturday in June. If necessary, any transfer of documents must be made within one week. If remote conferencing is available, this must be a supplement to the Annual Meeting and not a replacement of the physical meeting place.

Section 2. Special Meeting of the Association. Special meeting of the Association members may be called by the President, or upon request of ten members made to the President in writing. Notice of the meeting shall be mailed to each member not less than 10 nor more than 30 days before the date of the meeting, and at such special meeting there shall only be considered such business as is specified in the notice of the meeting.

Section 3. Quorum for Meeting. At all meetings of the Association, either regular or special, the presence of members in good standing, in person or by proxy, entitled to cast fifteen percent (15%) of the total number of votes in the Association, shall constitute a quorum. A majority vote of such quorum shall be required to conduct the business of the Association.

Section 4. Lack of Quorum. If a quorum is not present, the presiding officer may adjourn the meeting to a day and hour set by such officer. The members present at a duly called or held meeting at which a quorum was once present may continue to do business at the meeting notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 5. Order of Business. At all meetings of the Association, the order of business shall be as follows:

- A. Minutes of Previous Meeting
- B. Reports of Officers
- C. Reports of Committees
- D. Unfinished Business
- E. New Business
- F. Any Other Business
- G. Adjourn

Section 6. Location. Meetings of the Association shall be held at a suitable place convenient to the members and such place shall be specified in the notice of the meeting.

Section 7. Ratification. Members not present at a meeting may, within thirty days after the meeting, ratify any vote taken at the meeting by sending written notice to the President. Such written ratification shall have the same effect as if the members had been present and voting at the meeting.

Article V
Election of Directors and Officers

Section 1. Elections. The terms of the directors and officers of the Association shall be for two years and they shall be elected by plurality vote at the annual meeting of the Association. No member may serve more than two consecutive terms in any office.

Section 2. Vacancies. If a vacancy occurs among the Board of Directors or officers, the Board of Directors shall fill the vacancy for the remainder of the director's or officer's term.

Section 3. Removal. Any director or officer may be removed from office if so voted by the members of the Association entitled to cast at least three-fourths of the total number of votes in the Association.

Section 4. Nominating. Nominations may be made by any members of the Association at the election meeting.

Articles VI
Duties of Officers

Section 1. President. The President shall preside at all meetings of the Association and shall appoint such committees as the President or the Association shall consider expedient or necessary.

Section 2. Vice President. In absence of the President, the Vice President shall preform the President's duties. The Vice President shall also generally assist the President and exercise such other powers and perform such other duties as shall be prescribed by the Association.

Section 3. Secretary. The Secretary shall keep the minutes of all meetings of the Association. The Secretary shall mail out all notices for meetings of the Association and shall perform such other duties as may be required by the By-Laws, the President or the Association.

Section 4. Treasurer. In the absence of both the President and the Vice President, the Treasurer shall preside and assume the duties of the President. The Treasurer shall have charge of all receipts and monies of the Association in a bank approved by the Association and disburse funds as ordered or authorized by the Association. The Treasurer shall keep regular accounts of all receipts and disbursements, submit the records when requested and file an itemized statement at regular meetings of the Association. The Treasurer or the President or Vice President may sign checks and withdrawal slips on behalf of the Association upon any and all of its bank accounts. The Treasurer shall have authority to pay all installments due the caretaker or third-party contractor for landscaping and maintenance and shall also be authorized to expend additional funds on behalf of the Association up to a total of \$10,000 without the express written approval of the Association.

Section 5. Execution of Instruments. The President shall, on being so directed by the Association, sign all leases, contracts, and other instruments in writing.

Article VII
Duties and Powers of the Board of Directors

Section 1. Management of Association. The Board of Directors shall have general charge and management of the affairs, funds and property of the Association. The Board of Directors shall have the duty and full power to carry out the purposes of the Association according to its Articles of Incorporation and By-Law. The Board of Directors shall have authority to pay all installments due the caretaker of contractor for landscaping and maintenance and shall also have authority to approve additional expenditures on behalf of the Association up to a total of \$10,000 without the express approval of the members of the Association.

Section 2. Annual Charge. The Board of Directors shall have the power to collect the annual charge which members are required to pay and to take such actions as they deem necessary to its collection.

Section 3. Protective Covenants. The Board of Directors shall have the authority to administer and enforce the Protective Covenants and Restrictions applicable to Seaview, a copy of which is attached hereto as Schedule "A".

Section 4. Meetings. The Board of Directors, at their discretion, shall set times and days for meetings as agreed by a majority of the Board. There shall be no need for formal written notice of the meetings, but rather, it will be left to the President of the Association, who shall be the Chairman of the Board of Directors, to schedule meetings of the Board when necessary.

Article VIII
Compensation of Directors and Officers

Neither the Board of Directors, Officers, nor members serving on committees shall receive any salary or compensation for services rendered to the Association, but may be reimbursed for funds advanced on behalf of the Association as approved by the Board of Directors.

Article IX
Notices

All Notices to Members, announcing the Annual Meeting or a Special Meeting, shall be mailed to their address as given on the books of the Association and such mailing shall constitute presumptive evidence of receipt thereof. In addition to the Annual and any Special Meeting, an

email must be sent not less than 10 days prior to such a meeting. All other communications, notices of Board of Director Meetings and other notices to members shall be by email.

Article X
Liability of Officers

The Directors and Officers of the Association shall not be liable to the members of the Association for any mistake or judgment, negligence or otherwise, except for their own individual willful misconduct or bad faith. The members of the Association shall indemnify and hold harmless each of the Directors and Officers against all contractual liability to others arising out of contracts made by the Directors or Officers on behalf of the Association unless any such contract shall have been made in bad faith or contrary to the provisions of the Articles of Incorporation or of the By-Laws. It is intended that the Directors and Officers shall have no personal liability with respect to any contract made by them on behalf of the Association. It is also intended that any liability of any member of the Association arising out of any contract made by the Directors or Officers, either individually, pursuant to authority provided hereunder, or acting as a group in the form of a Board of Directors, or out of the aforesaid indemnity in favor of the Directors and Officers, shall be limited to such proportion of the total liability thereunder as said member's votes in the Association bear to the total number of votes in the Association.

Article XI
Business Records

The corporate business records of the Association shall at all times, during reasonable business hours, be subject to the inspection of any member.

Article XII
Parliamentary Rules

Roberts Rules of Order, as most recently revised, shall govern the conduct of the Association meetings when not in conflict with these By-Laws.

Article XIII
Interim Provisions

Amendments to these By-Laws may be adopted only if so voted by members of the Association entitled to cast at least seventy five percent (75%) of the total number of votes in the Association, provided that notice of the proposed amendment is given in the notice of the meeting.