

**BY-LAWS  
OF  
CHRISTIAN RIDGE HOMEOWNERS ASSOCIATION, INC.**

**ARTICLE I - NAME AND LOCATION**

The name of the corporation is Christian Ridge Homeowners Association, Inc. (the "Association"). The initial principal office of the corporation shall be located at 7375 Figuley Rd., New Kent, Va 23124, but meetings of members and directors may be held at such places within the Commonwealth of Virginia as may be designated by the Board of Directors.

**ARTICLE II - DEFINITIONS**

1. "Association" shall mean and refer to Christian Ridge Homeowners Association, Inc. its successors and assigns.

2. "Property" shall mean and refer to those parcels of land described in the Declaration and such additions thereto, as may be brought within the jurisdiction of the Association.

3. "Common Area" shall mean all real property owned by or any easements conveyed to the Association for the common use and enjoyment of the Owners.

4. "Declaration" shall mean and refer to the "Christian Ridge Declaration of Restrictive Covenants" recorded in Deed Book 2224, page 113, Clerks Office, Circuit Court, Hanover County, Virginia and such additions thereto as may hereafter be brought within the jurisdiction as the Association.

5. "Homeowners" shall mean and refer to a Member who occupies or acts as a lessor with respect to a dwelling constructed on a Lot.

6. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Property with the exception of the Common Area.

7. "Member" shall mean and refer to those persons entitled to membership as provided for in the Declaration.

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 an interest merely as security for the performance of an obligation.

9. "Declarant" shall mean and refer to Christian Ridge Homeowners Association, Inc.

### **ARTICLE III - MEETING OF MEMBERS**

1. **ANNUAL MEETINGS:** The first annual meeting of the Members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the Members shall be held on the same day of the same month of each year thereafter (unless such date falls on a Saturday, Sunday or holiday, in which event the next following weekday not a holiday shall be the date of the meeting).

2. **SOCIAL 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 membership.

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, at least fifteen days before such meeting, to each Member entitled to vote at the meeting. 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.

4. **QUORUM:** The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, one fourth (1/4) of the votes shall constitute a quorum for any action, except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote at the meeting shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

5. **PROXIES:** At all meetings of Members, such Member may vote in person or by proxy. All proxies shall be in writing in form approved by and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his lot.

### **ARTICLE IV - BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE**

1. **NUMBER:** The initial Board of Directors and for so long as less than eighty five percent (85%) of the Lots are owned by Homeowners, will consist

of two (2) directors all appointed by Christian Ridge, LLC. Thereafter, the number of directors shall be five (5) and Christian Ridge, LLC shall have the right to appoint only one (1) such director to serve until the later of January 1, 2006, or the date on which all Lots are owned by Homeowners. Directors not appointed by Christian Ridge, LLC shall be elected by the other members of the Association at the annual meeting of the Association. Each member of the Association shall be entitled to one vote for each Lot. Directors shall be elected to serve for one (1) year term. Directors need not be members of the Association.

2. **TERM OF OFFICE:** All Directors shall serve for a term of one (1) year.

3. **REMOVAL:** Any Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. Upon the death, resignation or removal of a director, a successor shall be selected by the remaining Members of the Board.

4. **COMPENSATION:** No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed his actual expenses incurred in the performance of his duties.

5. **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 V - NOMINATION AND ELECTION OF DIRECTORS**

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 Members of the Association. Directors prior to each annual meetings 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. such nominations may be made from among Members or Non-Members.

2. **ELECTION:** Election to the Board of Directors shall be by secret written ballot. At such elect the Members or their proxies may cast, in respect of

each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of voted shall be elected. Cumulative voting is not permitted.

#### **ARTICLE VI - MEETINGS OF DIRECTORS**

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 the 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.

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 not less than three (3) days notice to each director.

3. **QUORUM:** A majority of the number of 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.

#### **ARTICLE VII - POWER AND DUTIES OF THE BOARD OF DIRECTORS**

1. **POWERS:** The Board of Directors shall have the power to:

(a) 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 for the infraction thereof.

(b) Suspend the voting rights of a Member during any period in which the Member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days, for infraction of published rules and regulations.

(c) Exercise for the Association all powers, duties and authority vested in or delegated to this Association, and not reserved to the Members by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration.

(d) Declare the office of a member of the Board of Directors to be vacant if such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(e) Employ as manager, and independent contractor, or such other employees as they deem necessary, and prescribe their duties.

**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 to the Members at the annual meeting of the Members, or at any special meeting, when such statement is requested in writing by one fourth (1/4) of the Members who are entitled to vote;

(b) Supervise all officers, agent and employees of this Association, and see that their duties are properly performed;

(c) As more fully described in the Declaration, to:

- (i) Fix the amount of the annual assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period, and
- (ii) Send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period, and
- (iii) Foreclose the lien against any Lot for which assessments are not paid within ninety (90) days after the due date or to bring an action 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 adequate liability and hazard insurance on property owned by the Association.

(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.



## **ARTICLE VIII - COMMITTEES**

1. The Association shall appoint an Architectural Control Committee, as provided in the Declaration, and a nominating committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other Committees as deemed appropriate in carrying out its purposes.

## **ARTICLE IX – OFFICERS AND THEIR DUTIES**

1. **ENUMERATION OF OFFICERS:** The officers of this Association shall be a president, a secretary, a treasurer, and such other officers as the Board may from time to time create, who shall at all time be Members of the Board of Directors.

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.

3. **TERM:** The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless any officer shall sooner resign, or shall be removed, or otherwise disqualified to serve.

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.

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 any later time specified herein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6. **VACANCIES:** A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the terms of the officer he replaces.

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.

8. **DUTIES:** The duties of the Officers are as follows:

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

**(b) Vice President:** The vice president, if any, shall act in the place and stead of the president upon the president's absence, inability or refusal to act, shall chair the Architectural Review Committee and discharge such other duties as may be required of him 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 all meetings and proceedings of the Board and of the Meetings, keep the corporate seal of the Association and affix it on all papers requiring a 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 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 and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association's books to be made by a certified 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 to the Members at their regular annual meeting, and deliver a copy of each to the members.

## **ARTICLE X - COMMITTEES**

The Association shall appoint an Architectural Review Committee and a Nominating Committee. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose. Committee Chairman shall be appointed by the Board of Directors to oversee all committees, for example the newsletter, neighborhood watch, social, etc.

## **ARTICLE XI - 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 at the principal office of the Association, where copies may be purchased at reasonable cost. The Declaration, Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association.

## **ARTICLE XII - ASSESSMENTS**

A. As more fully provided in the Declaration, each Member is obligated to pay to the Association annual and special assessments, which are secured by a continuing lien upon the Lot against which the assessment is made. Any assessments which are not paid when due, shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency, at the rate of ten percent (10%) per annum, and the Association may bring action at law against the Owner personally obligated to pay the same or foreclose the lien against the Lot, and interest, costs and reasonable attorney's fees, of any such action, shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for his Lot. Furthermore, no more than \$250.00 from the unanticipated expense fund may be used by the Board, on any one occasion, without the approval of the majority of the members.

## **SUBORDINATION OF THE LIEN TO MORTGAGES**

B. The lien of the assessments provided for herein, shall be subordinate to the lien of any first mortgage or first deed of trust financing. Sale or transfer of any lot shall not affect the lien of any assessment. No sale or transfer shall relieve such lot from liability for any assessments thereafter becoming due or from the lien thereof.

## **XIII AMENDMENTS**

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

2. If there is any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and if there is any conflict between the Declaration and these By-Laws, the Declaration shall control.



**Christian Ridge Homeowners Association, Inc.**

BY June 2009 J President  
Director