

**BYLAWS OF**  
**FRESHWATER ESTATES PROPERTY OWNERS ASSOCIATION**

**Original Effective Date: June 9, 2005**

**Last Amended: November, 2018**  
**Last Reviewed April 2018**

(A Not-For-Profit Corporation)

**ARTICLE I**  
**LOCATION**

**SECTION 1:** Freshwater Estates Property Owners Association (known herein as the Association) shall be located in the Town of Mineral, County of Louisa and Commonwealth of Virginia. The subdivision known as “Freshwater Estates” is more fully described on plats dated May 5, 2000 made by Kevin A. Merkey, L.S., of Berkley-Howell & Associates. P.C., Engineers, Surveyors and Planners, which is recorded in Louisa County Plat Book 8, at Pages 1275 et seq. The subdivision known as “Freshwater Estates” is further defined as the same land conveyed to VA Timberline, LLC by two deeds from Bernard E. Chewning, et al, dated March 12, 2000 recorded in Deed Book 634, Pages 515 and 522 and one deed dated March 17, 2000 in Deed Book 634, Page 530 and a deed from Patricia F. Price, et al. dated March 21, 2000 and recorded in Deed Book 634, Page 533. Deed Book 634 is held in the Clerk’s Office of the Circuit Court of Louisa County, VA. There are currently 151 lots within the subdivision.

**ARTICLE II**  
**MEMBERS**

**SECTION 1:** The eligibility and qualifications for membership, and the manner of and admission into membership shall be: own at least one (1) lot in Freshwater Estates and be in good standing with the Association. Good standing is defined as: current on all Association dues, Dock Slip fees, Mass Drain Field fees (as applicable), fees levied by the Board of Directors, and not be in violation of the Declaration of Covenants, Conditions and Restrictions of Freshwater Estates. Conversely, all lot owners must be members of the Freshwater Estates Property Owners Association. The rights and interest of a member shall not terminate except when the member no longer owns at least one lot in Freshwater Estates or is no longer in good standing.

**SECTION 2:** Except as rights reserved to the Members as stipulated in the Association’s Declaration of Covenants, Conditions and Restrictions, resolutions or rules and regulations adopted by the Board of Directors; the Board may prescribe, with respect to all members, the amount and manner of imposing and collecting any dues, assessments, fees, and penalties. All rules and regulations relating to members adopted by the Association’s Board of Directors shall be attached and deemed to be part of these By-Laws.

## **ARTICLE III** **MEETINGS**

### **SECTION 1 General:**

- a) The Secretary of the Board of Directors shall notify the members of the Association in advance of meetings as noted in the below sections. The Secretary shall send to each member notice of the date, time and place and of the meeting as well as the name(s) of the person or persons calling the meeting. The method of distribution shall be the US Postal Service or electronic mail, or posted on the Association's website. Notice shall be sent to members at their address or email address as recorded in the records of the Association or at such other address that the member might have furnished in writing to the Secretary of the Association. Notice shall be deemed to have been given when deposited with postage prepaid in a post office or other official depository under the exclusive jurisdiction of the United States Post Office. Any meeting of members may be adjourned from time to time by a majority vote of members present at the meeting. In such event, it shall be necessary to provide further notice of the time and place of the adjourned meeting. In the event the Board of Directors chooses a new record date for an adjourned meeting, a new notice shall be given, in the same manner as provided in Sections 2 and 3.
- b) At every meeting of Members of the Association, there shall be available a list or record of members as of record date, certified by Secretary of the Association or, in the absence of the Secretary, by the Director assigned by the Board of Directors responsible for its preparation, and upon request therefore, any member who has given written notice to the Association, shall have the right to inspect such list or record at the meeting. Such list shall be evidence of the right of the persons in good standing with the Association to vote at such meeting.

### **SECTION 2 Annual Meetings:**

- a) The Annual Meeting of members of the Association shall be held during the month of May each year on a date set by the Board of Directors and shall be held in the Louisa County Public Library or in Louisa County, VA., if the library is not available. The month prescribed for holding the Annual Meeting may be changed only by a unanimous votes cast by the Board of Directors or by a majority vote by members of the Association present at a special meeting called for the purpose of changing the month. Nevertheless, Annual Members Meeting shall be held each calendar year.
- b) Except as provided by law, the members entitled (in good standing) to cast ten percent (10%) of the total number of votes to be cast at the meeting, shall constitute a quorum at a meeting of members for the transaction of any business. Each lot ownership shall entitle the holder thereof to one vote. In the election of directors, a plurality of the votes cast shall elect.
- c) Except as provided by law, all actions (except changes to the covenants) shall be by a majority of the votes cast.
- d) Notice for an Annual Meeting shall state the meeting is being called for the election of directors and for the transaction of such other business as may properly come before the meeting.
- e) At each Annual Meeting of Members, the Board of Directors shall present an Annual Report. Such report shall be filed with the records of the Corporation and entered in the minutes of the proceedings of such Annual Meeting of Members.
- f) The Board of Directors shall appoint one or more inspectors to act at any meeting where a vote by the Association members is taken. The inspector(s) shall determine the number of members at the meeting and the existence of a quorum, and the validity of absentee ballots. The inspectors shall receive votes and absentee ballots, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes and

absentee ballots, determine the result and do such acts as are proper to conduct the election or vote of all members. The inspectors shall make a report in writing of all matters determined by them with respect to such meeting.

- g) The Secretary of the Board of Directors shall, at least 14 days but no more than 60 days in advance of the annual meeting, send to each member notice of the date, time and place of the meeting as well as the name(s) of the person or persons calling the meeting.

### SECTION 3 Special Meetings:

- a) The Association shall hold a special meeting of members if called by the President of the board, the Board of Directors, a person authorized to do so by the Board of Directors or, in the absence of any of the foregoing, 20 per cent of the members entitled to cast a vote at such meeting. Special meetings of members may be held on such date as may be selected by the Board of Directors. Special meetings of members shall be held at the Louisa County Public Library or in Louisa County, VA., if the library is not available.
- b) Notices of a Special Meeting shall state the purpose or purposes for which the meeting is called, and be provided at least 10 days in advance. At any Special Meeting, only the business stated in the Notice of Meeting may be transacted.
- c) Written, oral, or any other method of notice of the date, time and place shall be given for special meetings of the Board of Directors in sufficient time for the convenient assembly of the Board of Directors.
- d) The Secretary of the Board of Directors shall, at least 14 days but no more than 60 days in advance of a special members meeting, send to each member notice of the date, time and place and of the meeting as well as the name(s) of the person or persons calling the meeting. The method of distribution shall be the U.S. Postal Service, e-mail, or the Association's website. Notice shall be sent to each member at his address or email address as recorded in the records of the Association or at such other address that the member might have furnished in writing to the Secretary of the Association. Notice shall be deemed to have been given when deposited at a U.S. Postal Service depository.

### SECTION 4 Board of Director's Meetings

- a) Meetings of the members shall be presided over by the following officers, in the following order: President, Secretary (if an elected Board member), Treasurer, or, if none of the foregoing is in office or present at the meeting, by a Meeting Chairman to be chosen by the majority of the members in attendance. The Secretary or an assistant to the Secretary of the Association shall act as Secretary at every meeting. When neither the secretary nor an assistant is available, the President or Meeting Chairman may appoint a secretary for the meeting.
- b) The Board of Directors of the Association shall fix a record date for the purpose of determining members entitled to notice of; to vote, to express consent or dissent from any proposal without a meeting, to determine members entitled to receive distributions or allotments or rights, or for any other proper purpose. Such record date shall not be more than 50 days nor less than 10 days prior to the date of such meeting or consent of the date on which any distribution or allotment of rights, as the case may be, is to be made. In the event no record date is fixed, the record date for the determination of members entitled to vote at the meeting of members shall be the close of business on the day next preceding the day on which notice is given, or, if no notice is given, the day on which the meeting is held. The record date for determining members for any purpose other than that specified in the preceding sentence shall be the close of business on the day on which the resolution of the

directors relating thereto is adopted. Establishment of a record date shall apply to any adjournment of any meeting, unless a new record date is fixed by the Board of Directors for such adjourned meeting.

- c) A regular Annual Meeting of the Board of Directors shall be held immediately following the Annual Meeting of Members. All other regular meetings shall be held at such time and place as shall be fixed by the Board of Directors from time to time.
- d) The order of business at Board of Director meetings shall be as follows:
  - Call to Order and Roll Call
  - Record Minutes of the Preceding Meeting
  - Officers Reports
  - Report of Standing Committees
  - Old business
  - New business
  - Members Open Forum
  - Adjournment

#### SECTION 5 Executive Sessions

The Board may call an executive session without notice to members to discuss issues that are of a confidential nature.

#### SECTION 6 Board of Director's Working Sessions

Notices of a Board working session shall state the purpose or purposes for which the meeting is called, and be provided at least 7 days in advance. All members are invited but no member open forums are included at working sessions. The order of business at Working Sessions shall be:

- Call to Order and Roll Call
- Officers Reports
- Other Discussions
- Adjournment

### **ARTICLE IV** **BOARD OF DIRECTORS**

SECTION 1: The Association shall be managed by a Board of Directors. Each director shall be at least 21 years of age, and shall be a member of the Association and in good standing during such directorship. The initial Board of Directors shall consist of five persons. Thereafter, the number of directors constituting the entire Board shall be no less than three. Subject to the foregoing, the number of Board of Directors may be fixed from time to time by action of the members or of the Directors. The number of Directors may be increased or decreased by action of the members or the Board of Directors, provided that any action by the Board of Directors to affect such increase or decrease shall require the vote of a majority of the entire Board of Directors. No decrease shall shorten the term of any director then in office.

SECTION 2: The membership shall elect directors to hold office for three-year terms. Directors shall hold office until the expiration of the term for which they were elected, and until the successor has been duly elected and qualified, or until prior resignation or removal as hereinafter provided.

SECTION 3:

- a) Any or all of the directors and/or officers of the Board of Directors may be removed with cause by majority vote of the members of the Association at a Special Meeting called by the members for that purpose. The Board of Directors may remove by majority vote any director or officer thereof for a specified reason only.
- b) A director may resign at any time by giving written or e-mail notice to the Board of Directors or to an officer of the Association. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors or such officer. Acceptance of such resignation shall not be necessary to make it effective.

**SECTION 4:** Newly created directorships or vacancies in the Board of Directors may be filled by a vote of majority of the Board of Directors then in office. The Board of Directors may select any Association member in good standing to fill the vacancy. However, vacancies occurring by reason of the removal of director(s) with cause by the members of the Association shall be filled by a vote of the members. A director selected to fill a vacancy caused by resignation, death, or removal shall be allowed to hold office until the next Annual Election of Directors held at the next Annual Meeting of Members where the director may run if eligible for the remaining unexpired term of his predecessor.

**SECTION 5:** A majority of the entire members of the Board of Directors in office shall constitute a quorum. At any meeting held to remove one or more directors a quorum shall consist of a majority of the directors present at such meeting. Whenever a vacancy on the Board of Directors shall prevent a quorum from being present, then, in such event, the quorum shall consist of a majority of the members of the Board of Directors excluding the vacancy. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except to the extent provided by law and these By-Laws, the act of the Board of Directors shall be by a majority of the directors present at the time of vote, a quorum being present at such time. Any action authorized by resolution, in writing, by all of the directors entitled to vote thereon and filed with the minutes of the Association shall be the act of the Board of Directors with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board.

**SECTION 6:** The President of the Board shall preside at all meetings of the Board of Directors. If there is no President or in the President's absence. see Article III., Section 4, a.

## **ARTICLE V** **OFFICERS**

**SECTION 1:** The Board of Directors shall elect a President of the Board of Directors, a Secretary and a Treasurer. Only the President and Treasurer need to be a director. Any two or more offices may not be held by the same person. The Board shall also appoint a Board member to the position of Infrastructure Manager.

**SECTION 2:** Each officer shall hold office until the Annual Meeting of the Board of Directors (to be held immediately after the Annual Members Meeting) or until his successor has been duly elected and qualified.

**SECTION 3:**

- a) The President shall be the chief executive officer of the Association and shall have the responsibility for the general management of the affairs of the Association, and shall carry out the resolutions of the Board of Directors. During the absence or disability of the

President of the Association, the Secretary shall have the powers and functions of the President.

- b) The Treasurer of the Association shall keep complete and correct accounting records, and have the care and custody of all the funds and securities of the Association, and shall deposit said funds in the name of the Association in such bank accounts as the Board of Directors may from time to time determine. One authorized Board member shall sign checks, drafts, notes and orders for the payment of money, which shall have been duly authorized by the Board of Directors. For expenditures greater than or equal to \$2,500, the President must co-sign checks. The Treasurer shall have charge of all financial records of the Association. All financial transactions are to be recorded according to generally accepted accounting principles. A financial review of the FEPOA books will be done quarterly, and annually within 90 days after the close of the fiscal year by a person independent of the Board. Additionally, a financial review will also be required when the person in the position of treasurer changes. An audit will be performed in the event a financial review indicated an audit is warranted.
- c) The Secretary shall keep the minutes of the Board of Directors and the minutes of the members meetings. The Secretary shall have custody of the seal of the Association, and shall affix and attest the same to documents duly authorized by the Board of Directors, and shall have charge of all books and records of the Association (except financial).

## **ARTICLE VI** **COMMITTEES**

### **SECTION 1:**

- a) The Board of Directors may create standing committees from amongst the Association membership. Such committees shall have such authority as the Board of Directors may delegate, except to the extent prohibited by law.
- b) In addition, the Board of Directors may establish special committees for any lawful purpose, which may have such powers as the Board of Directors may lawfully delegate.
- c) Minutes will be recorded for all committee meetings and a copy of said minutes will be retained with the Association records. Minutes shall pertain to the business of the committee as charged by the Board of Directors.

## **ARTICLE VII** **MISCELLANEOUS**

### **SECTION 1:**

The Association shall keep with the Secretary of the Association complete and correct records, minutes of the proceedings of the Annual Members Meeting, the Board of Directors, or any committees appointed by the Board of Directors, as well as a list or record containing the names and address of all members. This information, in part or its entirety, shall also be posted on the Association's website as approved by a majority of the Board of Directors. No legal documentation will be posted at all on the website.

**SECTION 2:** The corporate seal shall be in such form, as the Board of Directors shall from time to time prescribe.

**SECTION 3:** The fiscal year of the Association shall be July 1<sup>st</sup> through June 30<sup>th</sup>.

SECTION 4: All By-Laws of the Association may be subject to alteration or repeal, and new by-laws may be made, by a majority vote of the members voting at a special meeting of the members called for such purpose. Such special meeting will be subject to the rules prescribed in Article III Meetings of Members herein these By-Laws.

The Board of Directors shall also have the power to make, alter or repeal, from time to time, By-Laws of the Association through a majority vote of the Board of Directors present at a regular or special meeting of the Board. However, if any by-law regulating an impending election of directors is adopted, amended or repealed by the Board, there shall be set forth in the notice of the next meeting of members for the election of directors, the by-law so made, amended or repealed, together with a concise statement of the changes made.

The Board of Directors will review these By-Laws at least bi-annually and make updates as they deem necessary.