

HERON LANDING HOMEOWNERS ASSOCIATION, INC.

BY-LAWS

PURPOSE AND STATEMENT OF INTENT

The purpose for which Heron Landing Homeowners Association, Inc., herein the Corporation, is formed is exclusively for pleasure, recreation and other non-profitable purposes, as contemplated by Section 501©(7) of the Internal Revenue Code of 1954 (any reference herein to any provision of such Code shall be deemed to mean provisions as now or hereafter existing, amended, supplemented or superseded). More specifically, the purpose of the Corporation is to carry into effect, interpret, maintain, manage and enforce the covenants, easements and restrictions and affirmative obligations as embodied in the "Declaration of Covenants, Conditions and Restrictions of Heron Landing and Heron Pointe Homeowners Association, Inc." dated May 21, 2004 and recorded in the Clerk's Office of Pittsylvania County, Virginia in Deed Book 1439, Page 11 and to perform all duties described for the Corporation therein to promote the general health, safety and welfare of the owners.

The assets of the Corporation shall be at all times dedicated to the pleasure, recreation and other community purposes set out above and none of the net earnings shall inure in whole or in part to the benefit of any private individual, association or corporation. If for any reason it becomes necessary to dissolve or liquidate the Corporation, the remaining assets of the Corporation, after its lawful obligations and all other requirements of the law are met and complied with, shall be transferred or conveyed as set forth in the Articles of Incorporation.

The Corporation may solicit and receive funds and property by gift, transfer, devise or bequest, and may administer and apply such funds and property only in the furtherance of the pleasure, recreation and other community purposes set out above.

The Corporation shall not engage in any substantial activities attempting to influence legislation, nor shall it substantially directly or indirectly participate or intervene in any political campaigns on behalf of any candidate for public office or any other activity not within the pleasure, recreation and other community purposes set out above.

ARTICLE I

Powers

The Corporation shall do any and all lawful acts and things which may be necessary, useful, suitable or proper for the furtherance or accomplishment of the purposes and powers of the Corporation, and shall exercise all powers possessed by Virginia corporations of similar character, including the power to own, lease or contract for the purchase and sale of, and to mortgage or otherwise encumber, real and personal property. Specifically, the Corporation shall be empowered:

- A. To make and collect assessments against members to defray the cost, expenses and losses in connection with all properties held in common by the Corporation.

- B. To contract for the construction, maintenance, repair and replacement of the properties and facilities owned by the Corporation and to establish the uses or practices to which said properties and facilities should be put or developed.
- C. To contract for the maintenance and repair of the roads and drainage easements of the subdivision, unless the property is under the responsibility of governmental authority, e.g., Virginia Department of Transportation.
- D. To enforce by legal means the action of the Board of Directors against all members of the Corporation.
- E. To interpret and enforce the provisions of the "Declaration of Covenants, Conditions and Restrictions of Heron Landing and Heron Landing Homeowners Association, Inc." dated May 21, 2004 and recorded in the Clerk's Office of Pittsylvania County, Virginia in Deed Book 1439, Page 11.
- F. To establish such rules and regulations respecting the use of the properties and facilities of the Corporation as may be deemed necessary or appropriate from time to time.

ARTICLE II

Meeting of Members

2.1 Meetings: All meetings of the Members shall be held at such time and place as the Board of Directors shall determine. There shall be at least one regular meeting of the members on a yearly basis, one of which shall constitute an annual meeting, at which time the Officers and Directors shall be elected. Notice of the meetings shall be given to each member at least fifteen (15) days prior to the meeting by mailing, *email* or delivering a written notice to the address on the membership roles.

2.2 Special Meetings: Special meetings of the members, for any purpose or purposes, may be called at any time by a majority of the members with each member being given at least fifteen (15) days prior to the meeting by mailing, email or delivering a written notice to the address on the membership roles. A signed waiver of notice by any member is the equivalent to the giving of proper notice.

2.3 Conducting of Meetings: The President shall preside over all meetings of members. If he/she is not present, the Vice-President shall preside. If none of the such officers are present, a Chairman shall be elected by the meeting. The Secretary of the Association shall act as the Secretary of all the meetings if he/she is present. If he/she is not present, the President, Vice-President or Chairman shall appoint a Secretary of the meeting.

2.4 Place of Meetings: The Board of Directors may designate any place, either within or without the State of Virginia, as the place of any regular or special meeting. The location shall be at such reasonable site as to accommodate the membership.

ARTICLE III

Voting

3.1 Members: The record owners of each lot or parcel, as described in the Declaration of Covenants, Conditions and Restrictions (not to include the trustees of any deed of trust) and the purchasers under any land contract after settlement but prior to the receipt of the deed hereunder, shall be a member and, while in good standing by the payment of all dues and assessments, shall be entitled to one vote.

3.2 Quorum: Any number of Members together constituting at least twenty-five (25) of the membership entitled to vote with respect to the business to be transacted, who shall be present in person or represented by written proxy at any meeting duly called, shall constitute a quorum for the transaction of business. If less than a quorum shall be in attendance at the time for which a meeting shall have been called, the meeting may be adjourned from time to time by a majority (seventy-five percent) of the Members present or represented by written proxy without notice other than by announcement at the meeting until a quorum shall attend.

3.3 Majority required: A two thirds (2/3) majority vote of those present shall be necessary to pass any measure before the meeting.

3.4 General Powers: The property, affairs and business of the Corporation shall be managed by the Officers and the Board of Directors. Except as otherwise expressly provided by law, the Articles of Incorporation or their By-Laws, all of the powers of the Corporation shall be vested in such Officers and Board of Directors.

ARTICLE IV

Capital and Dues

4.1 Capital and Signatures: The capital of the Corporation shall be contributed in cash or check from the members in the form of annual dues and/or special assessments. Checks, notes and drafts and other orders for the payment of money shall be signed by either the President or the Treasurer.

4.2 Dues and Assessments: The annual dues shall be due and payable on the first day of *July* each year. There shall be a late charge of 5% for payment more than ten (10) days late. The dues shall be payable to the Treasurer of the Corporation as designated by the members. The Corporation shall use all legal remedies at its disposal in order to collect delinquent amounts. The delinquent member shall be responsible for all costs of collection, including reasonable attorney's fees.

4.3 Salaries: No member of the Corporation shall receive any salary for services rendered to the Corporation.

4.4 Books: The Corporation books shall be maintained by the Treasurer, and each Officer shall at all normal business hours have access thereto. The books shall be kept on a fiscal year basis and balanced at the

end of each year. They shall be audited by the outgoing Board of Directors each year before the incoming Officers shall be charged with the responsibility of the books.

ARTICLE V

Officers and Directors

5.1 Officers: The Officers of the Corporation shall consist of at least a President, a Vice-President, a Secretary and a Treasurer, each of whom shall be elected by the members at the annual meeting. Each Officer shall hold office for a term of two (2) years and may be re-elected. The Officers of the Corporation shall have such duties as generally pertain to the respective offices as well as such powers and duties as from time to time may be delegated to them by the Corporation.

5.2 Directors: The Directors of the Corporation shall consist of five (5) members: the President, Treasurer of the HOA and three (3) Directors, elected by the members at the first meeting of each and every year. Each Director shall hold office for a term of two (2) years and may be re-elected. The Directors shall have such duties as generally pertain to the respective positions as well as such powers and duties as from time to time may be delegated to them by the Corporation.

5.3 Elections: Each Officer and Director shall be elected for a two-year (2) term and can be re-elected. The two-year terms shall be staggered to ensure continuity on the Board of Directors. The President, Secretary, and Director 1&2 shall be on one rotation; and the Vice President, Treasurer and Director 3 shall be on the other.

ARTICLE VI

Indemnity of Officers and Directors

Each Officer and Director shall be indemnified by the Corporation against liabilities, fines, penalties and claims imposed upon or asserted against him, including amounts paid in settlement by reason of having been such an Officer or Director, whether or not continuing so to be, and against all expenses (including counsel fees) reasonably incurred by him in connection therewith, except in relation to matters as to which he shall have been finally adjudged to be liable by reason of having been guilty of gross negligence or willful misconduct in the performance of his duties as an Officer or Director. In the event any other judgment against such Officer or Director or in the event of a settlement, the indemnification shall be made only if the Corporation shall be advised, in case none of the persons involved shall be or have been an Officer or Director of the Corporation, by the Board of Directors, and otherwise by independent counsel to the appointed by the Board of Director, that in its or his opinion such Officer or Director was not guilty of gross negligence or willful misconduct in the performance of his duties, and, in the event of a settlement, that such settlement was, or if still to be made, is in the best interests of the Corporation. If the determination is to be made by the Officers or Directors, they may rely, as to all questions of law, on the advice of independent counsel. Every reference herein to an Officer or Director shall include every Officer or Director or former Officer or Director of the Corporation and every person who may have served at its request as an Officer or Director of another Corporation in which the Corporation owns shares of stock or of which it is a creditor, or in case of a non-stock Corporation, to which the Corporation contributes and, in all such cases, his executors and administrators.

The right of indemnification hereby provided shall not be exclusive of any other rights to which any Officer or Director may be entitled.

ARTICLE VII

7.1 Amendment of By-Laws: Unless prescribed by the Articles of Incorporation, these By-Laws may be amended or altered at any meeting of the Members by two-thirds (2/3) majority vote of the membership.

The undersigned, being the Secretary for the Organizational meeting at which their By-Laws were approved does hereby certify that a majority of the members (a Quorum having been present) present at a meeting approved these By-Laws for the Heron Landing Homeowners Association, Inc. a Virginia Corporation.

Secretary