

1
2 **AMENDED AND RESTATED**
3 **BYLAWS OF**
4 **MILHAVEN HOMEOWNERS ASSOCIATION, INC.**

5 **ARTICLE I Introduction**

6 **NAME AND LOCATION.** The name of the corporation is Milhaven Homeowners
7 Association, Inc. (the "Association"). The mailing address of the corporation is Post Office Box
8 4466, Glen Allen, Virginia 23058. Meetings of Members and Directors may be held at such places
9 within the Commonwealth of Virginia as may be designated by the Board of Directors. These
10 Bylaws outline the provisions necessary for the orderly operation of the Association.

11 **ARTICLE II Definitions**

- 12 A. "Association" shall mean the Milhaven Homeowners Association, Inc.
13 B. "Common Area" shall mean all real property owned by or any easement conveyed to
14 the Association for the common use and enjoyment of the Owners.
15 C. "Declaration" shall mean the Milhaven, Section "1" Declaration of Restrictions, as the
16 same may be amended, supplemented, and restated. [A supplemental declaration has](#)
17 [been recorded to subject Milhaven, Section "2" to the Declaration.](#)
18 D. "Homeowner" shall mean an Owner who occupies or acts as a lessor with respect to a
19 dwelling constructed on a Lot.
20 E. "Lot" shall mean each lot shown on those certain subdivision plats filed for record in the
21 Clerk's Office [for the Circuit Court of Henrico County, Virginia](#) in Plat Book 91, pages 79-
22 [80 \(Milhaven, Section 1\)](#) and Plat Book 91, pages 90-91 [\(Milhaven, Section 2\)](#), and on any
23 other subdivision plat filed in the Clerk's office with respect to the Property including
24 easements.
25 F. "Owner" shall mean and refer to the record owner, whether one or more persons or
26 entities, of fee simple title to any Lot, but excluding those holding such interest merely
27 as security for the performance of an obligation.
28 G. "Member" shall mean and refer to the members of the Association as provided in
29 Article IV [of the Association's Articles of Incorporation](#). Every Owner of a Lot shall be a
30 Member of the Association.
31 H. "Director" shall mean and refer to those persons either elected by the Members or
32 directly appointed to serve on the Board of Directors for the Association. While
33 "Officer" shall mean and refer to the specific roles that Directors hold while serving on
34 the Board of Directors.
35 I. "Property" shall mean and refer to that certain real property described in the
36 Declaration and such additions thereto as may hereafter be brought within the
37 jurisdiction of the Association.

38 **ARTICLE III - Meeting of Members**

39 **Section 1. Annual Meetings.** The annual meeting of the Members shall be held no later than the
40 end of the fiscal year (Fiscal Year is July 1 through June 30) of the Association.

41 **Section 2. Special Meetings.** Special meetings of the Members may be called at any time by the
42 President of the Association's Board of Directors (Board) or by the Board, or upon written
43 request of one fourth (1/4) of the Members.

44 **Section 3. Notice of Meetings.** Written notice of each meeting of the Members shall be given
45 by, or at the direction of the Secretary or person authorized to call the meeting, by delivering a
46 copy of such notice at least 15 days before such meeting, to each Member addressed to the
47 Member's address last appearing on the books of the Association, or supplied by such Member
48 to the Association for the purpose of notice. Such notice shall specify the place, day and hour of
49 the meeting, and in the case of a special meeting, the purpose of the meeting. Meetings may
50 be held entirely or partially by electronic means as long as the Board has adopted guidelines for
51 such meetings that ensure that persons accessing such meetings are authorized to do so and
52 that persons entitled to participate in meetings have the opportunity to do so.

53 **Section 4. Quorum.** The presence at the meeting of Members or of absentee ballots or proxies
54 of Members entitled to cast votes that represent one-half (1/2) of the votes shall constitute a
55 quorum for any action except as otherwise provided by or prohibited in the Articles of
56 Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present
57 or represented at any meeting, the Members thereat shall have power to adjourn the meeting
58 but can continue it, without notice other than announcement at the meeting, until a quorum as
59 aforesaid shall be present or be represented.

60 **Section 5. Proxies and Absentee Ballots.** At any meeting of Members, each Member may vote
61 in person, by absentee ballot, or by proxy. All proxies shall be in writing according to the
62 approved form of proxy attached hereto as Exhibit "A", include agenda items to be voted on,
63 and filed with the Secretary. Every proxy shall be revocable and shall automatically cease at the
64 conclusion of the designated meeting.

65 **ARTICLE IV - Board of Directors: Term of Office, Nomination and Election**

66 **Section 1. Number.** The Board of Directors shall consist of five (5) Directors, who shall be
67 Members of the Association and shall be in good standing.

68 **Section 2. Term of Office.** The Members shall elect Directors for a term of two years. Each
69 Director can serve a maximum of two uninterrupted terms (or, four consecutive years). Once
70 a Director has served two uninterrupted terms, then he/she is eligible to serve future terms
71 after an absence of at least one year.

72 **Section 3. Removal.** Any Director may be removed from the Board, with or without cause, by a
73 majority vote of the Members. Upon removal of a Director by the Members, the Members shall
74 also elect a replacement to serve the unexpired portion of the term. Upon the removal of a

Commented [s1]: Delete this - but only if we have other meaningful changes.

Deleted: The Board should attempt to make a public notice on a sign near the entrance to the neighborhood at least 15 days in advance of the meeting.

Commented [CC2]: This is now allowed by state law whether or not language is included here but I have added it unless the preference is to have it stated in the Bylaws. The adoption of the guidelines (as mentioned) is a requirement of the statute.

Commented [CC3]: This is also now allowed by statute and anyone who submits an absentee ballot can be counted towards quorum and the vote.

78 Director because of death, resignation or ceasing of Association membership, a successor shall
79 be selected by the remaining Directors of the Board and shall serve until the next annual
80 meeting of the Members, unless a majority of the Members calls for a vote to be held for the
81 open position. The Directors must notify Members in writing of the removal of a Director within
82 15 days of the removal. If the vacancy is filled by the Directors, then at the next annual meeting
83 of the Members the Members shall elect a Director to fill the unexpired portion of the term (if
84 any).

85
86 **Section 4. Compensation.** No Director shall receive compensation for any service he/she may
87 render to the Association. However, any Director may be reimbursed for his/her actual
88 expenses incurred in the performance of his/her duties.

89 **Section 5. Action Taken Without a Meeting.** The Directors shall have the right to take any
90 action they are authorized to take according to the Articles of Incorporation, these Bylaws, or
91 the Declaration, in the absence of a meeting, which they could take at a meeting by obtaining
92 the signed written approval of all the Directors. Any actions taken by Directors outside of a
93 meeting should be documented in writing and captured in the meeting minutes of the next
94 Board meeting.

Commented [CC4]: This is a requirement of the Nonstock Corporation Act so I have added it here as a reminder.

95 **Section 6. Nomination.** Nomination for election to the Board of Directors shall be made by a
96 Nominating Committee. Nominations may also be made from the floor at the annual meeting.
97 The Nominating Committee shall consist of a Chairman, who shall be a Member of the Board of
98 Directors, and two or more Members of the Association. The Nominating Committee shall be
99 appointed by the Board of Directors prior to each annual meeting of the members, to serve
100 from the close of such annual meeting until the close of the next annual meeting and such
101 appointment shall be announced at each annual meeting. The Nominating Committee shall
102 make as many nominations for election to the Board of Directors as it shall in its discretion
103 determine, but not less than, the number of vacancies that are to be filled. Additional
104 nominations may be made directly from the Members.

105 **Section 7. Election.** Election to the Board of Directors shall be by written ballot. At such election
106 the Members or their proxies may cast, in respect of each vacancy, as many votes as they are
107 entitled to exercise under the provisions of the Articles of Incorporation. The persons receiving
108 the largest number of votes shall be elected. Cumulative voting is not permitted.

Commented [s5]: Committee members - we discussed deleting this - but prob not necessary - let's discuss that the next meeting

Commented [ss6R5]: Ask cassie if it is needed - and if yes, explain what it means!

Commented [CC7R5]: I suggest keeping this. If this language is not included, any member could add the total votes they have for vacant director positions and could cast those all for the same candidate. For example, if there are 2 open spots up for election, a member could cast 2 votes for 1 candidate and no votes for another. This is not common practice in HOAs so I would stick with what you have and how things have been done in the past and are done in most other HOAs.

109 **ARTICLE V - Meeting of Directors**

110 **Section 1. Regular Meetings.** Regular meetings of the Board of Directors shall be held quarterly
111 or as needed, at such place, date, and hour as may be fixed from time to time by resolution of
112 the Board.

113 **Section 2. Special Meetings.** Special meetings of the Board of Directors shall be held when
114 called by the President of the Board, or by any two Directors, after not less than three (3) days
115 notice to each Director.

116 **Section 3. Quorum.** A majority of the number of Directors shall constitute a quorum for the
117 transaction of business. Every act or decision done or made by a majority of the Directors
118 present at a duly held meeting at which a quorum is present shall be regarded as the act of the
119 Board.

120 **Section 4. Virtual Meetings.** Meetings may be held entirely or partially by electronic means as
121 long as the Board has adopted guidelines for such meetings that ensure that persons accessing
122 such meetings are authorized to do so and that persons entitled to participate in meetings have
123 the opportunity to do so.

124 **ARTICLE VI - Powers and Duties of the Board of Directors**

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

- 126 A. Adopt and publish rules and regulations governing the use of the Common Area and
127 facilities, and the personal conduct of the Members and their guests thereon, and to
128 establish penalties for the infraction thereof;
- 129 B. Suspend the voting rights of a Member during any period in which the Member shall
130 be in default in the payment of any assessment levied by the Association. Such rights
131 may also be suspended after notice and hearing, for a period not to exceed sixty (60)
132 days, for infraction of published rules and regulations.
- 133 C. Exercise for the Association all powers, duties and authority vested in or delegated to
134 this Association and not reserved to the Members by other provisions of these Bylaws,
135 the Articles of Incorporation, or the Declaration;
- 136 D. Declare the office of a member of the Board of Directors to be vacant if such member
137 shall be absent from three (3) consecutive regular meetings of the Board of Directors;
138 and
- 139 E. Employ a manager, an independent contractor, or such other employees as they deem
140 necessary, and to prescribe their duties.
- 141 F. Any act of the Board may be overturned by a majority vote by a quorum of Members
142 at a called or scheduled meeting of Members.

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

- 144 A. Cause to be kept a complete record of all its acts and corporate affairs and to present a
145 statement thereof to the Members at the annual meeting of the Members, or at any
146 special meeting, when such meeting is requested in writing by one fourth (1/4) of the
147 Members who are entitled to vote;
- 148 B. Supervise all officers, agents, committees and employees of this Association, and see
149 that their duties are properly performed;
- 150 C. As more fully provided in the Declaration, to:
 - 151 (i) Propose the amount of the annual assessment to every Owner subject
152 thereto at least thirty (30) days in advance of each annual assessment

Commented [C8]: This is now allowed by state law whether or not language is included here but I have added it unless the preference is to have it stated in the Bylaws. The adoption of the guidelines (as mentioned) is a requirement of the statute.

Commented [S9]: If such member IS absent
But - only if there are meaningful changes to the document

153 period, and submit annually to Members for approval at a meeting duly
154 called for that purpose and
155 (ii) Send written notice of each assessment to every Owner subject thereto at
156 least thirty (30) days in advance of each annual assessment period, and
157 (iii) Take action to collect past due assessments, which may, in the Board's
158 discretion, include recording a memorandum of lien in the Henrico County
159 Circuit Court Clerk's Office, foreclosing, the lien against any Lot for which
160 assessments are not paid within ninety (90) days after the due date, and/or
161 bringing an action at law against the Owner personally obligated to pay the
162 same.

- 163 D. Issue, or cause an appropriate officer to issue, upon demand by any person, a certificate
164 setting forth whether or not any assessment has been paid. A reasonable charge may be
165 made by the Board for the issuance of these certificates. If a certificate states an
166 assessment has been paid, such certificate shall be conclusive evidence of such payment;
- 167 E. Procure and maintain adequate liability and hazard insurance on property owned by the
168 Association;
- 169 F. Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem
170 appropriate;
- 171 G. Cause the Common Area to be maintained.

172 ARTICLE VII- Officers and Duties

173 **Section 1. Enumeration of Officers.** The officers of this Association shall be a President, a Vice
174 President, a Secretary, a Treasurer and a Social Chair.

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

177 **Section 3. Term.** The officers of this Association shall be elected annually by the Board, and
178 each shall hold office for one (1) year unless any shall sooner resign, or shall be removed, or
179 otherwise disqualified to serve. There shall be no term limit for officers, unless his/her two
180 consecutive two-year terms as a Director have been served.

181 **Section 4. Special Appointments.** The Board may elect such other officers as the affairs of the
182 Association may require, each of whom shall hold office for such period, have such authority and
183 perform such duties as the Board may, from time to time, determine. These officers shall not have
184 the same voting rights as Directors.

185 **Section 5. Resignation and Removal.** Any officer may be removed from office with or without
186 cause by the Board. Any officer may resign at any time by giving written notice to the Board, the
187 President or the Secretary. Such resignation shall take effect on the date of receipt of such notice

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Commented [CC10]: As originally drafted, this could be interpreted to require the Board to take foreclosure action when this tends to be a rarely used remedy that can be cost prohibitive. I revised the language to provide the Board with more flexibility.

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

193 **Section 6. Vacancies.** A vacancy in any office may be filled by appointment by the Board. The
194 officer appointed to such vacancy shall serve for the remainder of the term of the officer he/she
195 replaces.

196 **Section 7. Multiple Offices.** The offices of Secretary and Treasurer may be held by the same
197 person. The office of Social Chair may be held in addition to any other office. No person shall
198 simultaneously hold more than one of any of the other offices except in the case of special offices
199 created pursuant to Section 4 of this Article.

200

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

202 A. President. The President shall preside at all meetings of the Board of Directors; shall see
203 that orders and resolutions of the Board are carried out; shall sign all leases, mortgages,
204 deeds and other written instruments.

205 B. Vice President. The Vice President shall act in the place and stead of the President upon
206 the President's absence, inability or refusal to act, and shall exercise and discharge such
207 other duties as may be required of him/her by the Board.

208 C. Secretary. The Secretary shall record the votes and keep the minutes of all meetings and
209 proceedings of the Board and of the Members; serve notice of meetings of the Board and
210 of the Members, keep appropriate current records showing the Members of the
211 Association together with their addresses, and shall perform such other duties as required
212 by the Board.

213 D. Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies
214 of the Association and shall disburse such funds as directed by resolution of the Board of
215 Directors; shall sign all checks and promissory notes of the Association; keep proper books
216 of account; and shall prepare an annual budget and a statement of income and
217 expenditures to be presented to the Members at their regular annual meeting, and deliver
218 a copy of each to the Members.

219 E. Social Chair. The Social Chair shall coordinate and plan activities for the Members and their
220 families.

221

ARTICLE VIII - Committees

222 The Association shall appoint an Architectural Review Committee (ARC) and a Nominating
223 Committee. In addition, the Board of Directors shall appoint other committees as deemed
224 appropriate in carrying out its purpose.

225 A. The Architectural Review Committee serves to review all requests for modifications to
226 any home or any Lot of Members and Owners. Modifications covered by ARC are
227 explained in the Declaration.

228 B. The Nominating Committee serves to promote the role of the Board of Directors and to
229 recruit Members interested in serving as a Director. The role of the Nominating
230 Committee is further outlined in Section 6 of Article IV of these Bylaws.

231 **ARTICLE IX - Books and Records**

232 The books, records and papers of the Association shall at all times and with 10 business days
233 notice, be subject to inspection by any Member. The Declaration, the Articles of
234 Incorporation and Bylaws of the Association shall be available for inspection by any Member.

Commented [CC11]: This is the time period used by the Property Owners' Association Act for self-managed associations.

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236 **ARTICLE X - Assessments**

237 As more fully provided in the Declaration, each Member is obligated to pay to the Association
238 annual and special assessments, which are secured by a continuing lien upon the Lot against
239 which the assessment is made. Any assessments which are not paid when due shall be
240 delinquent. If the assessment is not paid within sixty (60) days after the due date, the
241 assessment shall incur a penalty thereon of five percent (5%), and the Association may bring an
242 action at law against the Owner personally obligated to pay the same or foreclose the lien
243 against the Lot, and interest, costs, and reasonable attorney's fees of any such action, or fees of
244 a collection agency shall be added to the amount of such assessment. No Owner may waive or
245 otherwise escape liability for the assessments provided for herein by non-use of the Common
246 Area or abandonment of his Lot.

247 **ARTICLE XI - Amendments**

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

250 **Section 2.** If there is any conflict between the Articles of Incorporation and these Bylaws, the
251 Articles shall control; and if there is any conflict between the Declaration and these Bylaws,
252 the Declaration shall control.

253 **ARTICLE XII - Miscellaneous**

254 The fiscal year of the Association shall begin on the first day of July and end on the 30th of June
255 of every year.

256 **IN WITNESS WHEREOF**, we, being all of the Directors of Milhaven Homeowners Association, Inc.
257 have hereunto set our hands the

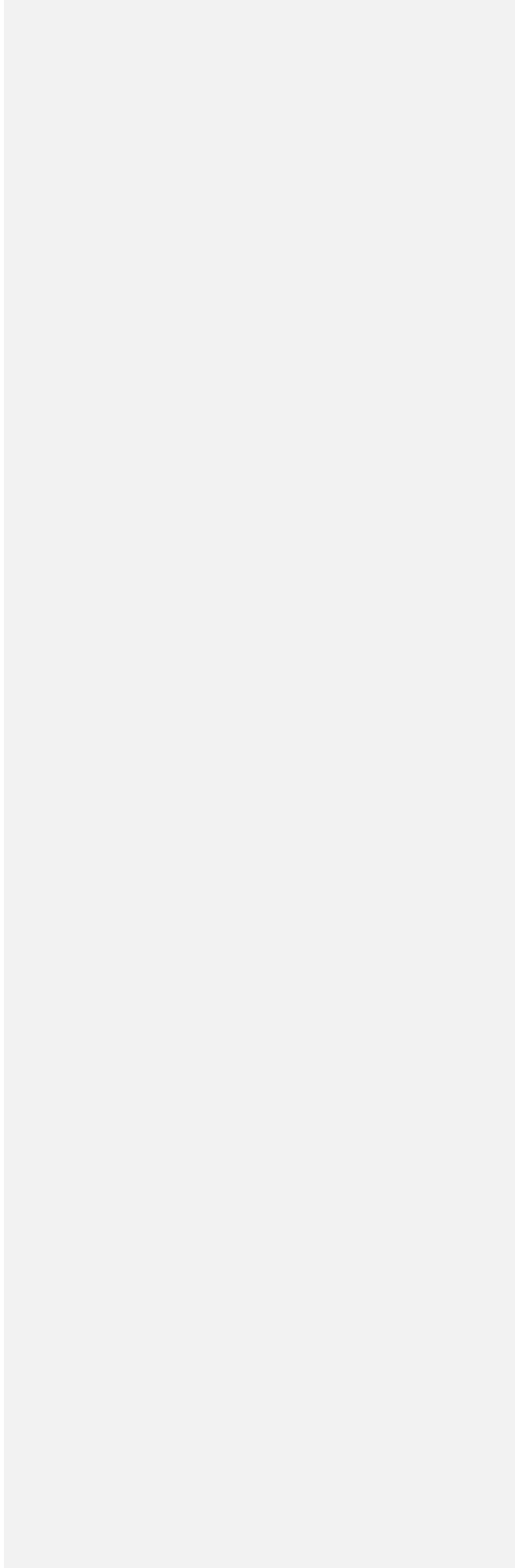
258
259 Date approved by the Association: _____

260
261
262
263 Signature: _____ Signature: _____
264 Director Director

266
267 Signature: _____
268 Director
269
270 Signature: _____
271 Director

Signature: _____
Director

272



273
274

**EXHIBIT A:
PROXY FORM**

275 KNOW ALL MEN BY THESE PRESENT, that the undersigned do(es) hereby constitute and appoint
276 _____, _____ and
277 _____ any one of whom may act as my/our true and lawful attorney(s)
278 to vote as proxy for and on behalf of the undersigned member of Milhaven Homeowners
279 Association, Inc. (the "Association") at the meeting of the members of the Association to be held
280 at _____, at _____ M, on _____, 20__, with all the
281 power the undersigned would possess if personally present, upon the following matters:

282
283

Option A

For	Against	Abstain	Matters to Be Voted Upon

284
285

Option B

For	Against	Abstain	
			In all matters to be voted upon.

286 This limited power of attorney is valid only for the meeting herein identified and may be
287 withdrawn by the undersigned if personally present for the meeting.

288 Date: _____, 20
289

290 Name and Address of Owner: _____

291

292 Signature of Owner: _____