

**AMENDED AND RESTATED
BYLAWS OF
MILHAVEN HOMEOWNERS ASSOCIATION, INC.**

ARTICLE I - Introduction

NAME AND LOCATION. The name of the corporation is Milhaven Homeowners Association, Inc. (the "Association"). The mailing address of the corporation is Post Office Box 4466, Glen Allen, Virginia 23058. 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. These Bylaws outline the provisions necessary for the orderly operation of the Association.

ARTICLE II – Definitions

- A. "Association" shall mean the Milhaven Homeowners Association, Inc.
- B. "Common Area" shall mean all real property owned by or any easement conveyed to the Association for the common use and enjoyment of the Owners
- C. "Declaration" shall mean the Milhaven, Section "1" and Section "2" Declaration of Restrictions, as the same may be amended, supplemented, and restated.
- D. "Homeowner" shall mean an Owner who occupies or acts as a lessor with respect to a dwelling constructed on a Lot.
- E. "Lot" shall mean each lot shown on those certain subdivision plats filed for record in the Clerk's Office in Plat Book 91, page 79, and on any other subdivision plat filed in the Clerk's office with respect to the Property including easements.
- F. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of fee simple title to any Lot, but excluding those holding such interest merely as security for the performance of an obligation.
- G. "Member" shall mean and refer to the members of the Association as provided in Article IV. Every Owner of a Lot shall be a Member of the Association.
- H. "Director" shall mean and refer to those persons either elected by the Members or directly appointed to serve on the Board of Directors for the Association. While "Officer" shall mean and refer to the specific roles that Directors hold while serving on the Board of Directors.
- I. "Property" shall mean and refer to that certain real property described in the Declaration and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

ARTICLE III - Meeting of Members

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

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

Section 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, by delivering a copy of such notice at least 15 days before such meeting, to each Member addressed to the Member's address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. 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. 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.

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

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

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

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

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

Section 3. Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the Members. Upon removal of a Director by the Members, the Members shall also elect a replacement to serve the unexpired portion of the term. Upon the removal of a Director because of death, resignation or ceasing of Association membership, a successor shall be selected by the remaining Directors of the Board, and shall serve until the next annual meeting of the Members, unless a majority of the Members calls for a vote to be held for the open position. The Directors must notify Members in writing of the removal of a Director within 15 days of the removal. If the

vacancy is filled by the Directors, then at the next annual meeting of the Members the Members shall elect a Director to fill the unexpired portion of the term (if any).

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

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

Section 6. 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. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting 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. Additional nominations may be made directly from the Members.

Section 7. Election. Election to the Board of Directors shall be by written ballot. At such election 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 Articles of Incorporation. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE V - Meeting of Directors

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

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

Section 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 VI - Powers and Duties of the Board of Directors

Section 1. Powers. The Board of Directors shall have 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 Bylaws, 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 a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.
- F. Any act of the Board may be overturned by a majority vote by a quorum of Members at a called or scheduled meeting of Members.

Section 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 meeting is requested in writing by one fourth (1/4) of the Members who are entitled to vote;
- B. Supervise all officers, agents, committees and employees of this Association, and see that their duties are properly performed;
- C. As more fully provided in the Declaration, to:
 - (i) Propose the amount of the annual assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period, and submit annually to Members for approval at a meeting duly called for that purpose 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 VII - Officers and Duties

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

Section 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.

Section 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 shall sooner resign, or shall be removed, or otherwise disqualified to serve. There shall be no term limit for officers, unless his/her two consecutive two-year terms as a Director has been served.

Section 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. These officers shall not have the same voting rights as Directors.

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

Section 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 term of the officer he/she replaces.

Section 7. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. The office of Social Chair may be held in addition to any other office. 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.

Section 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.
- B. **Vice President.** The Vice President shall act in the place and stead of the President upon the President's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him/her 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 the Members; 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; 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.
- E. **Social Chair.** The Social Chair shall coordinate and plan activities for the Members and their families.

ARTICLE VIII - Committees

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

- A. The Architectural Review Committee serves to review all requests for modifications to any home or any Lot of Members and Owners. Modifications covered by ARC are explained in the Declaration.
- B. The Nominating Committee serves to promote the role of the Board of Directors and to recruit Members interested in serving as a Director. The role of the Nominating Committee is further outlined in Section 6 of Article IV of these Bylaws.

ARTICLE IX – Books and Records

The books, records and papers of the Association shall at all times and with 15 days notice, be subject to inspection by any Member. The Declaration, the Articles of Incorporation and Bylaws of the Association shall be available for inspection by any Member.

**EXHIBIT A:
PROXY FORM**

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

Option A

For	Against	Abstain	Matters to Be Voted Upon

Option B

For	Against	Abstain	
			In all matters to be voted upon.

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

Date: _____, 20__

Name and Address of Owner: _____

Signature of Owner: _____

ARTICLE X - Assessments

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 sixty (60) days after the due date, the assessment shall incur a penalty thereon of five percent (5%), and the Association may bring an 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, or fees of a collection agency shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his Lot.

ARTICLE XI - Amendments

Section 1. These Bylaws 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.

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

ARTICLE XII - Miscellaneous

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

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

Date approved by the Association: September 30, 2018

Signature: Denise Michelle Crumpler
Director

Signature: Debbie Bursky
Director

Signature: Sheryl Stephens
Director

Signature: Kurt R. Good
Director

Signature: Quill B. ...
Director