

**AMENDED AND RESTATED
BYLAWS**

OF

**LONGHILL GATE
HOMEOWNER'S
ASSOCIATION, INC.**

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AMENDED AND RESTATED BYLAWS
OF
LONGHILL GATE HOMEOWNER'S ASSOCIATION, INC.

ARTICLE I
NAME, PRINCIPAL OFFICE AND DEFINITIONS

SECTION 1. IDENTITY. These are the Bylaws of Longhill Gate Homeowner's Association, Inc., a Virginia nonstock corporation (the "Association"). The Association is organized to provide for the management, maintenance, operation and architectural control of the real estate known as Longhill Gate in Williamsburg, Virginia, to administer the affairs of the Association through its Board, and to own, maintain and administer the Common Area.

SECTION 2. PRINCIPAL OFFICE. The principal office of the corporation shall be located at 4801 Courthouse Street, Suite 122, Williamsburg, Virginia 23188, or at such other place as determined by the Board of Directors (the "Board"), from time to time.

SECTION 3. DEFINITIONS. Except as expressly defined herein, all capitalized terms shall have the respective meanings set forth in the Amended and Restated Declaration of Covenants, Conditions, and Restrictions recorded in the Circuit Court Clerk's Office for James City County, Virginia, as Instrument Number 202416514 as the same may be amended and supplemented from time to time (the "Declaration").

ARTICLE II
MEMBERS AND VOTING

SECTION 1. MEMBERSHIP. Every person or entity, whether one or more persons or entities, who is the record owner of the fee simple title to any Lot as described on the recorded plats for the Properties referenced in the Declaration, shall be a Member of the Association. Membership is appurtenant to and may not be separated from the ownership of any Lot.

SECTION 2. QUORUM. Except as provided otherwise in the Governing Documents, the quorum for a meeting of Members shall be the presence, in person, by proxy, or by absentee ballot of no less than Members representing thirty percent (30%) of the eligible votes in the Association.

SECTION 3. VOTING. Votes may be cast in person, by proxy, or by absentee ballot as permitted by statute. The proxy must be duly executed by or on behalf of an Owner. No proxy shall be revocable except by actual notice given by the Owner to the person presiding over the meeting. A proxy must be filed with the Secretary or other representative designated by the Board before the meeting begins. The proxy may also be filed by transmitting it electronically in the manner set forth in the meeting notice. When a Lot is owned by more than one person or entity, the Association shall deem a vote by one of the named Owners or a proxy signed and filed by one of the named Owners

as a binding vote or proxy appertaining to the Lot. Appointment of a proxy is effective when received by the Secretary, other officer or agent authorized to tabulate votes. Unless otherwise stated therein, any proxy shall become void eleven (11) months from the date of the same.

SECTION 4. SUSPENSION OF VOTING RIGHT. The Board may suspend the voting rights of any Member whose assessment is delinquent or who is in violation of the Governing Documents. Upon payment of the delinquency or correction of the violation, the Member's voting rights shall automatically be restored.

ARTICLE III MEMBER MEETINGS

SECTION 1. ANNUAL MEETINGS. The annual meeting of the Members shall be set by the Board so as to occur during the month of January. The Board shall determine the date, time and place of the annual meeting or if the annual meeting shall be held entirely or partially by electronic means.

SECTION 2. SPECIAL MEETINGS. Special Meetings of the Members may be called at any time by the President or by a majority vote of the Board or upon written request of no less than twenty-five percent (25%) of the Members who must be current in the payment of their Assessments, and not have any violation of the Governing Documents.

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, or their designee, at least fourteen (14) days in advance of any annual meeting but no more than sixty (60) days, and at least seven (7) days in advance of any special meeting but no more than sixty (60) days. Notice may be sent by (i) first class mail at the address last appearing on the books of the Association, or supplied by such Member for notice; (ii) hand-delivered to the Member's residence; or (iii) by electronic transmission to the address supplied and consented to by the Member. Such notice shall specify the place, date and hour of the meeting and, in the case of a special meeting, the purpose of the meeting. If the meeting is to be held entirely or partially by electronic means, the notice shall include information on how to access the meeting.

SECTION 4. ELECTRONIC MEETINGS. Any meeting of the Members may be held entirely or partially by audio, video or computer-based means in accordance with a resolution duly adopted by the Board of Directors, and provided that the Board ensures that those who are participating in the meeting are authorized to do so and shall have the opportunity to participate.

SECTION 5. ADJOURNMENT OF MEETINGS. If any meeting of the Members cannot be held because a quorum is not present, a majority of the Members who are present at such meeting, either in person, by proxy, or by absentee ballot as permitted by the Board, may adjourn the meeting to a time not less than two (2) days nor more than sixty (60) days from the time the original meeting was called. At such adjourned meeting at which a quorum is present, any business, which might have

been transacted at the meeting originally called, may be transacted without further notice.

SECTION 6. ACTION WITHOUT A MEETING. Any action required or permitted to be taken at any meeting of the Members may be taken without a meeting in accordance with Va. Code Ann. § 13.1- 841 *et seq.*

ARTICLE IV BOARD OF DIRECTORS

SECTION 1. GOVERNING BODY; NUMBER. The affairs of the Association shall be managed by a Board consisting of not less than five (5) nor more than seven (7) persons. The number of directors to serve for the ensuing term shall be established by the Board, then serving, at the time it causes the notice of the annual meeting to be provided to the Members. The number of directors shall always be an odd number. Directors shall be elected to office by the Members.

SECTION 2. ELIGIBILITY. A director must be a Member. Only one member of a household may serve on the Board at any one time, and no Member may be elected to the Board or continue to serve if there is any financial obligation due the Association that is more than thirty (30) days in arrears or if there is any violation of the Governing Documents that has not been remedied in the time permitted by the Association or if the Member is involved in litigation or a dispute with the Association.

SECTION 3. TERM OF OFFICE. A director's term of office is two (2) years. A director shall serve until the annual meeting at which their successor is elected. As necessary to preserve staggered terms, the term of each new director shall be designated as one (1) or two (2) years at the time they are elected with the director(s) elected with the fewest votes receiving the shortest term(s).

SECTION 4. RESIGNATION. A director may resign at any time by giving written notice to the President or Vice President. A resignation is effective when the notice is delivered unless it specifies a later effective date. A director's resignation is automatically effected if the director becomes ineligible to serve

SECTION 5. REMOVAL. Any director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association at a meeting duly called for the purposes of removing a director, at which a quorum is present. The Members may elect a successor at the meeting who shall serve the remaining term of the removed director. A director whose removal has been proposed shall be given at least ten (10) days written notice of the time, place and purpose of the meeting, and shall be given an opportunity to be heard at the meeting.

SECTION 6. VACANCIES. In the event of death or resignation of a director, or if the Members fail to elect a successor at the meeting at which a director is removed, the vacancy shall be filled by a vote of the majority of the remaining directors, even though less than a quorum, at any meeting of the Board. The person so elected shall serve until the next annual meeting.

SECTION 7. COMPENSATION. No director shall receive compensation for any service they may render to the Association. However, any director may be reimbursed for their actual expenses incurred in the performance of their duties upon approval of the Board.

ARTICLE V ELECTION OF DIRECTORS

SECTION 1. NOMINATIONS. Nomination for election to the Board shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting if there is not a full slate of nominees. Nominations from the floor may be dispensed with if the meeting is being held entirely as an electronic meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board, and may include two (2) or more Members of the Association. The Nominating Committee shall be appointed by the Board at least ninety (90) days prior to each annual meeting of the Members. The Nominating Committee shall make as many nominations for election to the Board as it shall, in its discretion, determine, but not less than the number of vacancies that are to be filled.

SECTION 2. ELECTION. Directors shall be elected by the largest number of all votes cast in person, by proxy or by absentee ballot at the annual meeting at which a quorum is present. Election will be by eligible Members secret written ballot, which may be cast pursuant to Article II, Section 3. Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted. The Board shall determine the form of all ballots and proxies, and the deadline for casting ballots and filing proxies. The results of the election shall be announced by the Secretary or their designee at the annual meeting.

ARTICLE VI MEETINGS OF DIRECTORS

SECTION 1. ORGANIZATION MEETING. The Board shall meet before the next regularly scheduled meeting following the annual meeting at a time and place determined by them to elect officers and to transact any other business that may come before the meeting.

SECTION 2. REGULAR MEETINGS. Regular meetings of the Board shall be held at least quarterly, at such place and hour as may be fixed from time to time by resolution of the Board. Notice of the regular meeting schedule shall constitute sufficient notice of regular meetings.

SECTION 3. SPECIAL MEETINGS. Special meetings of the Board shall be held when called by the President or by any two directors, after not less than two (2) days notice delivered in person, by telephone, or electronic transmission to an address supplied by the director, and after not less than four (4) days if notice is delivered by mail, with the time period commencing with the deposit of the notice into a United States mailbox. In the event of an emergency, the Board shall give such notice

as is reasonable under the circumstances.

SECTION 4. QUORUM; VOTING OF DIRECTORS. A majority of the 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.

SECTION 5. ADJOURNED MEETING. If any Board meeting cannot be held because a quorum is not present, a majority of the directors who are present at the meeting may cancel the meeting and meet at the next regularly scheduled meeting, or adjourn the meeting to a time not less than two (2) nor more than thirty (30) days from the time that the original meeting was called. At the adjourned meeting, provided a quorum is present, any business, which might have been transacted at the meeting originally called, may be transacted without further notice.

SECTION 6. REMOTE PARTICIPATION BY DIRECTOR. Board meetings may be held entirely or partially by electronic means as permitted by law.

SECTION 7. WAIVER OF NOTICE BY DIRECTOR. A director may waive any notice required by the Articles of Incorporation, Bylaws or the Nonstock Corporation Act (Va. Code Ann. § 13.1-801 *et seq.*) before or after the date and time stated in the notice, and such waiver shall be equivalent to the giving of such notice. The waiver shall be in writing, signed by the director entitled to the notice, and filed with the minutes or corporate records. A director's attendance at or participation in a meeting waives any required notice to them of the meeting unless the director at the beginning of the meeting, or promptly upon their arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

SECTION 8. NOTICE TO MEMBERS. Notice of the time, date and place, and in the case of special meetings, the purpose, of each meeting of the Board or any subcommittee or committee shall be published where it is reasonably calculated to be available to a majority of the Members, and shall be sent by first class mail or electronic transmission to any Member requesting such notice as set forth in Va. Code Ann. § 55.1-1816(B).

SECTION 9. OPEN MEETINGS. Pursuant to Va. Code Ann. § 55.1-1816(A), all meetings of the Board, including any subcommittee or committee meetings shall be open to all Members. The Board shall not use work sessions or other informal gatherings to circumvent the open meeting requirements required by law.

SECTION 10. EXECUTIVE SESSION. The Board or any subcommittee or other committee thereof may convene in executive session to consider personnel matters; consult with legal counsel; discuss and consider contracts, pending or probable litigation and matters involving violations of the Declaration or rules and regulations adopted pursuant thereto for which a Member, their family members, tenants, guests or other invitees are responsible; or discuss and consider the personal liability of Members to the Association, upon the affirmative vote in an open meeting to assemble

in executive session. The motion shall state specifically the purpose for the executive session. Reference to the motion and the stated purpose for the executive session shall be included in the meeting minutes. The Board shall restrict the consideration of matters during such portions of meetings to only those purposes specifically exempted and stated in the motion. The Board shall reconvene to the open meeting to vote if a vote on any matter considered in the executive session is required.

SECTION 11. COMMENT PERIOD. Subject to reasonable rules adopted by the Board, the Board shall provide a designated period of time during a meeting to allow Members an opportunity to comment on any matter relating to the Association. During a meeting at which the agenda is limited to specific topics or at a special meeting, the Board may limit the comments of Members to the topics listed on the meeting agenda.

SECTION 12. MINUTES. Pursuant to Va. Code Ann. § 55.1-1815(G), draft minutes of the Board meetings shall be open for inspection and copying (i) within sixty (60) days from the conclusion of the meeting to which such minutes appertain or (ii) when such minutes are distributed to Board members as part of an agenda package for the next meeting of the Board, whichever occurs first. This shall not apply to any minutes or records of executive sessions

SECTION 13. AGENDA MATERIALS. Pursuant to Va. Code Ann. § 55.1-1816(B), unless otherwise exempt as relating to an executive session, at least one copy of all agenda packets and materials furnished to the Board or subcommittee or other committee thereof for a meeting shall be made available for inspection at the Association office by the Members at the same time such documents are furnished to the Board or any subcommittee or committee thereof.

SECTION 14. ACTION TAKEN WITHOUT A MEETING. In the event of an emergency or unforeseen circumstances, the Board 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 consent of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the Board. Any action taken in this manner shall be recorded in the minutes of the next meeting of the Board.

ARTICLE VII POWERS AND DUTIES OF BOARD OF DIRECTORS

SECTION 1. POWERS AND DUTIES. The Board shall be responsible for the affairs of the Association and shall have all of the powers and duties necessary for the administration of the Association's affairs and, as provided by law, may do all acts and things as are not by the Governing Documents required to be done and exercised exclusively by the Members. In addition to the powers and duties imposed by the Governing Documents and by law, the Board shall be authorized, without limitation, to do the following:

- (a) Adopt an annual budget; fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment

period, including adequate Reserves; send written notice of each assessment to every Owner; establish the means and methods of collecting such assessments from the Owners; establish the due dates for any installment payments.

- (b) Adopt a collection policy for the enforcement of assessments; and enforce collection of assessments that are delinquent.
- (c) Determine any grace period for payment of assessments, fees, charges, or dues; establish a late fee and an interest rate to be charged on unpaid assessments fees charges or dues, which may be changed from time to time and accelerate unpaid assessments fees charges, or dues if any installment is delinquent.
- (d) Provide for the management, maintenance, improvement, care, operation, repair, renovation, replacement, and removal of the Common Areas, the improvements and facilities thereon, and other real estate or personal property for which the Association has responsibility or which the Board determines to be in the best interest of the Association to maintain.
- (e) Designate, hire, and dismiss contractors or personnel necessary for the management maintenance, operation, repair, replacement, and removal of the Common Areas, the improvements and facilities thereon, and other real estate or personal property for which the Association has responsibility; and, where appropriate, provide for the compensation of such contractors or personnel and for the purchase of equipment, supplies, and material to be used by such contractors or personnel in the performance of their duties.
- (f) Collect the assessments, fees, charges, and dues from the Owners; deposit the proceeds in Board-designated depositories, and use the proceeds to carry out the functions and administration of the Association.
- (g) Adopt, amend, and enforce rules and regulations as needed with respect to use of the Common Areas, and with respect to such other areas of responsibility assigned to the Association by the Declaration or by law, except where expressly reserved by the Declaration to the Members.
- (h) Open bank accounts in any federally insured bank or financial institution on behalf of the Association and designate the signatories thereon.
- (i) Cause an annual review or compilation of its books and records by the Finance Committee or a third party service provider hired by the Association; obtain an audit of its books and records by a Certified Public Accountant

when determined necessary by the Board.

- (j) **Make, or contract for the making of, repairs, replacements, additions, improvements, alterations, or removal of the Common Areas or other areas of Association responsibility in accordance with the Governing Documents.**
- (k) **Enforce by legal means the provisions of the Governing Documents, including without limitation, the Board may assess charges against any Member for any violation of the Governing Documents subject to the limitations provided in Va. Code Ann. § 55.1-1819.**
- (l) **Procure and maintain adequate liability and hazard insurance on property owned by the Association. The Association shall have fire and extended coverage insurance for not less than one hundred percent (100%) of replacement cost of insurable common property.**
- (m) **Obtain and maintain a blanket fidelity bond or employee dishonesty insurance policy, in accordance with Va. Code Ann. § 55-514.2, insuring the Association against losses resulting from theft or dishonesty committed by the officers, Directors or persons employed by the Association, or committed by the managing agent or employee of the managing agent. Such bond or insurance policy shall provide coverage in an amount equal to the lesser of \$1 million or the amount of the reserve balances of the Association plus one-fourth of the aggregate annual assessment income of the Association.**
- (n) **Obtain a comprehensive policy of public liability insurance covering all of the Association's property. Such insurance policy shall contain a "severability of interest" clause or endorsement which shall preclude the insurer from denying the claim of a lot owner because of negligent acts of the Association, or other unit owners. Coverage shall be for at least \$1 million per occurrence for personal injury and/or property damage.**
- (o) **Obtain directors' and officers' insurance to include coverage for any expenses and fees incurred by any of them in defending any suit or settling any claim, judgment, or cause of action to which any officer or Director shall have been made a party by reason of his services as an officer or a Director.**
- (p) **Pay the cost of all authorized services rendered to the Association and not billed to Owners or otherwise provided for.**
- (q) **Keep books in an accurate and organized manner with detailed accounts of the receipts and expenditures affecting the Association and the administration of the Common Areas and other areas of Association responsibility.**

- (r) Borrow money, mortgage, pledge, or deed in trust any or all of the Association's real or personal property, in compliance with the Declaration.
- (s) Grant permits, licenses, and easements under, through and over the Common Areas or other areas of Association responsibility for drainage, utilities, roads, access, and other purposes which are reasonably necessary to the ongoing development and operation of the Properties, or as deemed by the Board to be in the best interest of the Association.
- (t) Establish Standing Committees, committees and subcommittees as set forth in Article X herein.
- (u) Enter into shared use and/or maintenance agreements.
- (v) Comply with the reserve study requirements of Va. Code Ann. § 55.1-1826 as the same may be amended from time to time.
- (w) Delegate the number and location of parking spaces allocated for each Lot, and establish rules and regulations concerning parking and vehicles.

SECTION 2. PROVISIO. The Board shall not be liable for failure to obtain any coverages required by this Article VII or for any loss or damage resulting from such failure: (i) if the failure is due to the unavailability of such coverages from reputable insurance companies; (ii) if the coverages are only available at demonstrably unreasonable costs; or (iii) if the Association's insurance professionals advise that such coverages required here are not necessary.

ARTICLE VIII MANAGEMENT

SECTION 1. MANAGEMENT AGENT. The Association may employ or contract a professional management agent or agents duly licensed and registered as required under Virginia law ("Management Agent") at compensation to be established by the Board, to perform such duties and services, as the Board shall authorize.

SECTION 2. DUTIES; RESTRICTIONS. The Management Agent shall perform such duties and services as directed and authorized by the Board. The Board may delegate to the Management Agent all the powers granted to the Board by the Governing Documents, except those powers and duties set forth above in Article VII, Section 1, paragraphs (a), (b), (c), (g), (k), (r), (s), (t), (u), and (w).

ARTICLE IX OFFICERS

SECTION 1. ENUMERATION OF OFFICES. The officers of the Association shall be a

President, Vice President, Secretary, and Treasurer, and such other officers as the Board may from time to time create by resolution. The President and Vice President shall be directors. All other officers shall be Members. The offices of President and Secretary may not be held by the same person.

SECTION 2. ELECTION OF OFFICERS. The officers shall be elected annually by the Board of Directors at its organizational meeting which shall occur within ten (10) days of the annual meeting, and may occur immediately following the annual meeting.

SECTION 3. TERM. The officers of the Association shall hold office until their successors are elected, unless they shall sooner resign, or shall be removed, or otherwise disqualified to serve.

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. Special appointed officers may be Members or non-Members.

SECTION 5. RESIGNATION AND REMOVAL. The Board may remove any officer from office with or without cause. 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. An officer's resignation shall automatically be effected if the officer becomes ineligible to serve as a director.

SECTION 6. VACANCIES. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve the remainder of the term of the replaced officer.

SECTION 7. COMPENSATION. No officer shall receive compensation for any service they may render to the Association. However, any officer may be reimbursed for their actual expenses incurred in the performance of their duties upon approval of the Board.

SECTION 8. DUTIES. The officers of the Association shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as may from time to time be specifically conferred or imposed by the Board. The duties of the officers shall also include the following:

President. The President shall preside at all meetings of the Members and of the Board; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds, promissory notes, and other written instruments and shall have authority to sign all checks.

Vice President. The Vice President shall exercise the authority of the President in the President's absence, and shall exercise and discharge such other duties as may be required by the Board.

Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; shall cause to be served or delegate service of notice of meetings of the Board and of the Members; cause to be kept appropriate current records showing the Members of the Association together with their addresses, and shall perform such other duties as required by the Board or by the Nonstock Corporation Act.

Treasurer. The Treasurer shall be responsible for reviewing all financial statements prepared by the Association manager; shall coordinate with the manager the opening of all accounts; coordinate the annual preparation of tax returns; serve as Chair of the Finance and Budget Committee. The Treasurer shall oversee the keeping of proper books of account and shall provide such financial reports as requested by the President or the Board. The Treasurer shall oversee the preparation of annual statements of income and expenditures to be presented at the annual meeting of the Members.

ARTICLE X COMMITTEES

SECTION 1. GENERAL. The Board may appoint committees as deemed appropriate in carrying out its purpose. Each committee shall be composed of and shall operate in accordance with the terms of the resolution or charter of the Board establishing the committee, any rules adopted by the Board, and in compliance with Va. Code Ann. § 13.1-869. The Board shall appoint the Chair of each committee. To be eligible to be appointed, and to continue to serve, all committee members shall not have any financial obligation due the Association that is more than sixty (60) days in arrears and shall not have any violation of the Governing Documents that has not been remedied in the time permitted by the Association. Committee members may be removed from a committee in the sole discretion of the Board.

SECTION 2. STANDING COMMITTEES. The following Committees are hereby established.

(a) **Architectural Control Committee ("ACC").** The ACC shall have such responsibilities and powers as given in Article 5 of the Declaration. In addition, the ACC, or the Management Company acting on behalf of the ACC, will confirm that all contractors/tradesmen involved in construction within Longhill Gate community are duly licensed, bonded and insured in the Commonwealth of Virginia. Confirmation shall be performed independently by the ACC with Virginia State Boards and bonding and insurance agencies as appropriate. Confirmation will be provided in writing to the Board prior to commencement of any construction.

(b) **Nominating Committee.** The Nominating Committee shall be established as set forth in Article V, Section 1 of these Bylaws.

(c) **Finance and Budget Committee.** The Finance and Budget Committee shall assist the Treasurer in the execution of their duties; prepare an operating budget each year for approval of the Board; prepare a reserve statement each year for approval of the Board that includes the current amount of accumulated cash reserves set aside at the beginning of the fiscal year for which the budget is prepared and the amount of the expected contributions to and expenditures from the reserve fund for that year; prepare recommendations, subject to approval of the Board, regarding investment alternatives for Association funds; and prepare recommendations for borrowing funds.

SECTION 3. MEETINGS. Any committee or subcommittee meeting may be held entirely or partially by electronic means in accordance with a resolution duly adopted by the Board, and provided that the Board ensures that those who are participating in the meeting are authorized to do so and shall have the opportunity to participate.

SECTION 4. NOTICE. Notice of the time, date and place, and in the case of special meetings, the purpose, of each meeting of any committee or subcommittee shall be published where it is reasonably calculated to be available to a majority of the Members.

ARTICLE XI ASSESSMENTS

SECTION 1. ASSESSMENTS. Article 4 of the Declaration sets forth the Owners' responsibility for the payment of Assessments, and is hereby incorporated by reference.

SECTION 2. BUDGET. It shall be the duty of the Board to prepare a budget covering the estimated costs of operating the Association during each fiscal year, which shall include a contribution to the reserve fund as determined by the Board. The Board shall cause the budget and the assessments to be levied against each Lot for the following year to be delivered to each Member (i) at least thirty (30) days prior to the end of the current fiscal year, or (ii) at such time as a new budget is prepared and adopted by the Board.

SECTION 3. ASSESSMENT SURPLUS. In order to protect the right of the Association to allocate the surplus, if any, from one fiscal year to reduce the operating budget of the next fiscal year, as permitted by Federal tax regulations, each year the Board shall conduct a vote of the Members at the annual meeting of the Association to authorize such rollover. A majority of the Members voting, in person, by proxy, or by absentee ballot as permitted by the Board, shall be required to affirm the resolution, provided a quorum is present.

ARTICLE XII GENERAL PROVISIONS

SECTION 1. CAPTIONS. The captions of each Article and Section are inserted only for convenience and are in no way to be construed as defining, limiting, extending, or otherwise modifying or adding to the particular Article or Section to which they refer.

SECTION 2. GENDER AND GRAMMAR. The use of the inclusive gender shall include all persons, and the use of the singular shall be deemed to include the plural and vice versa whenever the context so requires.

SECTION 3. SEVERABILITY. Each provision of these Bylaws shall be interpreted in such manner as to be effective and valid, but if the application of any provision of these Bylaws to any person or property shall be prohibited or held invalid, such prohibition or invalidity shall not affect any other provision or application, and, to this end, the provisions of these Bylaws are declared to be severable.

SECTION 4. INTERPRETATION. When any conflict occurs among the Governing Documents, the Declaration shall control, then the Articles of Incorporation, then the Bylaws, except in those cases where the Governing Documents may be found to be in conflict with statute, the statute shall control.

SECTION 5. COMPLEMENTARITY OF GOVERNING DOCUMENTS; INCORPORATION BY REFERENCE. The Governing Documents shall be construed together and shall be deemed to incorporate one another. Any requirements as to the content of one shall be deemed satisfied if the deficiency can be cured by reference to any of the other. Any provision of any Governing Document referenced in any other Governing Document with the intent to incorporate the provisions of the Governing Document shall be deemed incorporated therein, as if set forth in full.

SECTION 6. COMPLIANCE. All Owners or persons occupying any Lot shall comply with the Governing Documents pertaining to the Properties. Owners shall be responsible for the conduct of their family members, guests, tenants, and their tenants' family members and guests.

SECTION 7. FISCAL YEAR. The fiscal year of the Association shall be determined by resolution of the Board. In the absence of such a resolution, the fiscal year shall be the calendar year.

SECTION 8. USE OF TECHNOLOGY. The Association shall have the right to avail itself of new technologies, to the extent permitted by law, now or in the future, for notice, payment, signature, voting, consents, approvals, or meetings required to be obtained under the Governing Documents or the Property Owners' Association as adopted by the Board in conformance with Va. Code Ann. § 55.1-1832.

ARTICLE XIII BOOKS AND RECORDS

The books and records of the Association shall at all times, during reasonable business hours, be subject to inspection in accordance with Va. Code Ann. § 55.1-1815 by any Member in good standing. "Good Standing" shall mean that the Member is not delinquent by more than sixty (60) days in any financial obligation due the Association, and the Member does not have any violation of the Governing Documents that has not been remedied in the time permitted by the Association.

ARTICLE XIV AMENDMENTS

SECTION 1. AMENDMENT BY MEMBERS. These Bylaws may be amended by the affirmative vote of a majority of the Members present, in person, by proxy, or by absentee ballot as permitted by the Board, at a regular or special meeting of the Members at which a quorum is present.

SECTION 2. AMENDMENT BY THE BOARD OF DIRECTORS. These Bylaws may be amended unilaterally at any time and from time to time by the Board, with notice to the Members, (a) if such amendment is necessary to bring any provision into compliance with any applicable governmental statute, rule, or regulation or judicial determination which shall be in conflict therewith; (b) if such amendment is required by an institutional or governmental lender or purchaser of mortgage loans, including, for example, the Federal National Mortgage Association or Federal Home Loan Mortgage Corporation, to enable such lender or purchaser to make or purchase mortgage loans within the Subdivision; or (c) if such amendment is necessary to enable any governmental agency or reputable private insurance company to insure mortgage loans on the Lots; provided, however, any such amendment shall not adversely affect the title to any Owner's Lot unless any such Owner shall consent thereto in writing.

SECTION 3. EFFECTIVE DATE OF AMENDMENT. Amendments to these Bylaws shall become effective on the date a copy of such amendment is sent to all Members of record, unless a later effective date is specified therein. Such notice may be sent by regular mail, electronic transmission, or hand delivery.

CERTIFICATION

I, the undersigned, do hereby certify that:

I am the duly elected and acting Secretary of Longhill Gate Homeowner's Association, Inc., a Virginia nonstock corporation, and the foregoing Amended and Restated Bylaws constitute the Bylaws of the Association, as duly adopted at a meeting of the Members at which a quorum of the Members was present.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 18th day of December, 2024 .

Mary Jo Rawson
MARY-JO RAWSON, Secretary