

SECTION VII  
AMENDMENTS  
TO THE  
BYLAWS  
OF  
HATHAWAY ASSOCIATION, INC.

C E R T I F I C A T E


We, the undersigned, the duly elected and qualified President and Assistant Secretary respectively of Hathaway Association, Inc., a Virginia corporation, do hereby certify as follows:

On November 11, 1991 a notice of the proposed Amendment #1 to the Articles of Amendments to the May 15, 1990 Amended By-Laws was mailed to each member entitled to vote.

Notice of the proposed Amendment #1 to the May 15, 1990 Amended By-Laws was given at the November 5, 1991 Annual Meeting of the Membership. As per notice, proxies were mailed to each member entitled to vote. On December 2, 1991 the attached Amendment was approved by the majority of the designated voters by proxy.

HATHAWAY ASSOCIATION, INC.

  
Edward E. Phillips, President

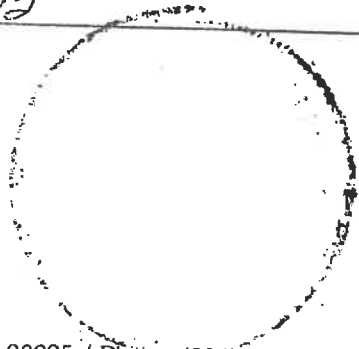
  
Bonnie C. Richards, Assistant Secretary

City of Richmond  
Commonwealth of Virginia

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of December, 1991, by Edward E. Phillips and Bonnie C. Richards, President and Assistant Secretary respectively of Hathaway Association, Inc. a Virginia corporation.

My commission expires MAY 17, 1992

  
Sandra L. Kyzio  
Notary Public



AMENDMENT #1 to

BY-LAWS  
of  
HATHAWAY ASSOCIATION, INC.

A Virginia Non-Stock Corporation

This Amendment #1 to the May 15, 1990 Amended By-Laws of the Hathaway Association, Inc., dated as of the 4th day of November, 1991, recites:

1. IDENTIFY. These are the By-Laws of Hathaway Association, Inc., called Association in these By-Laws, a Virginia non-stock corporation. The Association has been organized for the purpose of administering a condominium called Hathaway Tower located at 2956 Hathaway Road, Richmond, Virginia.

6. FISCAL MANAGEMENT

Section 6. par. .9 of the By-Laws will be added

"Two signatures are required on all checks and withdrawals."

The foregoing amendment #1 to the May 15, 1990 Amended By-Laws of Hathaway Association, Inc. was adopted on December 2, 1991 by the majority of the designated voters.



Assistant Secretary

APPROVED:



President

AMENDMENT #1 to

BY-LAWS  
of  
HATHAWAY ASSOCIATION, INC.

BOOK 288 PAGE 1193

A Virginia Non-Stock Corporation

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6. FISCAL MANAGEMENT

Section 6. par. .9 of the By-Laws will be added

"Two signatures are required on all checks and withdrawals."

VIRGINIA: IN THE CLERK'S OFFICE OF THE CIRCUIT COURT OF THE CITY OF RICHMOND.

This deed was presented, and, with the Certificate annexed, admitted to record on  
DEC 27 1991 at 10:58 o'clock A.M.

Clerk's Fee	12.00 + 1.00
Transfer Fee	_____
State Tax	_____
City Tax	_____
Grantor's Tax	_____
Total	13.00

Teste: *Mail: Hathaway Assoc.*

*Iva P. Purdy* Clerk

CS139047

97-26895

CERTIFICATE

We, the undersigned, the duly elected and qualified president and Assistant Secretary respectively of Hathaway Association, Inc., a Virginia corporation, do hereby certify as follows:

On October 10, 1997 a notice of the proposed Amendment #2 to the Articles of Amendments to the May 15, 1990 amended By-Laws was mailed to each member entitled to vote. As per notice, proxies were mailed to each member entitled to vote. On November 3, 1997 the attached Amendment #2 was approved by the majority of voters present in person or by proxy at the Annual Meeting of the Membership.

HATHAWAY ASSOCIATION, INC.

Raymond R. Beasley

Raymond R. Beasley, President

Mary K. O'Connell

Mary K. O'Connell, Assistant Secretary

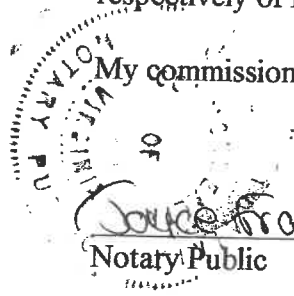
City of Richmond  
Commonwealth of Virginia

The Foregoing instrument was acknowledged before me this 28th day of November, 1997, by Raymond R. Beasley and Mary K. O'Connell, President and Assistant Secretary respectively of Hathaway Association, Inc. a Virginia corporation.

My commission expires 1-31-99

Joseph Fralbin  
Notary Public

My Hathaway Assoc 9:24



AMENDMENT #2 to

BY-LAWS  
of  
HATHAWAY ASSOCIATION, INC.

A Virginia Non-Stock Corporation

This Amendment #2 to the May 15, 1990 Amended By-Laws of the Hathaway Association, Inc., dated as of the 3<sup>rd</sup> day of November 1997, recites:

1. IDENTIFY. These are the By-Laws of Hathaway Association, Inc., called Association in the By-Laws, a Virginia non-stock corporation. The Association has been organized for the purpose of administering a condominium called Hathaway Tower located at 2956 Hathaway Road, Richmond, Virginia.

6. FISCAL MANAGEMENT

Section 6. Par. .3 Assessments 2<sup>nd</sup> and 3<sup>rd</sup> sentences will be changed to read

“Such assessments shall be due in advance in 12 equal monthly annual installments on the first day of each month of the year for which the assessments are made. If an annual assessment is not made as required, an assessment shall be presumed to have been made in the amount of the last prior assessment and monthly installments on such assessment shall be due upon each installment payment date, until changed by an amended assessment.

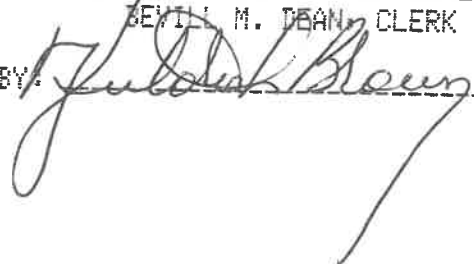
The forgoing amendment #2 to the May 15, 1990 Amended By-Laws of Hathaway Association, Inc. was adopted on November 3, 1997 by the majority of voters present in person or by proxy.

  
Assistant Secretary

APPROVED:

  
President

INSTRUMENT #970026895  
RECORDED IN THE CLERK'S OFFICE OF  
CITY OF RICHMOND ON  
DECEMBER 8, 1997 AT 09:24AM  
BEVILL M. DEAN, CLERK

BY:  (DC)

VIRGINIA: IN THE CLERK'S OFFICE OF THE CIRCUIT COURT OF THE CITY OF RICHMOND.

This deed was presented, and, with the Certificate annexed, admitted to record on

MAY 30 1990

at 11:21 o'clock A.M.

Clerk's Fee	15.00
Transfer Fee	
State Tax	1
City Tax	
Grantor's Tax	
Total	15.00

Teste:

Mail: Hathaway Assoc. Inc

Luca P. Purdy Clerk

CS 139047

AMENDMENT TO THE BYLAWS OF  
CONDOMINIUM OF HATHAWAY ASSOCIATION, INC.

THIS AMENDMENT to the Bylaws of Condominium of Hathaway Association, Inc. is made this 15<sup>th</sup> day of February, 2011 by HATHAWAY ASSOCIATION, INC. (hereafter "Association" and "Grantor" and "Grantee" for indexing purposes).

WITNESSETH:

WHEREAS, Hathaway Tower Corporation, a Virginia corporation, ("Declarant") created Hathaway Tower Condominium by its recordation of the Declaration of Condominium of Hathaway Tower A Condominium, dated February 1, 1972, in the Clerk's Office of the Circuit Court of the City of Richmond, Virginia (Division II) ("Clerk's Office") in Deed Book 424, Page 455, as amended ("Declaration");

WHEREAS, amended Bylaws of Hathaway Association, Inc., a Virginia Non-Stock Corporation, dated May 15, 1990, were recorded in the Clerk's Office on May 30, 1990, in Deed Book 237 at Page 248, et seq., as amended and/or supplemented ("Bylaws");

WHEREAS, pursuant to Section 55-79.71 (B) of the Virginia Condominium Act ("Act"), "condominium instruments shall be amended only by agreement of unit owners of units to which two-thirds of the votes in the unit owners' association appertain...."

WHEREAS, at a duly noticed meeting of the Unit Owners on Feb. 15<sup>th</sup>, 2011, the Unit Owners of Units to which two-thirds of the votes in the Association appertain, present in person or by proxy, agreed to and approved of the following Amendment to the Bylaws of Hathaway Association, Inc.;

NOW, THEREFORE, in accordance with Section 55-79.71 (B) of the Virginia Condominium Act, the Bylaws of Hathaway Association, Inc. is hereby amended as follows:

1. Paragraph 3.2 of the Bylaws shall be deleted and replaced with the following, so that the amended version of Paragraph 3.2 of the Bylaws shall, in its entirety, read as follows:

.2 *Elections, Removal, Vacancies of Directors.*

*Elections of directors shall be conducted in the following manner:*

(a) *Election of Directors shall be held at the annual meeting of the members.*

(b) *A Nominating Committee of five members, which shall include a chairperson, shall be appointed by the Board of Directors not less than sixty (60) days prior to the annual meeting of the members. 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.*

(c) *Members desiring nomination shall submit a written petition to the Chairperson of the Nominating Committee, along with a resume or biographical*



sketch, not later than forty-five (45) days prior to the annual meeting of the members. In order to be considered for nomination, any member submitting a written petition must also be interviewed by the Nominating Committee and must be in good standing with the Association. "Good standing," for purposes of this Paragraph 3.2, shall mean current in any and all assessments, fees, reimbursements and/or charges due to the Association.

(d) Not less than thirty (30) days prior to the annual meeting of the members, the Nominating Committee shall communicate, in writing, to those who have submitted their written requests and have been interviewed in accordance with this Paragraph 3.2 of the Bylaws, whether or not they have been nominated by the Nominating Committee. Those nominated by the Nominating Committee shall have their names designated as such on the election ballot.

(e) Any member who submitted a written request to be nominated and was interviewed by the Nominating Committee and is in good standing, but was not nominated by the Nominating Committee, shall also have their names included on the ballot unless they request in writing to withdraw their name from consideration as a candidate.

(f) Not less than twenty-one (21) days prior to the annual meeting of the members, the Nominating Committee shall cause a proxy ballot to be mailed to the members in accordance with these Bylaws. The names on the ballot shall be in alphabetical order by last name. Each proxy ballot shall indicate the date by which it must be returned in order to be considered. Ballots may be cast by members attending in person at the annual meeting.

(g) Nominations may also be made from the floor at the annual meeting of the members. However, for nominations from the floor to be valid and considered, the person nominated from the floor shall be in good standing and shall (i) have expressed his/her willingness to serve in writing to the Board prior to the annual meeting or (ii) be present in person at the annual meeting to express his/her willingness to serve on the Board and accept the nomination.

(h) Directors shall be elected for a term of three years.

(i) The election of directors shall be by written ballot or written proxy ballot. The candidates with the highest number of votes shall be elected. There shall be no cumulative voting. If there are not additional candidates other than those nominated by the Nominating committee, then, upon motion and approval of a majority of members present, in person or by proxy, the membership shall approve the slate of candidates provided by the Nominating Committee on the ballot, who shall be declared elected Directors.

(j) In the event of a tie vote between any two or more candidates for a remaining director position, all members present in person or by valid proxy at the annual meeting shall then vote again for one of those candidates in a run-off election

at the same annual meeting. The run-off candidate receiving the most votes in this instance will be elected.

(k) Any director may be removed at a special meeting of the members called for that purpose by concurrence of a majority of the votes of the entire membership either in person or by proxy at a meeting in which a quorum is present. The vacancy in the Board of Directors so created shall be filled by a vote of the membership at the same meeting.

(l) Except for vacancies created by removal of directors in accordance with sub-Paragraph (k), above, vacancies in the Board of Directors occurring for any other reason between annual meetings shall be filled by a majority vote of the remaining Directors, and shall serve until the next annual meeting of the members.

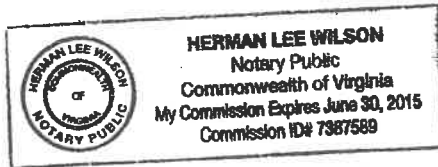
2. The effective date of the Amendment shall be the date of recordation.
3. Except as modified by this Amendment, all of the terms and provisions of the Bylaws are expressly ratified and confirmed and shall remain in full force and effect.
4. The Board of Directors of the Association shall implement a policy to enforce this provision that is not inconsistent with the Declaration, Articles of Incorporation and Bylaws.

IN WITNESS WHEREOF, the Board of Directors has caused this Amendment to the Bylaws to be executed and recorded on behalf of the Hathaway Association, Inc., pursuant to the required approval by the Unit Owners subject to the Declaration, Bylaws and the Act.

HATHAWAY ASSOCIATION, INC.  
A Virginia non-stock corporation

By: Mariann R. B. Dietz 3/15/11  
President

By: Elizabeth Wood  
Secretary



Commonwealth of Virginia )  
  )  
At Large                                )

known, subscribed and sworn to before me this 15 day of March, 2011.

(Certificate)

Herman Lee Wilson  
Notary Public