

BYLAWS

ABRAMS POINTE HOMEOWNERS ASSOCIATION, INC.

November 5, 2025

ARTICLE I

DEFINITIONS

SECTION 1. "Association" shall mean and refer to Abrams Pointe Homeowners Association, Inc., a non-stock Virginia corporation, its successors and assigns.

SECTION 2. "Common Areas" shall mean and refer to that certain real property designated as "Open Space" as set forth on a plat prepared by Cory M. Haynes, L.S., entitled "Final Plat Abrams Pointe Phase IA," dated August 6, 2009, and revised September 3, 2009, and recorded with the Deed of Subdivision, Dedication, Easement, and Declaration of Abrams Pointe Phase IA recorded November 16, 2009 in the office of the Clerk of the Circuit Court for Frederick County as Instrument No. 090012546, and including easements and improvements thereon, portions owned or leased by the Association for the use and enjoyment of the Owners, and such additions to Abrams Pointe, Phase 1, as may hereafter be brought within the jurisdiction of the Association.

SECTION 3. "Lot" shall mean and refer to any of the lots (Lots 50-121, inclusive), designated upon the plat reference hereinabove, which are a part of Abrams Pointe, Phase I, with the exception of the Common Areas.

SECTION 4: "Member" shall mean and refer to every person or entity who holds membership in the Association. All members must be a record owner of a fee or undivided fee interest in a Lot in the Abrams Pointe Subdivision.

SECTION 5: "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of a fee simple title to any Lot in the Abrams Pointe Subdivision Phase I, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

SECTION 6: The "Act" shall mean and refer to The Property Owners' Association Act, Code of Virginia §§ 55-508, et seq., and all amendments thereto.

SECTION 7: The "Nonstock Corporation Act" shall mean and refer to the Virginia Nonstock Corporation Act, Section 13.1-801, et seq., of the Code of Virginia (1950), and all amendments thereof.

SECTION 8. "Governing Documents" shall mean and refer to the Abrams Pointe Articles of Incorporation, the Deed of Subdivision, Dedication, Easement, and Declaration of Abrams Pointe Phase IA recorded November 16, 2009, and Corrected Deeds, Amendments and Supplementary Declarations thereto ("Deed of Dedication"), these Bylaws, and the Association's Rules and Regulations as adopted by the Board of Directors from time to time.

ARTICLE II

LOCATION

The principal office of the Association shall be located at the Residence of the President of the Association, or at such other office as is agreed to by the Directors.

ARTICLE III:

MEMBERSHIP

SECTION 1. The rights of membership are subject to the payment of annual and special assessments levied by the Association, the obligation of which assessments is imposed against each owner, and may become a lien upon the property against which such assessments are made as provided by ARTICLE V in the aforesaid Corrected Deed of Subdivision, Dedication, Easement, and Declaration for Abrams Pointe.

SECTION 2. Any member, whose interest in any of the Lots is subject to the assessment under the aforesaid Deed of Subdivision, Dedication, Easement, and Declaration for Abrams Pointe, is personally obligated to pay such assessment. Rights of membership in the Association may be suspended by action of the Directors during the period when the assessments remain unpaid, but upon payment of such assessments and interest at a rate in effect and as set forth below and in the Guidelines adopted by the Board, the member's rights and privileges shall be automatically restored.

SECTION 3. Each Member shall provide the Secretary of the Board of Directors their specified contact information within one week of taking possession of the qualifying Lot, or of any change in contact information previously provided, subject to reasonable extensions. Membership is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. Ownership of such a Lot shall be the sole qualification for membership.

SECTION 4. The use of the Common Areas is subject to the Rules duly adopted by the HOA Board and published via its official website (AbramsPointeHOA.org).

ARTICLE IV:

VOTING RIGHTS

Each Member of the Association shall have one vote for each Lot owned in which said Member shall hold the interest required for membership in Article III. When more than one person holds such interest in any Lot, all such persons shall be Members, however, the vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote per Lot be cast with respect any vote. No single vote will be fractionalized for the purpose of voting.

ARTICLE V:

BOARD OF DIRECTORS

SECTION 1. Directors shall be elected at the annual meeting of Members or at a special meeting called for that purpose as provided by law, by a plurality of the votes cast at such election. Directors shall serve until the date herein fixed for the next annual meeting of Members and until the election of their respective successors. Directors must be Members. There shall be three (3) to five (5) Directors. The Directors shall not be paid a Director's fee, but shall be reimbursed for their reasonable expenses. In lieu of conducting the election of directors at the Members' annual meeting, the election of directors may be conducted by mail and/or by electronic transmission (to the extent authorized under the Nonstock Corporation Act) at the option of the Board of Directors, and the Board of Directors is authorized to adopt and issue rules and regulations to implement a secure and auditable procedure for mail-in ballots and for ballots submitted by electronic transmission.

SECTION 2. The initial Board of Directors were:

- (a) J.P. Carr, President, 112 E. Piccadilly Street, Winchester, Virginia 22601
- (b) Fred L. Glaize, III, Treasurer, 112 E. Piccadilly Street, Winchester, Virginia 22601
- (c) Stephen L. Pettler, Jr., Secretary, 21 S. Loudoun Street, Winchester, Virginia 22601

Such Directors served until the first annual meeting of Members, as set forth in ARTICLE X, SECTION 1, *infra*. The current officers and directors are all Member Lot Owners.

SECTION 3. At each annual meeting, the Members shall elect 3-5 Directors. Each Director shall serve for a term of one (1) year. Directors may serve on the Board until not re-elected at an annual meeting (as approved at the November 5, 2025 Annual Meeting). The current Board of Directors are identified on the official HOA website: (AbramsPointeHOA.org) and are part of the filed record with the Virginia State Corporation Commission.

SECTION 4. In the event of death or resignation of a director prior to the expiration of the director's term, the resulting vacancy on the Board of Directors may be filled by a majority vote of the remaining directors then in office, with the director so appointed serving until the next Member's meeting at which directors are elected. A director shall be deemed to have resigned from the Board as of the date the director sells his Lot(s) and is therefore no longer a Member.

ARTICLE VI:

ELECTION OF DIRECTORS

SECTION 1. Candidates for election to the Board may volunteer to be considered for a director position, or may be nominated by a Member, in writing, to the incumbent Secretary, at least three days in advance of a scheduled election. Nominations may also be made by Members in person during the election meeting. Election to the Board of Directors shall be by vote taken at the annual meeting or such other meeting called for such purpose. At such meeting, the 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 Deed of Subdivision, Dedication, Easement, and Declaration for Abrams Pointe. The names receiving the largest number of votes shall be elected.

SECTION 2. It shall be the responsibility of the Secretary to tabulate and report the results of the election of Directors at the annual or other special meeting at which such elections are held. The Secretary shall ascertain that any member casting a vote by proxy is acting pursuant to a valid proxy. The Board of Directors shall not be required to disclose to anyone the vote of any member or his proxy.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

SECTION 1. The Board of Directors shall have the power:

- (a) To call special meetings of the Members whenever it deems necessary and it shall call a meeting at any time upon written request of one-fourth (1/4) of the voting Membership.
- (b) To appoint and remove at the pleasure all officers, agents and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these By-laws shall be construed to prohibit the employment of any Member, Officer, or Director of the Association in any capacity whatsoever.
- (c) To establish, levy and assess, and collect the assessments of charges referred to in ARTICLE III, SECTION 1, of these By-laws and in accordance with Article V of the Corrected Deed of Subdivision, Dedication, Easement, and Declaration for Abrams Pointe.
- (d) To adopt and publish rules and regulations governing the use of the Common

- Areas and the personal conduct of the Members and their guests thereon.
- (e) To exercise for the Association all powers, duties and authority vested in or delegated to this Association, except those reserved to the meeting or to Members in the Covenants.
 - (f) To employ a management company, an independent contractor, or such other employees as the Board deems necessary.
 - (g) In the event that any Member of the Board of Directors of this Association shall be absent three (3) consecutive regular meetings of the Board of Directors, the Board may, by action taken at the meeting during which said third absence occurs, declare the office of said absent Director be vacant.
 - (h) To utilize electronic communication technologies, such as emails, to the extent possible and practicable, in order to provide notices to Members as well as to disseminate any and all other information that would otherwise require a mailing, subject to applicable law and the Governing Documents. Any Member who does not have access to electronic communication technology will continue to receive communications via personal delivery or the U.S. Postal Service as provided for in the Governing Documents.

Meetings of the Board may be conducted remotely, for any reason, as determined by agreement of the Board, using current technology.

SECTION 2. It shall be the duty of the Board of Directors:

- (a) To cause to be kept a complete set of corporate records as required by Section 13.1-932 of the Nonstock Corporation Act, and to present to the Members at the annual meeting of the Members a summary of the Board's actions for the year and written statements of the Association's financial position and the results of its operations for the year.
- (b) To supervise all officers, agents, and employees of this Association, and to see that their duties are properly performed.
- (c) As more fully provided in the Deed of Subdivision:
 - (1) to fix the amount of the annual assessment or any special assessments for capital improvements against each Lot for each assessment period at least thirty days in advance of such date or period;
 - (2) to prepare a roster of the Lots and assessments applicable thereto which shall be kept in the Office of the Association and shall be open to inspection by any Member (except that other Members' phone numbers and email addresses shall not be open for inspection unless a Member has given prior authorization to the Board for the release of that Member's information); and
 - (3) to send written notice of each annual assessment to every Lot Owner subject thereto by U.S. Mail or electronically. Annual assessments shall be due and payable at no less than 30 days after the notice is mailed, unless otherwise determined by the Board and specified in the assessment notice.
- (d) To cause delinquency notices to be sent to the Lot Owner at thirty and sixty days delinquent, and a Final Notice before Legal Action to be sent at ninety

days delinquent. The Final Notice shall be sent via Certified First-Class mail, Return Receipt Requested, and shall be effective even if returned unclaimed. The ninety-day notice shall bear a collection fee of \$25.00, plus interest at 12% calculated from 30 days after the initial due date, plus all applicable postage fees and interest. When an annual assessment remains unpaid thirty days after the Final Notice, a lien may be placed against the lot to secure payment. The legal fees and court costs to secure such lien will result in additional assessments, which will be incorporated into the lien.

- (e) To retain a plat of the Common Areas and any special assessment applicable thereto which shall be kept in the Office of the Association and shall be open to inspection by any Member;
- (f) To issue, or to cause an appropriate officer to issue, upon demand by any person a certificate or statement setting forth whether any assessment has been paid. Such certificate shall be conclusive evidence of any assessment therein stated to have been paid; and
- (g) To comply with the provisions of the POAA, and in conjunction therewith, to prepare and make available to any Lot owner upon request an Association Disclosure Packet, with the fee therefore to be determined by the Board of Directors in its discretion and as allowed by State law.

ARTICLE VIII

DIRECTORS' MEETINGS

SECTION 1. A regular meeting of the Board of Directors shall be scheduled at least each calendar quarter of each year.

SECTION 2. Special meetings of the Board of Directors shall be held when called by any officer of the Association or by any two Directors after not less than three (3) days' notice to each Director, except that for special meetings to discuss an issue requiring immediate action by the Board, not less than twenty-four hours' notice must be given to each director. Such notice need not be in writing. Notice to Owners of special meetings of the Board of Directors shall be given contemporaneously with the notice provided to directors and in a manner reasonably calculated to be available to a majority of the Owners.

SECTION 3. The transaction of any business at any meeting of the Board of Directors, however called and noticed, or wherever held, shall be as valid as though made at a meeting duly-held after regular call and notice of a quorum is present, and if either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records and made a part of the minutes of the meeting. Attendance by a director at any meeting of the Board shall constitute a waiver of notice, unless the director attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called or convened and so notifies the presiding officer at or prior to the

convening of the meeting.

SECTION 4. The majority of the Board of Directors present shall constitute a quorum thereof.

SECTION 5. Directors may participate in a Board meeting by telephone conference, video conference or similar electronic means, as allowed by Section 55-510 .1 of the POAA. Directors may not vote by proxy.

SECTION 6. Meetings of the Board of Directors shall be open to observation by Members, except when the Board has convened into executive session as allowed by law. Members may address the Board at such time, or times, as may be designated for comments in the agenda for an open meeting, or when recognized by the chair.

SECTION 7. To the extent permitted by the Nonstock Corporation Act, the directors shall have the right to take any action in the absence of a meeting that they could take at a meeting by obtaining the unanimous written consent of all the directors for the action taken. Any action so approved shall have the same effect as though taken at a meeting of the directors.

SECTION 8. Nothing herein shall be interpreted to preclude the Board from delegating to certain directors, officers, or agents the authority to act on behalf of the Board on such matters that may arise between meetings of the Board, as the Board deems appropriate.

ARTICLE IX

OFFICERS

SECTION 1. The officers shall be a President, Vice President, Secretary, and Treasurer. All such officers shall be Members of the Board of Directors. All officers shall be elected for one-year terms and shall hold office until a successor is elected, unless the officer shall sooner resign, be removed, or otherwise disqualified to serve. The Board of Directors may remove any officer from office with or without cause at any time. 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 2. The officers shall be elected by a majority vote of the directors. All officers shall hold office at the pleasure of the Board of Directors.

SECTION 3. The President shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board of Directors are carried out, and sign all notes, leases, mortgages, deeds, and all other written instruments. The President and Treasurer, shall sign all checks issued by the Association.

SECTION 4. The Secretary of the Board of Directors shall record the votes, and keep the minutes of all proceedings in a book to be kept for that purpose. The Secretary shall keep the records of the Association. The Secretary shall record in a book kept for that purpose the names of all Members of the Association, together with their addresses as registered by such Members.

SECTION 5. 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, provided, however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The Treasurer and President shall sign all checks and notes of the Association.

SECTION 6. The Treasurer shall keep proper books of account and present an accounting of the Association books to the Members at the completion of each fiscal year. He/she shall prepare an annual budget and an annual balance sheet statement, and the budget and balance sheet statement shall be presented to the Membership at its regular annual meeting.

ARTICLE X

BOOKS AND PAPERS

SECTION 1. The books, records, and papers of the Association shall at a mutually convenient time and location, and upon five business days' written notice, be subject to the inspection of any Member for a proper purpose, subject to the requirements and limitations set forth in Section 55-510 of the POAA. Nothing in these Bylaws shall be deemed to grant a right of inspection and copying to books and records that may be withheld from inspection and copying as provided by law.

SECTION 2. Association books and records maintained in electronic form shall be treated as if maintained on paper in human-readable form, and shall be subject to the similar rights of inspection and copying in read-only format.

SECTION 3. Association books and records maintained in electronic form on the personal computers of directors and officers are, notwithstanding their location, corporate records. Such books and records shall be delivered, unaltered, to the President or Secretary of the Association in electronic form when the director or officer leaves office. In no event shall this provision be interpreted to require inspection or turnover of anything other than the official books and records of the Association.

ARTICLE XI

MEETINGS OF MEMBERS

SECTION 1. The annual meeting of the Members shall be at such time as may be fixed by the Board of Directors, but in no event later than twelve (12) months after the date of the previous annual meeting. Notice shall be given, at a minimum, at least thirty (30) days in advance of the meeting. In addition to the election of Directors, the Members shall conduct such other business prescribed by law.

SECTION 2. Special meetings of the Members for any purpose may be called at any time by the President or by any three or more Members of the Board of Directors or upon the written request of one quarter ($\frac{1}{4}$) of the Members eligible to vote.

SECTION 3. Notice of any meeting shall be given to the Members by the Secretary as provided by these By-Laws. Under emergency circumstances as determined by the Board, meetings may be conducted virtually via generally used media. However, if the business of any meeting shall involve an election governed by ARTICLE VI of these By-laws, the Articles of Incorporation, the Corrected Deed of Subdivision, or the POAA, notice of such meeting shall be given or sent as therein provided. The presence at the meeting of Members or of proxies entitled to cast votes or qualified proxies of more than twenty percent (20%) of all votes shall constitute a quorum. A majority of the votes cast by the Members present in person or by proxy at a meeting of Members duly called and at which a quorum is present shall be sufficient to take or authorize action upon any matter that may properly come before the meeting, except as otherwise required by Virginia law or the Deed of Dedication. If the required quorum is not forthcoming at any meeting, another meeting may be called, subject to the applicable notice requirement set forth in these By-laws, and the required quorum at any such subsequent meeting shall be one-half ($\frac{1}{2}$) of the required quorum at the preceding meeting. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

ARTICLE XII

PROXIES

SECTION 1. At all corporate meetings of Members, each Member may vote in person or by proxy.

SECTION 2. All proxies shall be in writing and filed with the Secretary. Proxies may be filed by electronic means, provided that the Owner's identity, signature, and voting eligibility can thereby be appropriately verified. No proxy shall extend beyond a period of eleven (11) months, and every proxy shall automatically cease upon sale by the Member of his home or other interest in a Lot.

ARTICLE XIII

AMENDMENTS

SECTION 1. These By-laws 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, provided that those provisions of these By-laws which are governed by the Articles of Incorporation of this Association may not be amended except as provided in the Articles of Incorporation or applicable law; and provided further that any matter stated herein to be or which is, in fact, governed by the Deed of Subdivision, Dedication, Easement, and Declaration for Abrams Pointe and the Act may not be amended except as provided in such Deed of Subdivision, Dedication, Easement and Declaration for Abrams Pointe and applicable law.

SECTION 2. In the case of any conflict between the Articles of Incorporation and these By-laws, the Articles shall control; and in the case of any conflict between the Deed of Subdivision, Dedication, Easement, and Declaration for Abrams Pointe and these By-laws, the Deed of Subdivision, Dedication, Easement, and Declaration for Abrams Pointe shall control; and in the case of any conflict between the provisions of the Act and these By-laws, the provisions of said Act shall control.

ARTICLE XIV

INDEMNIFICATION

SECTION 1. Each director and officer of the Association shall be indemnified by the Association against all uninsured expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, or any settlement thereof, by reason of his or her being or having been a director or officer of the Association, whether or not a director or officer at the time such expenses are incurred, except in such cases wherein that director or officer is adjudged guilty of bad faith, criminal conduct or other willful misfeasance in the performance of his or her duties; provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement as being in the best interests of the Association. Notwithstanding the above, before any Association funds are used or indemnification, all insurance proceeds must be obtained and applied toward such expenses and liabilities to the greatest extent possible.