

BY-LAWS OF THE BRIDGEFORTH MILL HOMEOWNERS ASSOCIATION, INC.

ARTICLE 1 NAME AND LOCATION

The name of the corporation is Bridgeforth Mill Homeowners Association, Inc. (the "Association"). The principal office of the Association shall be located at the residence of the Secretary of the Association or at such place as may be designated from time to time.

ARTICLE 2 PURPOSE

The Association is chartered with the State Corporation Commission of the Commonwealth of Virginia as a not-for-profit corporation and does not contemplate pecuniary gain or profit to its members. The specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the real personal property and intangibles within the subdivision and to promote the health, safety, and welfare of the residents of Bridgeforth Mill Subdivision.

ARTICLE 3 MEMBERS

Section 1: Members. Every Owner shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a Lot. When more than one person holds an interest in any property in the Development to which a vote is allocated, all such persons shall be members.

Section 2: Voting Rights. The Association shall have the following classes of votes. Votes cast by a member in default of any covenant, duty, or restriction created under the Declaration of Covenants, Conditions and Restrictions, The Bylaws, any rules or regulations duly adopted by the Association, it's Board of Directors, or the ACC standards will not be counted.

(a) **General Votes.** Except as provided in subparagraph (b) below, each Lot shall be entitled to cast one (1) vote for each Lot owned.

(b) **Special Lake Assessment Votes.** In any vote taken to approve holding a special meeting to approve a general lake assessment or any vote taken to approve a special lake assessment, the Association shall have two (2) classes of votes:

(i) **Class A.** Class A votes represent Lakefront Lots. Each lakefront lot is entitled to three (3) votes.

(ii) **Class B.** votes represent Interior Lots. Each interior lot is entitled to one (1) vote.

The Board of Directors shall determine whether the foregoing special voting rights apply to particular matters submitted to the Owners for approval.

BY-LAWS OF THE BRIDGEFORTH MILL HOMEOWNERS ASSOCIATION, INC.

Section 3: Assessments. Members shall pay to the association:

(1) Annual Assessment or charges, (2) special assessments, (3) Special Lake assessments, and (4) Remedial assessments. Annual assessments, special and special lake assessments shall be on a per lot basis. In the case of the special lake assessments, Lakefront Lots shall have an assessment unit of three (3); interior lots shall have an assessment unit of one (1). The assessment together with interest, late fees, costs of collection and reasonable attorney fees, shall be the personal obligation of the member and shall be paid in accordance with policy as established by the Board of Directors.

ARTICLE 4 MEETINGS

Section 1: Annual Meetings. This meeting shall be held in September at a time and place to be determined by the Board of Directors.

Section 2: Special Meetings. Special Meetings of the Members may be called at any time by the Chair Person(s) or the Board of Directors, or upon written request of Members who are entitled to cast one-fourth (1/4) of all the votes entitled to be cast by the Members.

Section 3: Notice of Meetings. Except as may be otherwise provided in these By-laws or in the Declaration, 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. A copy of the notice shall be mailed, postage prepaid: (a) if for a regular meeting, no less than ten (10) days and no more than thirty (30) days before such meeting, (b) if for a special meeting, no less than ten (10) days and no more than thirty (30) days before such meeting, and (c) if for a meeting to act on amendment to the Article of Incorporation, Declaration, a proposed purchase or sale other than in the Association's usual course of business, or dissolution of the Association, no less than twenty five (25) nor more than sixty (60) days before such meeting, to each Member entitled to vote thereat, addressed to the Member's address currently appearing on the books of the Association, or supplied in writing by such Members of the Association for the purpose of notice. This notice shall specify the place, day and hour of the meeting, and the purpose of the meeting.

Section 4: Quorum

(a) **General Quorum Requirements.** At every meeting of the Members, the presence at the beginning of the meeting, of Members entitled to cast twenty five percent (25%) of the votes entitled to be cast by all of the Members shall constitute a quorum for any action except as provided in subparagraph (b) below and as otherwise provided in the Virginia Nonstock Corporation Act, the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or be represented. A quorum must be present during voting.

(b) **Special Voting Requirements.** Voting may occur in proxy or person. Exhibit A hereto attached lists specific instances of special voting requirements for approval of specific actions as required by the Declaration, the Articles of Incorporation, or these Bylaws.

BY-LAWS OF THE BRIDGEFORTH MILL HOMEOWNERS ASSOCIATION, INC.

Section 5: Proxies.

At any meeting of the Association, Members may cast their votes in person or by proxy. All proxies shall be in writing in accordance with the approved form of proxy attached hereto as Exhibit B, and filed with the presiding official of the meeting at which the vote is to be cast. Every proxy shall be revocable and shall automatically terminate (1) upon conveyance by the Member of the property to which the vote pertains, or (2) if the Member giving the proxy personally attends the meeting to which the proxy pertains. Proxies are not counted towards the general quorum requirement.

ARTICLE 5 BOARD OF DIRECTORS

Section 1: Selection, Removal and Compensation

(a) **Number and Term.** The members shall elect five (5) directors to serve one year terms. Section 1 and Section 3 shall have 2 directors each. Section 2 shall have one director. In the event a section does not have a candidate for a seat on the board, a director will be elected from the community at large to fill the vacant seat for that section. All directors will be elected by all members present at this meeting regardless of section.

Directors' terms of office shall commence on the first day of the fiscal year succeeding the fiscal year in which they were elected. Directors may serve for an unlimited number of terms.

(b) **Election.** Election to the Board of Directors may be by secret written ballot. At such election the Members may cast, with 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.

(c) **Removal.** Any director may be removed from the Board of Directors, with or without cause, by more than fifty percent (50%) of the votes entitled to be cast by all of the Members, and the successor to the director so removed by the Members shall be selected by the Members at the time of such removal. Upon the death, resignation or removal of a director by the Board of Directors as permitted by Article 5, Section 3, Subsection a (viii), a successor shall be selected by the remaining members of the Board of Directors and shall serve for the unexpired term of his or her predecessor.

(d) **Compensation.** No director shall receive compensation for any service he or she may render to the Association unless such compensation is approved by 75% of the votes to be cast by eligible voters. However, any director may be reimbursed for his actual expenses reasonably incurred in the performance of his or her duties.

Section 2: Meeting of Directors

(a) **Regular Meetings.** Regular meetings of the Board of Directors may be held as the Board of Directors deems necessary, or as infrequently as quarterly, at such place and hour as may be fixed from time to time by resolution of the Board of Directors. No other notice shall be required. Should a meeting fall upon a legal holiday or weekend, then that meeting shall be held at the same time on the next day that is not a legal holiday or weekend.

BY-LAWS OF THE BRIDGEFORTH MILL HOMEOWNERS ASSOCIATION, INC.

(b) **Special Meetings.** Special Meeting of the Board of Directors shall be held when called by the Chairperson(s) of the Association, or by any two (2) directors, after at least three (3) business days' notice of the meeting is given to each director specifying the time and place of the meeting and the business to be transacted thereat. Notice of special meetings may be waived by submitting a signed waiver to the secretary or by attendance at the meeting.

(c) **Quorum.** A majority of the number of directors shall constitute a quorum for the transaction of the 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 of Directors.

(d) **Action taken without a meeting.** 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 written approval of all of the directors, or pursuant to other means of communication, as permitted by Virginia law. Any action so approved shall have the same effect as though taken at a meeting of the directors, and accordingly, minutes should be maintained.

Section 3: Powers and Duties

(a) **Powers.** In addition to all other powers granted in these Bylaws or in the Declaration, plus all powers conferred by law or inferred from obligation imposed by them, the Board of Directors shall have the power to:

(1) Subject to the provisions of Article 8 of these Bylaws, suspend a Member's voting rights and right to use any of the Common Area (except for the right to use roadways for ingress and egress to such Member's lot) 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 for a period not to exceed thirty (30) days for any single and non-recurring infraction of the ACC standards or other published rules and regulations or breach of or default under any of the covenants or provisions contained in the Declaration. If any such infraction, breach or default is continuous or recurring, then such rights may be suspended for a period commencing as of the hearing required under Section 3 of Article 8 of these Bylaws and ending not more than sixty (60) days after the date of such infraction, breach or default ceases or is remedied;

(ii) Commence to foreclose the liens imposed by the Declaration against a property within the Development for which assessments are not paid when due or bring an action at law against the Member personally obligated to pay the same or both. In addition, to the extent permitted by law, the Board may assess late charges and interest penalties as provided in Article IV, Section 7, of the Declaration on each assessment or installment thereof not paid within the grace period, if any, permitted for such late payment;

(iii) Exercise of the Association the right to maintain, improve or develop the Common Area as provided in the Declaration;

(iv) Exercise for the Association the right to dedicate or transfer Common Area to any public agency, authority or utility as provided in the Declaration;

BY-LAWS OF THE BRIDGEFORTH MILL HOMEOWNERS ASSOCIATION, INC.

- (v) Exercise for the Association the right to charge reasonable admission fees for the use of any facilities in the Common Area;
 - (vi) Promulgate the rules and regulations governing use of, and activity upon, the Common Area. All rules and regulations promulgated by the Board of Directors shall be published and distributed to each Member at his record address at least thirty (30) days prior to the effective date of such rules and regulations;
 - (vii) Exercise on behalf of the Association the right to annex real property to the provisions of the Declaration and jurisdiction of the Association as provided in the Declaration;
 - (viii) 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
 - (ix) Exercise for the Association all powers, duties, and authority (a) vested in or delegated to the Association and not reserved to the Members by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration, and (b) vested in or delegated to the Board of Directors by other provisions of these Bylaws, the Articles of Incorporation or the Declaration.
 - (x) The Board of Directors may in its sole discretion engage a management company to act as its agent, or may hire an employee or employees, in carrying out the collection and enforcement of assessments, and such other duties which are regular and prudent to delegate to a management agent. All agreements with a management company or agent shall be written, shall be for terms not exceeding two (2) years, shall be terminable by the Association with or without cause upon ninety (90) days notice and shall contain adequate provisions indemnifying the Association for any wrongful acts of the management agent.
- (b) Duties.** In addition to all other duties imposed by these Bylaws or the Declaration, it shall be the duty of the Board of Directors to:
- (i) Cause to be kept a record of its acts and corporate affairs;
 - (ii) Supervise all officers, agents, and employees of the Association, and to see that their duties are properly performed;
 - (iii) Cause the common areas and improvements within the common area easements to be maintained in accordance with the Declaration;
 - (iv) Fix the amount of the annual assessments, the special assessment, the special lake assessment, the remedial assessment and other assessments provided for in the Declaration to every Member subject thereto, and send written notice of each assessment provided for in the Declaration to every Member subject thereto at the Member's record address as required by the Declaration;
 - (v) Provide for the preparation of the disclosure information required by the VA Property Associations Act;

BY-LAWS OF THE BRIDGEFORTH MILL HOMEOWNERS ASSOCIATION, INC.

- (vi) Procure and maintain liability and hazard insurance on property owned or leased by the Association and such other additional coverage's as required by the Declaration;
- (vii) File and adjust all claims arising under such insurance;
- (viii) Cause all officers, employees or agents having fiscal responsibilities to be bonded, if fidelity bonds are reasonably available, the cost of which bonds shall be common expenses of the Association;
- (ix) Appoint members of the ACC, appoint the Chairperson of the Water Wheel Drive Committee, appoint the Chairperson of the Section III Roads Committee all as provided in the Declaration and also appoint a Nominating Committee, as provided in these Bylaws. The Board of Directors may appoint other committees as it deems appropriate in carrying out its duties; and
- (x) Enforce the decisions and regulations of the ACC by any lawful means.

ARTICLE 6 OFFICERS AND THEIR DUTIES

Section 1: Enumeration of Officers. The officers of the Association shall be a Chairperson(s) who shall at all times be a member of the Board of Directors, a Secretary and a Treasurer and such other officers as the Board may from time to time by resolution create.

Section 2: Election Officers. An organizational meeting shall be held within thirty (30) days after the annual meeting of the Members. The Election of the officers shall take place at the organizational meeting. The officers of the association shall be elected annually by the Board of Directors and each shall hold office for one year or, if later, until their respective successors are elected, unless any shall sooner resign, or shall be removed, or otherwise disqualified to serve. Officers may be re-elected for an unlimited number of terms.

Section 3: Special Appointments. The Board of Directors may elect such other officers as the affairs of the Association may require. Each such officer shall hold office for such period, have such authority and perform such duties as the Board of Directors may, from time to time, determine.

Section 4: Resignation and Removal. The Board of Directors may remove any officer from office with or without cause. Any officer may resign at any time by giving written notice to the Board of Directors, the Chairperson(s), or the Secretary. Such resignation shall take effect on the date of receipt of such notice or, if later, such time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5: Vacancies. A vacancy in any office may be filled by appointment by the Board of Directors. The officers appointed to such vacancy should serve for the remainder of the term of the officer he or she replaces.

Section 6: Multiple Offices. The same person shall be permitted to simultaneously hold more than one of any of the offices described in Sections 1 and 3 of this Article, unless prohibited by the Virginia Nonstock Corporation Act.

BY-LAWS OF THE BRIDGEFORTH MILL HOMEOWNERS ASSOCIATION, INC.

Section 7: Duties. The duties of the officers are as follows:

(a) **Chairperson(s).** The Chairperson(s) shall: (i) preside at all meetings of the Board of Directors, (ii) see that orders and resolutions of the Board of Directors are carried out; (iii) sign all leases, mortgages, deeds, and other written instruments on behalf of the Association; and (iv) and sign on behalf of the Association all promissory notes. The Chairperson(s) shall obtain the co-signature of the Treasurer for liabilities in excess of an amount to be established by the Board of Directors from time to time.

(b) **Secretary.** The Secretary shall: (i) record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and the Members, (ii) keep the corporate seal of the Association (iii) serve notice of meetings of the Board of Directors and Members (iv) keep appropriate current records showing Members together with their addresses, and (v) perform such other duties as required by the Board of Directors.

(c) **Treasurer.** The Treasurer shall be required to (i) receive and deposit in appropriate bank account all monies of the Association, (ii) disburse funds of the Association as directed by resolution of the Board of Directors; (iii) sign all checks of the Association and obtain co-signatures on expenditures on an amount to be established by the Board of Directors, (iv) keep proper books of account; (v) if required by the Board of Directors, cause an annual audit of the Association books to be made by a certified public accountant at the completion of the each fiscal year and (vi) prepare a statement of income and expenditures to be presented to the Members at their regular annual meeting, and deliver a copy of such statements to Members.

Section 8 Nominating Committee. The committee shall consist of one member of each section to be selected by the Board of Directors. The committee shall produce a "Willingness to Serve" form to be mailed in a spring newsletter. It should note that anyone interested in serving should return it to the committee within 30 days. The committee will then compile a biography sheet to be included in a summer newsletter. It should disclose information provided by all interested members willing to serve as a Director. The purpose of this process is to allow anyone interested in serving to let it be known, and to allow voting members to go into the September meeting with some knowledge of potential Directors. This is not intended to eliminate the nomination process, but to enhance it. All nominations will be made from the floor at the annual meeting.

ARTICLE 7

LIABILITY AND IDEMMIFICATION OF OFFICERS AND DIRECTORS

Section 1: Liability and Indemnification of Officers and Directors. The Association shall indemnify every officer, director, and committee member of the Association against any and all expenses, including, without limitation, attorney's fees, reasonably incurred by or imposed upon any officer, director or committee member in connection with any action, suit or other proceeding (including settlement of any suit or proceeding if approved by the Board of Directors) to which the officer, director, or committee member of the Association regardless of whether he is an officer, director, or committee member at the time such expenses are incurred. The officers, directors, and committee members of the Association shall not be liable to the Members for any mistake of judgment, negligence, or otherwise. The officers, directors and committee members of the Association shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Association (except

BY-LAWS OF THE BRIDGEFORTH MILL HOMEOWNERS ASSOCIATION, INC.

to the extent that such officers, directors, or committee members are liable as Members) and the Association shall indemnify and forever hold each officer, director or committee member free and harmless against any and all liability to others on account of any such contract and commitment. Any right to indemnify provided for herein shall not be exclusive of any other rights to which any committee member of the Association, may be entitled.

Section 2: Common or Interested Directors.

(a) The Board of Directors shall exercise its powers and fulfill its duties in good faith and with a view to the best interests of the Association. A contract of other transactions between the Association and one or more of its directors, or between the Association and any corporation, firm or Association in which one or more of the directors of the Association are directors or officers or are pecuniary or otherwise interested, shall not be void or voidable because such director or directors are present or vote at the meeting of the Board of Directors or any committee thereof which authorizes or approves the contract or transaction, provided that the conditions specified in at least one of the following subsections exist:

(i) The fact of the common directorate or interest is disclosed or known to the Board of Directors or noted in the minutes and a majority of the non-interested members of the Board of Directors authorizes, approves, or ratifies such contract or transaction in good faith by a vote sufficient for that purpose; or

(ii) The fact the common directorate or interest is disclosed or known to the Members, or a majority thereof, and a majority of the Members, without including the vote of any interested director, approves or ratifies the contract or transaction in good faith by a vote sufficient for the purpose; or

(iii) The cost of any service or goods contracted for is competitive with the cost of like services or goods provided by other reputable companies offering such services or goods in the Amelia County, VA area; or

(iv) The contract or transaction is commercially fair and reasonable for the Association at the time it is authorized, ratified, approved or executed.

(b) A common or interested director may be counted in determining the presence of a quorum of any meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies any contract or transaction between the Association and the common or interested director may vote thereat to authorize any contract or transaction subject to this Section.

Section 3 Exculpation of the Association. The Association shall not be liable for injury or damage to any person or property caused by the elements, any Member, or any other person, or resulting from electricity or water, snow or ice upon or which may flow from any portion of any Common Area or from any pipe, drain, conduit, appliance or equipment. The Association shall not be liable to any member for loss or damage, by theft or otherwise, of articles from any part of the Common Area. No diminution or abatement of any assessment shall be claimed or allowed for inconvenience or discomfort arising from the making of repairs or improvements to any Common Area or from any actions taken by the association to comply with any law, ordinance or with the order or directive of any municipal or other governmental authority.

BY-LAWS OF THE BRIDGEFORTH MILL HOMEOWNERS ASSOCIATION, INC.

ARTICLE 8 ENFORCEMENT

Section 1 Sanctions. The Board of Directors shall have the power to impose the sanctions and remedies made available to the Association or the Board of Directors by the Declaration, these Bylaws, the Act or other laws, upon the violation by a Member of any duty created under the Declaration, these Bylaws, any rules or regulations duly adopted by the Association or Board of Directors or the ACC standards.

Section 2 Notice. Prior to the imposition of any sanction described in Section 1 of this Article, the Board of Directors or its delegate shall serve the alleged violator with written notice of the alleged violation and the Member's right to a hearing, as required by the Declaration.

Section 3 Hearing. The hearing shall be held before the Board of Directors, or a tribunal appointed by the Board of Directors, affording the Member a reasonable opportunity to be heard. Prior to the effectiveness of any sanction imposed hereunder, proof of proper notice shall be placed in the minutes of the meeting. Such proof shall be deemed adequate if a copy of the notice, together with a statement of the date and manner of delivery, is entered by the officer, director or agent who delivered such notice. The minutes of the meeting shall contain a written statement of the results of the hearing and the sanction, if any, imposed. The Board of Directors, may, but shall not be obligated to, suspend any proposed sanction if the violation is cured prior to the date of the hearing. Such suspension shall not constitute a waiver of the right to impose sanctions as a result of future violations by any party of the same other provisions and rules.

Section 4 Exceptions to Notice and Hearing Requirements. The provisions of Sections 2 and 3 of this Article shall not apply to the following sanctions:

- (a) the imposition of late payment fees, fines and interest on delinquent assessments,
- (b) the filing of liens for delinquent assessments;
- (c) actions or suits brought to enforce or foreclose liens for assessments;
- (d) the acceleration of the balance of any assessment in connection with the nonpayment of the assessment; and
- (e) unless otherwise required by the Declaration, the enforcement of any provision of the Declaration, these Bylaws, the ACC Standards, or the rules and regulations of the Association, by self help (including without limitation, the towing of vehicles parked in violation of the Declaration, the ACC standards, or the rules and regulations).

Section 5 Application of Sanctions. Unless expressly limited by the Board of Directors, the sanctions described in this Article shall apply to the violating Member, his family, guests, tenants and other invitees.

Section 6 Additional Enforcement Rights. The Association shall have the right to enforce, by a proceeding at law or in equity, all restrictions, conditions, covenants, reservations, liens and charges now or hereafter imposed by the provisions of the Declaration. In any such action, the member or occupant responsible for the violation of which abatement is sought shall pay all costs, including reasonable attorney's fees and costs and administrative fees and costs actually incurred.

BY-LAWS OF THE BRIDGEFORTH MILL HOMEOWNERS ASSOCIATION, INC.

Section 7 Non-waiver. Failure by the Board of Directors to enforce any covenant or restriction contained in the Declarations, ACC standards or other rules and regulations adopted by the Association shall not be construed or deemed a waiver of the right to do so thereafter.

ARTICLE 9 BOOKS AND RECORDS

The books, records, and papers of the Association shall at all times during reasonable business hours be subject to inspection by any Member at the principal office of the Association. Additionally, the Declaration, the Articles of Incorporation and these Bylaws shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE 10 CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: "Bridgeforth Mill Homeowners Association, Inc." (or an abbreviation thereof).

ARTICLE 11 AMENDMENTS AND CONFLICTS

Section 1: Amendment by Members. These Bylaws may be amended, at a regular or special meeting of the Members, by a vote of more than two thirds (2/3) of the votes entitled to be cast.

Section 2: Conflicts. 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 12 FISCAL YEAR

The Fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year.

BY-LAWS OF THE BRIDGEFORTH MILL HOMEOWNERS ASSOCIATION, INC.

ARTICLE 13
INTERPRETATION

These Bylaws, adopted by the Association on September 21, 1999, shall be governed and construed in accordance with the laws of the Commonwealth of Virginia.

IN WITNESS WHEREOF, we, the Directors of the Bridgeforth Mill Homeowners Association, Inc., have hereunto set our hands this 21 day of September, 1999.

Kenny Wahner President

Jacqueline E Seyfried - Secretary

William F. Johnson TREASURER

Barry L. Payton

Chpton L. Newcomb

BY-LAWS OF THE BRIDGEFORTH MILL HOMEOWNERS ASSOCIATION, INC.

Exhibit A Special Voting Requirements

This exhibit is provided to serve as a quick reference as to special voting requirements for the Bylaws, Articles of Incorporation, and Covenants & Restrictions. Reference should be made to the appropriate document for more specific details and / or stipulations as to the matter at issue.

General Quorum Requirements for any meeting of members:

(Bylaws, Article 4, Section 4 a) 25% of the votes entitled to be cast (17)

Special Voting Requirements:

(Bylaws, Article 4, Section 4 b)

Amendment of Articles of Incorporation:

(Articles of Inc., Item H) approval of two thirds (2/3) of all votes entitled to be cast. (45)

Right to dedicate or transfer the common area:

(Covenants & Restrictions, Article II, Section 1C) approval of more than two thirds (2/3) of the votes entitled to be cast. (45)

To disapprove annual budget/assessment approval by Board of Directors:

(Covenants & Restrictions, Article IV, Section 2 b iii) two thirds (2/3) of the votes entitled to be cast. (45)

To rescind Special Assessments in excess of 20% of annual assessment:

(Covenants & Restrictions, Article IV, Section 3, b) approval by (2/3) of the votes entitled to be cast. (45)

Waiver of use restrictions:

(Covenants & Restrictions, Article VII, Section 2) approval by 2/3 of the votes entitled to be cast. (45)

Duration & Amendment of Covenants & Restrictions:

(Covenants & Restrictions, Article XI, Section 2, a) approval by 75% of the votes entitled to be cast. (51)

Annexation of Additional Property:

(Covenants & Restrictions, Article XI, Section 3B) Approval of the majority of the votes entitled to be cast. (34)

BY-LAWS OF THE BRIDGEFORTH MILL HOMEOWNERS ASSOCIATION, INC.

Exhibit A (continued)
Special Voting Requirements

Compensation of Directors:

(Bylaws, Article 5, Section 1 D) Approval by 75% of the votes to be cast. (51)

Removal of Director by Members:

(Bylaws, Article 5, Section 1 C) Approval by 50% of the votes to be cast (34)

Amendment of Bylaws by Members:

(Bylaws, Article 11) Approval by more than 2/3 of the votes entitled to be cast. (45)

For Board of Directors to Act:

(Article 5, Section 2, c) Quorum is a majority of the number of directors. (3)

BY-LAWS OF THE BRIDGEFORTH MILL HOMEOWNERS ASSOCIATION, INC.

**Exhibit B
Proxy**

As owner of _____ (Address) _____ (Lot _____ Section _____),

and member of the Bridgeforth Mill Homeowners Association, Inc., I do hereby authorize
and appoint _____ as my proxy, to represent me
(Name of proxy)
and vote on my behalf with full power of substitution and with all powers I would possess if
personally present to attend the meeting of the members of the Bridgeforth Mill
Homeowners Association, Inc. to be held on _____
Month/day/year)

In the event a quorum shall fail to attend, I authorize _____
(Name of proxy)
to cast my vote(s) at such time and place as the adjourned meeting shall be resumed.

WITNESS the following signatures this _____ day of _____.

Signature of owner _____

Signature of owner _____

WITNESS:

(Address)

Note: All owners of a lot must sign this Proxy if a party who does not own the lot acts as a proxy hereunder; i.e., both spouses must sign this Proxy if they jointly own the lot and third party acts as proxy hereunder. This Proxy cannot be revoked except (1) by actual written notice from the above Owner to the person presiding over the above described meeting; (2) upon conveyance by the Owner of the property to which the vote pertains; or (3) if the Owner giving the Proxy personally attends the meeting to which the Proxy pertains. This Proxy shall be void if not properly dated and executed and signed by a witness setting forth the name and address of such witness. This Proxy shall terminate upon adjournment of the above described meeting.