



**AMENDED AND RESTATED
BY-LAWS**

SUNRISE BAY PROPERTY OWNERS' ASSOCIATION, INC.

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ARTICLE I: GENERAL

Section 1. Name and Location. The name of the corporation is Sunrise Bay Property Owners Association, Inc., a Virginia non-stock, non-profit Corporation, hereinafter referred to as the Association. The principal address of the corporation shall be P.O. Box 116, Mineral, VA 23117, until further notice, but meetings of the Members and Directors may be held at such place as may be designated by the Board of Directors within the Commonwealth of Virginia as convenient to the Properties as possible and practical or via virtual means (telephonic, electronic, or web-based).

Section 2. Electronic Means and Use of Technology. The Association, Members, and those entitled to occupy a lot may perform any obligation or exercise any right under the Association's Declaration or these By-Laws or any provision of the Virginia Property Owners Association Act ("Act") by use of electronic means and technology in accordance with Section 55.1-1832 of the Act.

ARTICLE II: MEETINGS AND VOTING

Section 1. Annual Meetings. The annual meeting of the Members shall be held at an appropriate time on a day chosen by the Board during the month of May or June each year.

Section 2. Special Meetings. The President may call special meetings of the Members. In addition, it shall be the duty of the President to call a special meeting of the Association if so directed by a resolution of the Board of Directors or upon a petition signed by Members representing at least one-fourth (1/4) of all of the votes of the membership.

Section 3. Notice of Meetings. Written notice of each meeting of the Members, including annual meetings, shall be given by, or at the direction of, the Secretary or other person authorized to call the meeting, by emailing and/or mailing a copy of such notice at least ten (10) but not more than forty (40) days before such meeting to each Member entitled to vote thereat, addressed to the Member's email and/or mailing address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day, and hour of the meeting, and, in the case of special meeting, the purpose of the meeting. No business shall be transacted at a special meeting except as stated in the notice for such special meeting. The notice shall be deemed to be delivered when deposited in the United States mail with postage thereon prepaid or sent by email to the Member at their address as it appears on the records of the Association.

Section 4. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, ten percent (10%) of the votes shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, as may be amended; the Declaration of Conditions, Restrictive Covenants and Easements of Sunrise Bay, as may be amended; or the Declaration for such other adjacent development as may be brought under the jurisdiction of the Association; or these By-Laws, as amended.

If, however, such quorum shall not be present or represented at any meeting, another meeting may be called subject to the same notice requirement as set forth in Article II, Section 3 hereinabove, and the required quorum at the subsequent meeting shall be one-half of the required quorum at the preceding meeting. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

Section 5. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable by a writing delivered to the Association by the Member expressly revoking the proxy or by attendance of the Member at a meeting for which the proxy was to be used. Proxies shall automatically cease upon conveyance by the Member of their lot. To be valid, a proxy must be in writing, dated, and signed by the Member entitled to vote and filed with the officer designated by the Board or, if none designated, to the Secretary prior to the opening of the meeting for which the proxy is to be used.

Section 6. Ballots by Mail. When required by the Board of Directors, there shall be sent with notices of regular meetings or special meetings of the Association, statements of certain motions to be introduced for vote of the Members and a ballot on which each Member may vote for or against the motion. Each ballot which is presented at such meeting shall be counted and calculated in the quorum requirements set forth in Article II, Section 4 hereinabove; provided, however, such ballot cannot be used as a proxy or to vote upon motions not appearing on the ballot. The Board of Directors shall, in its sole discretion, determine the motions that can be voted upon by mail ballots as described herein.

If authorized by the Board of Directors, any requirement that any vote of the Members be made by written ballot may be satisfied by a ballot submitted by electronic transmission; provided, the electronic transmission shall either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the Member or the Member's proxy.

ARTICLE III: BOARD OF DIRECTORS, SELECTION, AND TERM OF OFFICE

Section 1. Number. The affairs of the Association shall be managed by a Board of five (5) Directors.

Section 2. Term of Office. The term of office shall be as follows when possible: At the first annual meeting, the Members were elected to staggered terms in the manner of: one Director was elected for a term of one (1) year, two Directors for a term of two (2) years and two Directors for a term of three (3) years. At each annual meeting, the Members shall elect Directors, for Directors whose term has expired, for a term of three (3) years, so as to continue with staggered terms of Directors. In accordance with Section 3 below, in the event a Director was appointed to the Board to fill a vacancy and the remaining term of the predecessor Director would not have ended at the annual meeting, then the Director elected at the annual meeting with the least number of votes will fill the vacancy for a term consistent with the remainder of the unexpired term of the preceding Director who left the Board.

Section 3. Removal and Vacancies. Any Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. Any Director whose removal is sought shall be given notice prior to any meeting called for that purpose. Upon removal of a Director, a successor shall be elected by the Members entitled to elect the Director so removed to fill the vacancy for the remainder of the term of the removed Director. In the event of death, disability or resignation of a Director, the Board may declare a vacancy and their successor shall be selected by the remaining Members of the Board and shall serve until the next Members' meeting at which Directors are elected by the membership in accordance with Section 13.1-857(E) of the Act at which time a Director will be elected to serve for the unexpired term of their predecessor.

Section 4. 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.

Section 5. Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting, which they could take at a meeting, by obtaining written unanimous approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors and the consents shall be filed with the minutes of the Association.

ARTICLE IV: NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nominations for election to the Board of Directors shall be made from the floor at any regular or special meeting of the Members where Directors are being elected. The Board of Directors may choose to use a Nominating Committee. If used, the Nominating Committee shall consist of a Chairman, who shall be a Member of the Board of Directors, and two or more Members of the Association. If used, the Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the Members, to serve until the close of the next annual meeting. Any 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. Such nominations may be made from among Members.

Section 2. Election. Election to the Board of Directors shall be by ballot. At such election, the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise. The persons receiving the largest or highest number of votes shall be elected.

Cumulative voting is not permitted. For example, if a Member owns two lots, that Member may cast no more than two votes per vacancy.

ARTICLE V: MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held quarterly at such place and hour as may be fixed from time to time by resolution of the Board. Notice of the time, date, and place of each meeting of the Board of Directors, or any committee thereof, shall be published where it is reasonably calculated to be available and seen by a majority of the lot owners.

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

Section 3. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VI: POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have the power to:

(a) Adopt and publish rules and regulations governing the use of the Common Areas and facilities within Sunrise Bay or otherwise brought under the jurisdiction of the Association,

hereinafter "common areas," and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof, provided, however, that the Members of the Association may, by a majority of the Members present in person or by proxy, at a meeting convened in accordance with the provisions of these By-Laws and called for that purpose, repeal or amend any rule or regulation adopted by the Board of Directors;

(b) Suspend the voting rights and the right to use the recreational facilities of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association; such rights may also be suspended after notice and hearing for a reasonable period for infraction of published rules and regulations;

(c) Exercise for the Association all powers, duties, and authority, vested in or delegated to this Association and not reserved to the Membership by other provisions of the Articles of Incorporation or these By-Laws;

(d) Declare the office of a Member of the Board of Directors to be vacant in the event such Member shall be absent from three (3) consecutive regular meetings of the Board of Directors;

(e) Employ a manager, an independent contractor, or such other employees they deem necessary, to assist in their duties;

(f) To seek injunctive relief from the Circuit Court of the County of Spotsylvania against any Member for any violation of the Declaration of Conditions, Restrictive Covenants and Easements of Sunrise Bay, or such other adjacent development as may be brought under the jurisdiction of the Association, or these By-Laws, or any rules or regulations adopted pursuant thereto, for which the Member or their family Members, tenants, guests, or other invitees are responsible. The Board of Directors may ask the court for the costs associated with their action to enforce this subsection; and

(g) To levy special assessments as provided in Article X of these By-Laws.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is required in writing by one-fourth (1/4) of the Members who are entitled to vote;

(b) Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) As more fully provided:

(1) fix the amount of the annual assessment against each lot at least thirty (30) days in advance of each annual assessment period;

(2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

(3) perfect and foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same; and

;

(d) Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment for any lot has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been

paid, such certificate shall be conclusive evidence of such payment;

(e) Procure and maintain adequate errors and omissions insurance for Directors and officers and liability and hazard insurance on property owned by the Association, provided, however, that the Board finds such insurance to be practicably obtainable, from a budgetary standpoint;

(f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may be deemed appropriate by the Board of Directors;

(g) Cause the Common Areas and Common Properties to be maintained;

(h) Cause all rules and regulations adopted to be reasonably published or distributed throughout the development; and

(i) To provide the Seller of any lot with the disclosure packet required by Section 55.1-1808, et seq. of the Code of Virginia, 1950, as amended, in accordance with said laws.

ARTICLE VII: OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The offices of this Association shall be President and Vice-President, a Secretary, and a Treasurer, and such other offices as the Board may from time to time by resolution create, who shall at all times be Members of the Board of Directors

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 3. Term. The officers of the Association shall be elected annually by the Board and each shall hold office for one (1) year unless they shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointment. 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, designate.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

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

Section 7. Multiple Offices. Any two or more offices may be held by the same person, including special offices created pursuant to Section 4 of this Article VII, except that the person holding the office of President may hold no other office.

Section 8. Duties. The duties of the officers are as follows:

President

The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds, and other

written instruments; and shall co-sign all checks for amounts in excess of one thousand dollars (\$1,000.00) and promissory notes. Provided, however, that in the event the Association employs an independent manager to handle the affairs of the Association in accordance with Article VI, Section 1 (e) hereinabove, the manager shall have the right to sign all checks without the necessity of the co-signature of the President or any other officer.

Vice President

The Vice-President shall act in the place and stead of the President in the event of their absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required of them 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, keep the corporate seal of the Association and affix it on all papers requiring said seal, serve notice of meetings of the Board and of the Members, keep appropriate current records showing the Members of the Association together with their addresses, and shall perform such other duties as required by the Board.

Treasurer

The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an audit of the Association books to be made by a public accountant at the completion of the fiscal year if directed by the Board of Directors; shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, deliver a copy of each to the Members; prepare or cause to be prepared the disclosure packet required by Section 55.1-1808, et seq. of the Code of Virginia, 1950, as amended; and prepare or cause to be prepared, and verify by oath, such liens for delinquent assessments as permitted by Section 55.1-1833 of the Code of Virginia, 1950, as amended, and to further take such actions as necessary to perfect said liens in accordance with said Section 55.-1833. Provided, however, that in the event the Association employs an independent manager to handle the affairs of the Association in accordance with Article VI, Section 1 (e) hereinabove, the manager shall have the right to sign all checks without the necessity of the co-signature of the Treasurer or any other officer.

ARTICLE VIII: COMMITTEES

The Board of Directors shall appoint any Committees required by the Declaration of Conditions, Restrictive Covenants and Easements of Sunrise Bay, including the Architectural Review Committee. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose, including a Nominating Committee, if used, and as provided for in Article IV, Section 1 of these By-Laws.

ARTICLE IX: BOOKS AND RECORDS

The books, records, and papers of the Association shall at all times, during reasonable business hours, be available for inspection and copying by any Member in good standing in accordance with Section 55.1-1815 of the Virginia Property Owners Association Act that includes the right of the Association to withhold from such inspection and copying those books and records identified in Section 55.1-1815(C) of the Virginia Property Owners Association Act. Any institutional lender shall also have

the right to inspect and copy the books and records as set forth herein.

ARTICLE X: ASSESSMENTS

In order for the Association to operate, each Member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made and the personal obligation of the lot owner(s) as further identified and expressed in the Association's Declaration, as amended. The Association and the Board of Directors are obligated to collect any delinquent assessments and take any necessary actions to recover past due assessments in accordance with the applicable provisions in the Association's Declaration, as amended.

ARTICLE XI: AMENDMENTS

These By-Laws may be amended, at a regular or special meeting of the Members, by a vote of a majority of the Members where a quorum is present in person, by proxy, by mail ballot, or by electronic ballot in accordance with Article II, Section 6, of these By-Laws.

ARTICLE XII: MISCELLANEOUS

The fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of December of every year.

ARTICLE XIII: COMPLIANCE WITH STATE LAW

Notwithstanding anything to the contrary herein contained, the Association, the Board of Directors, all officers, and agents or employees shall at all times comply with the provisions of the Virginia Property Owners Association Act, Section 55.1-1800, et seq., of the Code of Virginia, 1950, as amended, and any provision herein that is contrary to said Act shall be deemed amended so that the same complies with the provisions of said Act.

ARTICLE XIV: COMPLIANCE WITH DECLARATION OF CONDITIONS, RESTRICTIVE COVENANTS AND EASEMENTS OF SUNRISE BAY

Notwithstanding anything to the contrary herein contained, the Association, the Board of Directors, all officers, and agents or employees shall at all times comply with the provisions of the Declaration of Conditions, Restrictive Covenants and Easements of Sunrise Bay, as amended, and any provision herein that is contrary to said Declaration shall be deemed amended so that the same complies with the provisions of said Declaration.

These Amended and Restated By-Laws were passed by majority vote at a regular meeting of the members on June 10, 2023, where a quorum was present.

 Tina Rulli
Title: President