

BYLAWS OF
THE VILLAGE AT INNSBROOK HOMEOWNERS ASSOCIATION

ARTICLE I
GENERAL

NAME AND ADDRESS. The name of the corporation is The Village at Innsbrook Homeowners Association (the "Association"). The mailing address of the corporation shall be P.O. Box 3502, Glen Allen, Virginia 23058-3502. Meetings of members and directors may be held at such places within the Commonwealth of Virginia as may be designated by the Board of Directors.

PURPOSE. The purposes of the Association are as follows:

- (a) To manage, maintain and care for all easements, common areas and signs identifying The Village at Innsbrook,
- (b) To enforce all restrictions applicable to property in The Village at Innsbrook by appropriate proceedings at law for damages and/or in equity for appropriate injunctive relief and restraining orders to prevent violations, or to require violations to be corrected,
- (c) To fix and levy upon owners regular and special assessments and to enforce payment thereof, by any lawful means, and
- (d) To do any and all things and acts that the Association from time to time, in its discretion, may deem to be for the benefit of the Property and the Owners thereof.

ARTICLE II
DEFINITIONS

Section 1. "Association" shall mean and refer to The Village at Innsbrook Homeowners Association, its successors and assigns.

Section 2. "Common Areas" shall mean all real property owned by or any easement conveyed to the Association for the common use of enjoyment of the Owners.

Section 3. "Declaration" shall mean and refer to:

- (a) The Village at Innsbrook, Section A Declaration of Restrictions, as amended,
- (b) The Village at Innsbrook, Section B Declaration of Restrictions,
- (c) The Village at Innsbrook Notice of Addition to Property (Sections C, D, & F),
- (d) The Village at Innsbrook, Section G, Declaration of Restrictions, applicable to the Property.

Section 4. "Homeowners" shall mean and refer to a Member who occupies or acts as a Lessor with respect to a dwelling constructed on a Lot.

Section 5. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Property with the exception of the Common Area.

Section 6. "Member" shall mean and refer to those persons entitled to membership as provided for in the Declaration.

Section 7. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Property, including contract sellers, but excluding those having an interest merely as security for the performance of an obligation.

Section 8. "Property" shall mean and refer to that certain real property located in "The Village at Innsbrook" as described in the following documents recorded in the Clerk's Office of the Circuit Court of the County of Henrico, Virginia (the "Clerk's Office"):

- (a) "The Village at Innsbrook, Section A Declaration of Restrictions", recorded in Deed Book 1964, Page 646,
- (b) "The Village at Innsbrook, Section B Declaration of Restrictions", recorded in Deed Book 2046, Page 848,
- (c) "Notice of Addition to Property", The Village at Innsbrook, Section A, recorded in Deed Book 2119, Page 1315 (applicable to Sections C, D & F),
- (d) "The Village at Innsbrook, Section C Declaration of Restrictions", recorded in Deed Book 2189, Page 1315, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 9. "Member in Good Standing" shall mean and refer to those persons entitled to membership whose voting rights have not been automatically suspended because of outstanding dues and assessments as of the end of the Fiscal Year, or whose voting rights have not otherwise been suspended as provided in these Bylaws.

ARTICLE III MEETING OF MEMBERS

Section 1. Annual Meetings. The annual meeting of the Members shall be held during the fourth week in January at such place, date and hour as may be fixed by resolution of the Board.

Section 2. Special Meetings Special meetings of the Members may be called at any time by the President or by the Board of Directors, or upon written request of the Members who are entitled to vote one fourth (1/4) of all the votes of the membership.

Section 3. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 15 days before such meeting, to each Member entitled to vote thereat, addressed to the Member's 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 a special meeting, the purpose of the meeting.

Section 4. Quorum. For purposes of conducting a regular annual or special meeting, fifteen percent (15%) of Members entitled to cast votes must be represented in person or by proxy for there to be a quorum for any action except as otherwise provided in 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 power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing according to the approved form of proxy attached hereto as Exhibit "A", and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot.

ARTICLE IV

BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. There shall be five (5) directors, who shall be "Members in Good Standing" of the Association.

Section 2. Term of Office. Directors shall serve for a term of one year or until their successor is duly elected and qualified.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. Upon the death, resignation or removal of a director, a successor shall be selected by the remaining Members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his 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 the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE V
NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting, provided, however, that all such nominees from the floor must have given their prior written consent (Exhibit B) to be placed into nomination. 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. The Nominating Committee shall be appointed by the Board of Directors at least 90 days prior to each annual meeting of the members, to serve until the close of the annual meeting. 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. Such nominations shall be made from among Members in Good Standing.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the Members or their proxies may cast, in respect of 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.

ARTICLE VI
MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held during the first week of each month, at such place and hour as may be fixed from time to time by resolution of the Board. Should the meeting date fall upon a legal holiday, then that meeting shall be held on another night that same week.

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 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 VII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

(a) Adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;

(b) Suspend the voting rights of a Member after notice and hearing, for a period not to exceed sixty (60) days, 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 Members by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;

(d) 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

(e) Employ as manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

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 requested 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 see that their duties are properly performed;

- (c) As more fully provided in the Declaration, to:
 - (i) Fix the amount of the annual assessment to every Owner subject thereto at least thirty (30) days in advance of each annual meeting, and
 - (ii) Send written notice of each assessment to every Owner subject thereto within seven (7) days following each annual meeting, and
 - (iii) Foreclose the lien against any Lot for which assessments are not paid within ninety (90) days after the due date or to bring an action at law against the Owner personally obligated to pay the same.
- (d) Issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment 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 certificates shall be conclusive evidence of such payment;
- (e) Procure and maintain adequate liability and hazard insurance on property owned by the Association;
- (f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- (g) Cause the Common Area to be maintained.

ARTICLE VIII
OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a President, a Vice President, a Secretary and a Treasurer and such other officers as the Board may from time to time by resolution create. Officers shall at all times be a member 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 this Association shall be elected annually by the Board and each shall hold office for one (1) year unless any shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority and perform such duties as the Board may, from time to time, determine.

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 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 6. Vacancies. A vacancy on the Board of Directors or in any office shall be filled by appointment by the Board. The director or officer appointed to such vacancy shall serve for the remainder of the term of the director or officer he replaces.

Section 7. Multiple Offices. No person shall simultaneously hold more than one office except in the case of special offices created pursuant to Section 4 of this Article.

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

- (a) 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, promissory notes and other written instruments. The President shall co-sign all checks, and with the Secretary, pre-approve all electronic payments.
- (b) Vice President - The Vice President shall act in the place and stead of the President upon the President's absence, inability or refusal to act, shall serve as chairman of the Architectural Control Committee, shall co-sign all checks and pre-approve all electronic payments, if the President or the Secretary is not available, and shall exercise and discharge such other duties as may be required of him by the Board.

- (c) Secretary - The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; 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. Minutes and proceedings of the Board, as well as resolutions, shall be in written form and signed by all directors in attendance or approving the resolution. The Secretary shall also serve as chairman of the Audit Committee. The Secretary shall co-sign all checks and, with the President, pre-approve all electronic payments.
- (d) 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 prepare disbursement checks for signatures and process approved electronic payments; shall keep proper books of account; shall cause an annual audit of the Association books to be made by the Audit Committee at the completion of each fiscal year; shall prepare an annual budget and a statement of income and expenditures to be presented to the Members at their regular meeting; and shall deliver a copy of each to the Members.

ARTICLE IX
COMMITTEES

Section 1. Appointment. The Board shall appoint an Architectural Control Committee, an Audit Committee and a Nominating Committee. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose. All committee members, whether standing or special, shall serve until the February Board meeting following the Fiscal Year in which they were appointed. Any committee member may be removed from office with or without cause by the Board.

Section 2. Architectural Control Committee. It shall be the duty of the Architectural Control Committee, at the direction of the Board of Directors to:

- (a) Enforce the Declaration of Restrictions applicable to all sections in the Village at Innsbrook,
- (b) Provide the Board Secretary with a copy of all written requests for alterations or additions to Property in The Village at Innsbrook along with other correspondence to be maintained in the association's permanent records,
- (c) Approve requests for additions and alterations to property which are in compliance with the Declaration of Restrictions,
- (d) Recommend to the Board action to be taken when owners request approval of additions and alterations not in compliance with the Declaration of Restrictions,
- (e) Respond to owners submissions in writing not more than ten (10) days following the committee or Board vote.

Regular meetings of the Architectural Control Committee shall be held on the fourth Tuesday of each month to review requests submitted by the second Tuesday of each month. In the event that there are no outstanding requests, meetings may be cancelled.

A majority of the members of the Architectural Control Committee shall constitute a quorum for the transaction of business.

Meetings of the Architectural Control Committee shall be held at such place and time as decided by the committee. The Architectural Control Committee shall develop Request for Improvement instructions and forms to guide Homeowners requesting changes and/or alterations to their Property. These documents shall comply with provisions contained in the Declaration of Restrictions and are subject to approval by the Board. All subsequent changes to these instructions and forms shall be submitted to the Board for approval.

Section 3. Audit Committee. The Audit Committee shall consist of the Secretary, as chairman, plus at least two non-board members. It shall be the duty of the Audit Committee to meet quarterly to review the financial records of the Association. The Audit Committee shall perform an annual review of the financial records, minutes and other documentation maintained by the Association in an effort to determine:

- (a) The adequacy of internal controls,
- (b) The accuracy of the records and reports to the membership,
- (c) The proper authorization of activities and expenditures,
- (d) The determination of the physical existence of assets,
- (e) A review of the tax-exempt status of the Association and identification of any activities which may endanger that status,
- (f) Ascertain that all tax returns and corporate reports have been properly filed in a timely manner,
- (g) And to report to the Board recommended changes in procedures, and any discrepancies identified in their review process.

Section 4. Nominating Committee. It shall be the duty of the Nominating Committee at the direction of the Board of Directors to:

- (a) Interview and select members to be nominated for election as directors at the annual meeting of the Association,
- (b) Obtain written consent (Exhibit B) from persons selected for nomination at the annual meeting of the association,
- (c) Interview potential candidates for committee positions and recommend to the Board those members interested and most qualified to serve on the various committees.

ARTICLE X
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. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XI
ASSESSMENTS

As more fully provided in the Declaration, each Member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the Lot against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of twelve percent (12%) per annum or be Twenty Dollars (\$20), whichever is greater. The Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the Lot, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his Lot.

ARTICLE XII
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AMENDMENTS

Section 1. These Bylaws 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.

Section 2. 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.

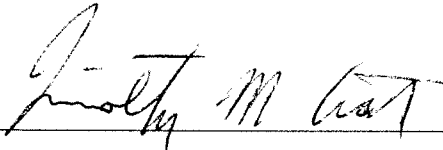
ARTICLE XIV
MISCELLANEOUS

The fiscal, year of the Association shall begin on the first day of January and end on the 31st of December of every year, except that the first fiscal year shall begin on the date of incorporation.

BOARD CERTIFICATION

The undersigned, members of the Board of Directors of the Village at Innsbrook Homeowners Association, certify that the foregoing Amendments were approved and adopted by the members of the Association, at a duly called and held meeting of the members of the Association on January 19, 2013 and in witness thereof, the undersigned Directors have subscribed his/her name.

The Village at Innsbrook Homeowners Association
A Virginia non-profit corporation

By: 

Tim Craft
President

By: 

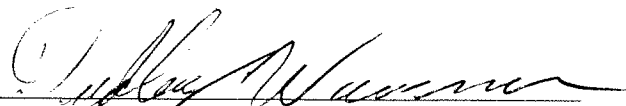
David Fellowes
Vice President

By: 

Teresa Willie-Compton
Secretary

By: 

Brian Perryman
Treasurer

By: 
Dudley Warner
Director at Large




CERTIFICATION

I, the undersigned, do hereby certify:

That I am the duly elected Secretary of The Village at Innsbrook Homeowners Association, a Virginia corporation; and

that the foregoing Bylaws (consisting of 15 pages including Exhibits) constitute the revised Bylaws of the Association, as duly adopted by a majority of the Members present in person or by proxy at a regular meeting of the Members thereof, held on the 19th day of January 2013.

IN WITNESS WHEREOF, I have here unto subscribed my name this 10th day of April 2013.



Teresa Willie-Compton
Secretary



EXHIBIT A

PROXY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned [does] [do] hereby constitute and appoint _____ and _____ directors of The Village At Innsbrook Homeowners Association (the "Association"), or any of them, [my] [our] true and lawful attorneys to vote as proxy for and on behalf of the undersigned upon any and all matters that come before the Association at the _____ meeting of the Association, or any adjournment thereof, with all the power the undersigned would possess if personally present.

This is a limited power of attorney valid only for the meeting herein identified.

Date: _____

_____ (SEAL)

Owner*

_____ (SEAL)

Owner*

Street Address

* All owners must sign.

SIGNED PROXIES NEED TO BE RETURNED TO:
The Village at Innsbrook Homeowners Association
P.O. Box 3502
Glen Allen, VA 23058-3502

EXHIBIT B

CONSENT OF PERSON TO BE ELECTED DIRECTOR

Pursuant to Section 13.1-855.E. of the Code of Virginia of 1950, as amended, the undersigned hereby evidences his/her prior consent to being elected as a director of The Village at Innsbrook Homeowners Association, a Virginia non-stock corporation, to serve from _____, until the next annual meeting of the stockholders or until his/her successor shall be duly elected and qualifies.

Date: _____

INSTRUMENT #22878
RECORDED IN THE CLERK'S OFFICE OF
HENRICO COUNTY ON
JUNE 5, 2013 AT 12:36PM

YVONNE G. SMITH, CLERK
RECORDED BY: MMM