

AMENDED BYLAWS OF COUNTRYSIDE PROPRIETARY

ARTICLE I NAME AND LOCATION

The name of the corporation is COUNTRYSIDE PROPRIETARY; hereinafter referred to as the “Proprietary” or the “Association.” The principal office of the Proprietary shall be the location on file with the Virginia State Corporation Commission, but meetings of Members and Directors may be held at such places as may be designated by the Board of Directors and may be held partially or entirely via electronic means.

ARTICLE II SEAL

The corporate seal of the Proprietary shall be in circular form and shall bear the name of the Proprietary and the date 1980.

ARTICLE III DEFINITIONS

Any capitalized terms herein shall have the meaning ascribed in the Declaration, or if not defined in the Declaration, the Virginia Property Owners’ Association Act.

ARTICLE IV MEETING OF MEMBERS

Section 1. Annual Meetings. The annual meeting of the Members shall be held each year on a date and time in the month of December as determined by the Board. Failure to hold the annual meeting in the month of December shall not invalidate any action taken at the annual meeting.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the President or by a majority of the Board of Directors, or upon written request of the Members who hold one-tenth of the outstanding membership votes. The signatures on a petition requesting a special meeting shall be valid for a period of one hundred eighty (180) days after the date of the first signature. Such resolution, petition, or request for a special meeting must: (1) be delivered to the Secretary; (2) specify a date for the special meeting that is at least thirty (30) days after the date in which the resolution, petition or request was furnished to the Secretary; and (3) state the specific purpose of the special meeting. No business other than that stated in the resolution, petition or request shall be transacted at such meeting. Notwithstanding the foregoing, a special meeting to remove a Director shall be called in accordance with Article VI, Section 5.

Section 3. Proxies. 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 and shall automatically cease after one year. The Board reserves the right to appoint a specific person as the default proxy when the proxy form is instructed.

Section 4. Method of Voting. Elections or questions to be submitted to all or any part of the Membership may be decided at a meeting or by ballot vote, by electronic means, voice vote, at polling places designated by the Board, or other means. The Board shall determine the method of voting by resolution and give notice thereof as provided herein.

Section 5. Conduct of Meetings. The Board of Directors may make such rules and regulations as it deems advisable for the conduct of any meeting of Members, including requirements for holding meetings via remote participation, the election and nomination of candidates, transmitting votes and proxies via electronic means, determining proof of membership, evidence of the right to vote, appointment and supervision of inspectors of votes, attendance by non-members of the Association, and other matters. Such regulations shall be binding upon the Association and upon its Members.

Section 6. Quorum –Members holding one-tenth (1/10) of the votes entitled to be cast that are present in person or by proxy shall constitute a quorum at any meeting of the Members. The vote of a majority of the votes entitled to be cast by the Members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the Members, unless such greater portion is required by law or the Governing Documents. Notwithstanding the foregoing, for the election of Directors, the candidate for election to the Board of Directors from each Neighborhood District receiving the highest number of votes cast by the Members of that Neighborhood District, even if such votes do not constitute a majority, shall be so elected.

ARTICLE V NOTICE

Unless such different time is required or permitted by law or the Governing Documents, notice of meetings shall be sent no less than fourteen (14) days and no more than sixty (60) days before the meeting date. A Member who attends a meeting shall be conclusively presumed to have had timely and proper notice of the meeting or to have duly waived notice thereof, unless such Member 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 person conducting the meeting at or prior to the commencement of the meeting. Notices of all meetings may be sent via electronic means in accordance with any limitations imposed by law and notices of special meetings shall include the purpose of such meeting.

ARTICLE VI BOARD OF DIRECTORS

Section 1. Number. The affairs of the Proprietary shall be managed by a Board comprised of seven (7) Directors.

Section 2. Composition and Term.

Each of the seven (7) Neighborhood Districts shall have one (1) seat on the Board of Directors; provided, however, that in the event no eligible person from a Neighborhood District is nominated, the Members of the Neighborhood District with no viable candidate may vote for a candidate from another Neighborhood District to serve in their seat.

No Member shall be elected as a Director if such Member is more than sixty (60) days delinquent in meeting their financial obligations to the Association or have been found by the Board (or its designated committee) to be in violation of the Governing Documents or rules and regulations. Unless earlier removed or resigned, each Director shall serve for a term of one (1) year.

Section 3. Method of Nomination. The Board of Directors will determine the nominating process prior to each meeting in which Directors are elected.

Section 4. Method of Election. The Members of each Neighborhood District may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Articles of Incorporation. Cumulative voting is not permitted. The candidate for election to the Board of Directors from each Neighborhood District receiving the highest number of votes cast by the Members of that Neighborhood District, even if such votes do not constitute a majority, shall be so elected.

Section 5. Resignation and Removal. The unexcused absence of a Director from three (3) consecutive regular meetings of the Board shall be deemed a resignation. A Director may also resign at any time by providing notice to the Board, the President, or the Secretary. Resignation is effective when delivered unless the notice specifies a later effective time.

Any Director may be removed from the Board, with or without cause, by the Members who elected that Director at a meeting called for that purpose. The petition for such special meeting to remove a Director must be signed by Members of the Neighborhood District who elected the Director representing one-tenth (1/10) of the total votes for that Neighborhood District. The signatures on a petition requesting a special meeting to remove the Director shall be valid for a period of one hundred eighty (180) days after the date of the first signature. Such petition for the special meeting must: (1) be delivered to the Secretary; (2) specify a date for the special meeting that is at least thirty (30) days after the date in which the petition was furnished to the Secretary; and (3) state that the specific purpose of the special meeting is to remove the Director. Members of the Neighborhood District who elected the Director representing one-tenth (1/10) of all eligible votes in person or by proxy shall constitute a quorum for the special meeting and the Director may be removed by a majority of the votes entitled to be cast at the special meeting.

Section 6. Vacancies. In the event of death, resignation, or removal of a Director, the successor shall be selected by the remaining Directors and shall serve for the unexpired term of his predecessor. The remaining Directors shall strive, but not be required to, select a candidate from the Neighborhood District of the Director whose term is to be filled.

Section 7. Powers. The Board of Directors shall have all powers for the conduct of the affairs of the Proprietary which are enabled by law, the Declaration, and the Articles of Incorporation which are not specifically reserved to Members.

Section 8. Duties. Without limiting the generality of its powers, it shall be the duty of the Board to:

- (a) exercise its powers in accordance with the Governing Documents;
- (b) cause to be kept a complete record of all Its corporate affairs, make such records available for inspection by any Member, his agent or Institutional Lender who has an interest in the Property subject to any restrictions set forth in the Virginia Property Owners Association Act and present an annual statement thereof to the Members at the annual meeting;
- (c) adopt and follow procedures for adoption and publication of Board resolutions and rules and regulations;
- (d) 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;
- (e) establish architectural and design review standards for the Properties in accordance with Declaration;
- (f) supervise all officers, agents, and employees of the Proprietary and see that their duties are properly performed;
- (g) designate depositories for Proprietary funds, designate those Officers, agents and/or employees who shall have authority to withdraw funds from such account on behalf of the Proprietary, and cause such persons to be bonded, as it may deem appropriate;
- (h) send written notice of each assessment to every Member subject thereto at least thirty (30) days in advance of the due date of the annual assessment or first Installment thereof;
- (i) appoint such committees as deemed necessary by the Board for the efficient operation of the Association; and
- (j) exercise their powers and duties in good faith, with a view to the interests of the Proprietary and to this end adopt appropriate guidelines for action on matters where a potential conflict of interest may exist.

ARTICLE VII OFFICERS

Section 1. Enumeration of Officers. The Officers of this Proprietary shall be a President and Vice President, who shall at all times be members of the Board of Directors, a Secretary, and a Treasurer, and such other officers as the Board of Directors may from time to time by resolution create.

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. Unless otherwise decided by the Board, the election of Officers will occur immediately following any meeting where Directors are elected.

Section 3. Term. The Officers of this Proprietary shall be elected annually by the Board of Directors, 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. Resignation and Removal. Any Officer may be removed from office, with or without cause, by the majority vote of 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 5. 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 they replace unless earlier removed by the Board or such Officer resigns.

Section 6. Multiple Offices. The offices of President and Secretary or Treasurer may not be held by the same person.

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

- (a) **President.** The President shall preside at all meetings of the Board of Directors and of the Proprietary; see that orders and resolutions of the Board are carried out; sign all mortgages, leases, deeds and other written instruments and co-sign all promissory notes and contracts as the Board may approve from time to time.
- (b) **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 exercise and discharge such duties as may be required by the Board.
- (c) **Secretary.** The Secretary shall cause the minutes to be kept of all meetings and proceedings of the Board and of the Members; cause the Book of Resolutions so be maintained; serve as custodian of Proprietary files and records, keep the corporate seal of the Proprietary and affix it on all papers requiring said seal; cause notice to be served to Members and Institutional Lenders as required In the

Governing Documents; cause a roster to be maintained of the names of all Members of the Proprietary together with their addresses, as registered by such Members, together with the properties in which each has an interest and perform such other duties as required by the Board.

- (d) **Treasurer.** The Treasurer shall cause all monies of the Proprietary to be deposited in appropriate accounts and disbursed therefrom within the limits of the annual budget or as directed by resolution of the Board of Directors; co-sign any promissory notes and contracts; keep proper books of account; cause an annual audit of the Proprietary books to be made by a certified public accountant at the completion of each full fiscal year; and be the chief officer responsible for annual preparation of the budget, the income statement and the balance sheet statement to be presented to the Board and to the membership at its regular annual meeting.

The Board may determine, in its sole discretion, which duties may be delegated to the Association's managing agent and which other duties may be assigned to any Officer.

ARTICLE VIII COMMITTEES

Section 1. Elections Committee. The Board of Directors may appoint an Elections Committee to assist the Board of Directors with the conduct of the annual meeting or other meetings in which Directors are elected. The Elections Committee may prescribe such rules as necessary for the efficient conduct of the meeting to include, without limitation, setting the format for a call for candidates or nominating petition, the form of the Association's approved proxy form, and verification of attendance at meetings. In the absence of an Elections Committee, the Board shall serve such role.

Section 2. Neighborhood Advisory Councils. The Board of Directors may appoint a Neighborhood Advisory Committee ("NAC") for any Neighborhood. Each NAC will be appointed by the Board of Directors and to maintain consistency, each charter detailing the NAC's duties and roles will be approved by a majority vote of the Board.

Section 3. Committees In General. The Board may appoint such other committees as it deems necessary for the efficient operation of the Proprietary and dissolve all such committees in its sole discretion. Committees shall adhere to the same provisions governing meetings of the Board.

ARTICLE IX MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board shall be held, with notice, at such place and hour as may be fixed from time to time by resolution of such Board. The Board may determine whether such meetings will be held entirely or partially via electronic means.

Section 2. Special Meetings. Special meetings of the Board shall be held when called by the President of the Proprietary, by its chairman or by any two members of the Board, after not less than three (3) business days' notice to each member of such Board.

Section 3. Quorum. A majority of the members of the Board shall constitute a quorum for the transaction of business, except in no event shall a quorum be less than three members.

Section 4. Executive Sessions. The Board may convene to executive session as provided for in the Virginia Property Owners Association Act.

Section 5. Action Taken Without A Meeting. The members of the Board 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 members of the Board. Any action so approved shall have the same effect as though taken at a meeting of the Board. Alternatively, action without a meeting may be taken by less than all Directors in accordance with the Articles of Incorporation and § 13.1-865 of the Virginia Nonstock Corporation Act.

Section 6. The members of the Board shall disclose any conflicts of interest, financial or otherwise, when they arise and shall recuse themselves from participating in votes, evaluating contracts, and/or any other action executed through their duties when a conflict exists. A conflict of interest includes a Director who, at the time action is taken, has a financial interest in a matter that is the subject of such action; or a familial, financial, professional, employment, or other relationship with a person who has a financial interest in the matter, either of which would be reasonably expected to affect adversely the objectivity of the Director when participating in the action. If a Board member fails to disclose a conflict of interest and acted improperly, the Board may remove the Director from their office; seek to have the Director removed by the Members of the Neighborhood District that elected the Director; or take other action the disinterested Directors believe to be appropriate for the situation.

Section 7. The members of the Board shall abide by a Code of Conduct, to be determined by a Resolution of the Board and recorded in the Book of Resolutions.

ARTICLE X INDEMNIFICATION

The Association shall indemnify every Officer, Director, or any duly appointed committee member of the Association against any and all expenses, including counsel 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 of the Association) to which they may be a party by reason of being or having been an Officer, Director, or committee member of the Association whether or not such person 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 for any mistake of judgment, negligence or otherwise, except for their own individual gross negligence, criminal acts, willful misconduct or bad faith. 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 to the extent that such Officers, Directors or committee member may also be owners of Lots) and the Association shall indemnify and forever hold each such Officer, Director and committee member free and harmless against any and all liabilities to others on account of any such contract or commitment. Any right to indemnification provided herein shall not be exclusive of any other rights to which any current or former Officer, Director or committee member of the Association may be entitled.

ARTICLE XI FISCAL YEAR

The fiscal year of the Proprietary shall begin on the first day of January and end on the last day of December of every year.

ARTICLE XII AMENDMENT

Section 1. Method. These Bylaws may be amended by the majority of all votes entitled to be cast by the Members at a meeting in which quorum is present or through an electronic vote. For the purposes of voting on an amendment to these Bylaws, quorum will be at least a majority of the members of the Association present, either in person or by proxy or by voting electronically. The Board of Directors, by two-thirds (2/3) vote, may unilaterally amend these Bylaws and file a corrective amendment or supplement to correct a mathematical mistake, an inconsistency, or a scrivener's error or to clarify an ambiguity with respect to an objectively verifiable fact.

ARTICLE XIII MISCELLANEOUS

Section 1. Captions and Gender. The captions contained in these Bylaws are for convenience only and are not part of the Bylaws or intended in any way to limit or enlarge the terms and provisions of the Bylaws. Whenever the context so requires, the male shall include all genders and the singular shall include the plural.