



**ST. REGENTS LAKE COMMUNITY ASSOCIATION
BY-LAWS**

**ARTICLE 1
NAME**

The Name of the Association is St. Regents Lake Community Association

ARTICLE II

PURPOSES AND MEMBERSHIP

Section 1.

Purpose of the Association: The purposes for which the Association is formed are those set out in the Articles of Incorporation. The Association is not organized for monetary profit, and no part of its net earnings shall be used to the benefit of the Director, Officer, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Association by a person effecting one or more of its purposes, nor shall any substantial part of its activities be the spreading of propaganda or attempting to influence legislation.

Section 2

Membership: Membership shall consist of all property owners of the St. Regents Lake community subject to the provisions for dues and assessments in the Covenants of St. Regents Lake. Hereafter, property owners are to be referred to as residents.

ARTICLE III

BOARD OF DIRECTORS

Section 1: Numbering and Qualifications. The business and affairs of the association shall be managed by the Board of Directors. The elected officers and standing committee chairman shall constitute the Board of Directors for the Association. The number of directors of the Association shall be not less than SIX or more than TEN. The Association may, at any annual meeting or any special meeting held for the purpose, amend these By-Laws to increase or decrease the number of Directors, but no decrease shall have the effect of shortening the term of any incumbent Director

Section 2: Election. Officers and standing committee chairmen of the Association shall be elected by the residents by majority vote at each annual meeting, provided, however, that prior to any annual meeting, any vacancy in the Board of Directors may be filled by the affirmative vote of the majority of the remaining Directors. Nominations of candidates for election to the Board shall be made by the Nominating Committee.

Section 3: Term of Office. Except as provided herein, each director shall hold office for a term of one year, commencing with election at the annual meeting of the Association, or such earlier time as he or she shall resign, die, or be removed. Not less than 60 days before the date of each annual meeting, the Secretary shall provide the Nominating Committee with the names of those directors whose terms shall expire at such meeting and the names of those directors who are eligible for re-election.

Section 4: Resignation. Any director may resign as such at any time. Any such resignation shall be in writing, and shall be effective immediately upon receipt by the President without acceptance of the members or the Board of Directors.

Section 5: Removal. Any director may be removed, with or without cause, by a vote of a majority of the directors at a special meeting of the Board called for that purpose or called by two or more members for that purpose. Notice of such meeting and the intention to remove a director shall be served to all members and directors not less than one week in advance of the meeting.

Section 6: Annual and Regular Meetings. An annual meeting of the Association shall be held each year at such time and place as selected by the Board of Directors. The Board of Directors shall adopt a schedule of additional meetings which shall be

considered regular meetings for the purpose of transacting such business as may properly come before the meeting. Notice of such meetings shall be served the membership not less than one week in advance of the meeting.

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Section 7: Special Meetings. Special meetings of the Association or of the Board of directors may be called at any time by the President or by two members of the Board of Directors.

Section 8: Notice: Notice of the annual meeting shall be given to each household comprising the Association by delivering such notice to the residents by mail (or email) to all members. Such notice shall be given in accordance with the covenants and shall set forth the time and place of the meeting and state the purpose for which it is called.

Section 9: Procedure at Meetings: The procedure to be followed at meetings of the Association or of the Board of Directors shall be **determined** by the President or **acting chairman**, and the vote on any matter before any meeting shall be taken in such manner as **the** President prescribes.

Section 10 Quorum: Presence of one third of the residents or a majority of Directors in office immediately before the meeting shall constitute **a** quorum.

Section 11: Action Without Meeting: Action required or permitted to be taken at a meeting of the Association or of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board. The action shall be evidenced by one or more written consents stating the action taken signed by each director either **before** or after the action taken, and included in **the** minutes, or filed with the Association records reflecting the action **taken**. **Actions** taken under this section shall be effective upon the, specific date specified in the consent executed by each director.

Section 12: Actions of the Board of Directors: The business of **the** Association shall be conducted by the Board of Directors at meetings, or **as** prescribed herein without meetings in the name of the Association. The Board of Directors shall act in all matters except that such directors may not elect officers, amend the By-Laws of the Association, or amend the covenants of the Association. Such actions must be taken as prescribed within the covenants herein incorporated by reference. Amendments to the by-laws of the Association may be undertaken at any regular or special meeting of the Association as provided herein.

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**ARTICLE IV:
OFFICERS, AGENTS AND EMPLOYEES**

Section 1: Generally, the officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, each of whom shall be elected by the Association at the annual meeting. The officers shall have such authority and perform such duties as generally pertain to their offices and as may lawfully be provided by the By-Laws or by resolution of the Association or of the Board of Directors not inconsistent with these By-Laws. Nominations of candidates for elections to the offices of the Association shall be made by the Nominating Committee.

Section 2: President - The President shall preside at all meetings of the Association and directors and shall perform such duties as may be lawfully required of or conferred upon the President by the Association . The President shall be an ex-officio member of all committees of the Association.

Section 3: Vice President - The Vice President performs such duties as may be lawfully required of, or conferred upon the Vice President by the Association or by the President. The Vice President shall, during the absence, disqualification or inability to act of the President, exercise all the functions and perform all the duties of the President,

Section 4: Secretary - The Secretary shall attend all meetings of the Association and Board of Directors, and shall record in the minute book of the Association the minutes of all such meetings. The Secretary shall cause notice to be given to the Association and the Board of Directors of their respective meetings in accordance with applicable law and the By-Laws of the Association and shall perform such other duties as the Board of Directors shall from time to time prescribe.

Section 5: Treasurer - The Treasurer shall be the chief financial officer of the Association, shall be responsible for receipt and deposit in a bank or banks approved by the Board of Directors of all the monies of the association, and an accurate accounting thereof. The Treasurer shall also be responsible for disbursements, subject to such regulations as may be determined from time to time by the Board of Directors, and shall make reports of the finances of the Association not less than annually and whenever requested by the Board of Directors. At the end of the term of office the Treasurer shall deliver to his or her successor all books, monies, and other property of the Association then in his or her possession.

Section 6: Delegation of Power During the absence, disqualification or inability to act of any of the officers other than the President, the President by written authority, or the Board of Directors by resolution, may delegate the powers of such officer to any other officer of the Association.

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Section 7: Term of Office: Each officer shall be elected to hold office for a term of one year and until his or her successor shall have been elected or such earlier time as he or she shall resign, die or be removed. Each officer may be re-elected to his or her particular office as long as voted in by the majority of those present at the annual meeting

Section 8: Resignation or Removal Any officer may resign as such at any time. Any such resignation shall be in writing and shall be effective upon acceptance of the Board of Directors. Any officer may be removed, with or without cause at any time whenever the Board of Directors in its absolute discretion shall consider the action to be in the best interest of the association

Section 9: Salaries or other compensation No officer of the Association shall be entitled to receive any salary for any services rendered as such to or on behalf of the Corporation.

ARTICLE V COMMITTEES

Section 1: Standing Committees, The Board of Directors may establish from time to time such committees as it deems necessary. Standing committees of the Association include, but are not limited to the Architectural Committee, Parliamentary Committee, the Program and Communications Committee.

Section 2: Committee Chairmen. The chairmen of standing committees shall be elected by the residents at the annual meeting. Chairmen of the prescribed standing committees shall serve as directors of the Association, subject to terms for directors prescribed by the By-Laws.

Section 3: Committee Duties. The duties of the standing committees shall be as prescribed from time to time by the Board of Directors.

ARTICLE VI CONFLICTS OF INTEREST

Conflicts of interest: Contracts or other transactions between the Association and one or more of its officers or directors or in which one or more of its officers or directors are interested, and contracts or other transactions between the Association and any other

organization in which one or more of its officers or directors are directors, officers, partners or trustees, or are interested shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors.

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A committee thereof which authorized, approves or ratifies such contract or transaction or because his or her or their votes are counted for such purpose. The fact of such relationship or interest must be disclosed or known to the Board of Directors or committee that authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors. Common or interested directors may be counted in determining The presence of a quorum at a meeting of the Board of Directors or a committee that authorized approves or ratifies such contract or transaction.

ARTICLE VII INDEMNIFICATION AND INSURANCE

Indemnification and Insurance: Every person, and his or her heirs executors and administrators, who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suits or proceeding of any kind, whether civil, criminal, administrative, arbitrative or investigative, or was or is the subject of any claim, by reason of his or her being or having been a director or officer of the Association. Or by reason of his or her serving or having served at the request of the Association as a director or officer, shall be indemnified by the Association against expenses (including attorneys' fees), judgments, fines, penalties, awards, costs. amounts paid in settlement and liabilities of all kinds, actually and reasonably incurred by him or her in connection with, or resulting from such action, suit, proceeding or claim, provided that no indemnification shall be made against his or her gross negligence or willful misconduct

The Board of Directors of the Association shall have the power, generally and in specific cases, to indemnify its employees and agents to the same extent as provided in this Article with respect to its directors and officers.

The Board of Directors shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association.

ARTICLE VIII CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1: Contracts - The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument subject to the provisions of the By-Laws.

Section 2: Loans - No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in the corporate name unless authorized by a resolution of the Board of Directors.

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Section 3: Checks - All checks, drafts or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of the association shall be signed by such officers of the Association in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4: Deposits: All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select,

ARTICLE IX OTHER PROVISIONS

Section 1: Fiscal year - The fiscal year of the Association shall be from July 1 to June 30.

Section 2: Parliamentary Authority - The rules contained in the latest edition of "Roberts' Rules of Order" shall govern the meetings of this association in all cases in which they are applicable and in which they are not inconsistent with these By-Laws, the Articles of Incorporation and the laws of Virginia.

Section 3: Amendments These By-Laws may be amended by majority vote of those present and voting at a meeting of the Association, provided the Board has been notified in writing of the proposed changes prior to the meeting.

These By-Laws were amended August 20, 1990

These By Laws were amended July 25, 2016