

**BYLAWS
OF
RAVEN POINTE HOMEOWNERS ASSOCIATION, INC.**

ARTICLE I

DEFINITIONS

Section 1. "Association" shall mean and refer to Raven Pointe Homeowners Association, Inc., a nonstock Virginia Corporation, its successors and assigns.

Section 2. "Lot" shall mean and refer to any of the lots designated upon the plats of Raven Pointe, now recorded or hereafter recorded, with the exception of the Common Areas.

Section 3. "Member" shall mean and refer to every person or entity who holds membership in the Association. All members must be a record owner of a fee or undivided fee interest in a Lot subject to assessment by the Association, as described in the Deed of Dedication for Raven Pointe, Section 5, (Instrument Number 040014266 dated July 23, 2004, and recorded in the Clerk's Office of the Circuit Court of Frederick County, Virginia) and any Supplementary Declarations for Raven Pointe.

Section 4. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of a fee simple title to any Lot in Raven Pointe, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 5. "POAA" shall mean and refer to the Virginia Property Owners' Association Act of the Code of Virginia (1950), as amended, Section 55-508, et seq., and all amendments thereof.

Section 6. The "Nonstock Corporation Act" shall mean and refer to the Virginia Nonstock Corporation Act, Section 13.1-801, et seq., of the Code of Virginia (1950), and all amendments thereof.

Section 7. "Governing Documents" shall mean and refer to Raven Pointe's Articles of Incorporation, Deed of Dedication and any amendments and Supplementary Declarations thereto, these Bylaws, and the Association's Rules and Regulations as adopted by the Board of Directors from time to time.

Section 8. Any capitalized words used in these Bylaws (other than words that normally would be capitalized) shall have the meanings assigned to them in these Bylaws or in Raven Pointe's Deed of Dedication and any amendments thereto.

ARTICLE II

LOCATION

Section 1. The principal office of the Association shall be located at the residence of the President of the Association, or at such other location as is determined by the directors.

ARTICLE III

MEMBERSHIP, RECORD ADDRESS, AND VOTING RIGHTS

Section 1. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessments by the Association. Ownership of such a Lot shall be the sole qualification for membership.

Section 2. The Association shall have one class of voting membership. Each Member shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot, and no fractional vote may be cast.

Section 3. The address of record for each Member shall be the street address of the Member's Lot, unless the Association receives written instructions from the Member to mail notices and other correspondence to a different address. When there are multiple owners of a Lot, only one copy of notices and other correspondence will be sent, unless the Association receives written notice from a Member requesting a separate copy of such notices and other correspondence.

Section 4. The voting rights of a Member are automatically suspended when the Member is more than thirty days' delinquent in the payment of any assessments due the Association; but upon payment of such assessments, the rights and privileges shall be automatically restored.

ARTICLE IV

MEETINGS OF MEMBERS

Section 1. The annual meeting of Members shall be at such times as may be fixed by the Board of Directors, but in no event shall be later than twelve months after the date of the previous annual meeting. In addition to the election of directors, Members may conduct such other business as allowed by law and the Governing Documents.

Section 2. Special meetings of the Members for any lawful purpose may be called at any time by any two or more members of the Board of Directors, or upon written request of the Members who have a right to vote at least one-fifth of all of the votes of the entire membership.

Section 3. Notice of each meeting shall be given to the Members by the Secretary, who may delegate that responsibility to an agent or other representative of the Association. Notice may be given to the Member either personally by hand-delivery or by sending a copy of the notice through the mail, postage thereon fully prepaid, to the Member's address of record. Notice of any meetings, regular or special, shall be mailed or delivered no less than ten days nor more than sixty days in advance of any meeting and shall set forth the time, date and location of the meeting, and, if a special meeting, the purpose(s) of the meeting; provided however, that if any action to be transacted at the meeting is governed by the Articles of Incorporation or the Deed of Dedication, notice of such meeting shall be given or sent as therein provided.

Section 4. The presence at the annual meeting, in person or by proxy, of Members entitled to cast at least ten percent of all votes in the Association shall constitute a quorum for passing all

association business other than raising dues above \$200 or any assessments. If the required quorum is not forthcoming at any meeting, another meeting(s) may be called subject to the applicable notice requirement set forth in these Bylaws, and the required quorum at any such subsequent meeting shall be one-half of the required quorum at the preceding meeting. No such subsequent meeting shall be held more than sixty days following the preceding meeting. The Members present at such subsequent meeting may take any action, including, without limitation, the election of directors, which might have been taken at the original or preceding meeting had a quorum been present.

Section 5. A majority of the votes cast by the Members present in person or by proxy at a meeting of Members duly called and at which a quorum is present shall be sufficient to take or authorize action upon any matter that may properly come before the meeting, except as otherwise required by the laws of Virginia or the Deed of Dedication.

ARTICLE V

PROXIES

Section 1. At all corporate meetings of Members, each Member may vote in person or by proxy.

Section 2. All proxy appointments shall be in writing, signed and dated by an Owner of the Lot, and filed with the Secretary. A proxy appointment shall be valid for a period of eleven months unless a longer period is expressly provided in the appointment form, except that every proxy appointment shall automatically become void upon sale or other transfer of the Member's ownership interest in the Lot.

Section 3. Notwithstanding the requirements in Section 2, the Board of Directors may adopt and publish rules and regulations permitting the appointment of a proxy by means of an electronic form. When validated by the Secretary or other designed officer or director of the Association, such electronic proxy appointment shall be equivalent to a written proxy appointment.

ARTICLE VI

BOARD OF DIRECTORS – SIZE, QUALIFICATIONS, AND ELECTIONS

Section 1. Directors shall be elected at the annual meeting of Members, or at a special meeting called for that purpose as provided by law, by a plurality of the votes cast at such election. Directors shall serve until the date fixed for the next annual meeting of Members and until the election of their respective successors. Directors must be Members. There shall be a minimum of three directors and a maximum of five directors. Directors shall not be paid a director's fee or other compensation for services rendered to the Association in their capacity as directors, but shall be reimbursed their reasonable and necessary expenses as authorized by the Board.

Section 2. At an annual meeting, or a meeting called for the purpose of electing directors, the Members may cast, in respect of each vacancy, as many votes as they are entitled to exercise

under the provisions of the Deed of Dedication. Cumulative voting is not allowed. The names receiving the largest number of votes shall be elected.

Section 3. Nominations for vacant director positions will be taken from the floor at a meeting called for the purpose of electing directors; however, there may be no nominations from the floor if rules and regulations are adopted for the election of directors by mail or by electronic means, as authorized in Section 6.

Section 4. It shall be the responsibility of one or more inspectors of election, if desired and appointed by the presiding officer or the Board, to oversee the tabulation of the votes and to report the results of the voting for election of directors at the annual or other special meeting at which such elections are held. The Secretary or other designated officer or director of the Association shall ascertain that any Member casting a vote by proxy is acting pursuant to a valid proxy appointment. Neither the Board of Directors nor the inspectors of election shall be required to disclose to anyone the vote of any Member or a Member's proxy.

Section 5. Any director may be removed from the Board, with or without cause, by a majority vote of the Members present, in person or by proxy, at a special meeting of the Members called for that purpose, and a successor may then and there be elected by the Members to fill the vacancy thus created, with the successor serving for the unexpired term of the removed director. Any director whose removal has been proposed shall be given an opportunity to be heard at the meeting prior to the vote. In the event of death or resignation of a director prior to the expiration of the director's term, the resulting vacancy on the Board of Directors may be filled by a majority vote of the remaining directors then in office, with the director so appointed serving until the next Member's meeting at which directors are elected. A director shall be deemed to have resigned from the Board as of the date the director sells his Lot(s) and is therefore no longer a Member.

Section 6. In lieu of conducting the election of directors at the Members' annual meeting, the election of directors may be conducted by mail and/or by electronic transmission (to the extent authorized under the Nonstock Corporation Act) at the option of the Board of Directors, and the Board of Directors is authorized to adopt and issue rules and regulations to implement a secure and auditable procedure for mail-in ballots and for ballots submitted by electronic transmission.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

(a) to call special meetings of the Members whenever it deems necessary, and it shall call a meeting at any time upon written request of one-fifth of the voting Membership as provided in Article IV, Section 2, of these Bylaws.

(b) to appoint and remove at its pleasure all officers, agents, and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these Bylaws shall be construed to prohibit the employment of any Member, officer, or director of the Association in any capacity whatsoever.

(c) to establish, levy and assess, and collect the annual assessments (dues) and other permissible charges referred to in the Governing Documents and applicable law.

(d) to adopt and publish rules and regulations governing the use of the common areas and facilities and the personal conduct of the Members and their guests thereon, and with respect to other areas of responsibility of the Association and Board.

(e) to exercise for the Association all powers, duties, and authority vested in or delegated to this Association, except those reserved to the Members by the Deed of Dedication, Articles of Incorporation, or applicable law.

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

(a) to cause to be kept a complete set of corporate records as required by Section 13.1-932 of the Nonstock Corporation Act, and to present to the Members at the annual meeting of the Members a summary of the Board's actions for the year and written statements of the Association's financial position and the results of its operations for the year.

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

(c) as more fully provided in the Deed of Dedication:

(1) to fix the amount of the annual assessment against each Lot for each assessment period at least thirty days in advance of such date or period; and

(2) to prepare a roster of the Lots and assessment applicable thereto which shall be kept in the Office of the Association and shall be open to inspection by any Member (except that other Members' phone numbers and email addresses shall not be open for inspection unless a Member has given prior authorization to the Board for the release of that Member's information); and

(3) to send written notice of each annual assessment to every Owner subject thereto. Annual assessments shall be due and payable February 1 of each year, unless otherwise determined by the Board and specified in the assessment notice.

(d) to cause delinquency notices to be sent to the Owner at thirty and sixty days delinquent, and a Final Notice before Legal Action to be sent at ninety days delinquent. The Final Notice shall be sent via Certified First-Class mail, Return Receipt Requested, and shall be effective even if returned unclaimed. The ninety day notice shall bear a collection fee of \$25.00 plus all applicable postage fees and interest. When an annual assessment remains unpaid thirty days after the Final Notice, a lien may be placed against the lot to secure payment. The legal fees and court costs to secure such lien will result in additional assessments, which will be incorporated into the lien.

(e) to comply with the provisions of the POAA and in conjunction therewith, to prepare and make available to any Owner (or agent) upon request an association disclosure packet, with the fee therefor to be determined by the Board of Directors.

ARTICLE VIII

DIRECTORS' MEETINGS

Section 1. A regular meeting of the Board of Directors shall be held at least quarterly, on a day and at a time that a majority of directors can attend. A director who cannot attend a called meeting may cause the meeting to be rescheduled upon request.

Section 2. Notice of regular Board meetings shall be given to each Board member not less than 72 hours prior to the meeting. In addition, notice of the time, date, and place of each regular meeting shall be given in a manner reasonably calculated to inform a majority of the Owners.

Section 3. Special meetings of the Board of Directors shall be held when called by any director or officer of the Association after not less than 72 hours' notice, except that for special meetings to discuss an issue requiring immediate action by the Board, not less than twenty-four hours' notice must be given to each director. Such notice need not be in writing. Notice to Owners of special meetings of the Board of Directors shall be given contemporaneously with the notice provided to directors and in a manner reasonably calculated to be available to a majority of the Owners.

Section 4. Any director may at any time, in writing, waive notice of any meeting of the Board, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a director at any meeting of the Board shall constitute a waiver of notice, unless the director 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 presiding officer at or prior to the convening of the meeting. All such written waivers, consents, or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

Section 5. The majority of the Board of Directors shall constitute a quorum thereof.

Section 6. As long as at least two directors are physically present at the meeting place referenced in the meeting notice, directors may participate in a Board meeting by telephone conference, video conference or similar electronic means, as allowed by Section 55-510.1 of the POAA. Directors may not vote by proxy.

Section 7. Meetings of the Board of Directors shall be open to observation by Members, except when the Board has convened into executive session as allowed by law. Members may address the Board at such time, or times, as may be designated for comments in the agenda for an open meeting, or when recognized by the chair.

Section 8. To the extent permitted by the Nonstock Corporation Act, 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 unanimous written consent of all the directors for the action taken. Any action so approved shall have the same effect as though taken at a meeting of the directors.

Section 9. Nothing herein shall be interpreted to preclude the Board from delegating to certain directors, officers, or agents the authority to act on behalf of the Board on such matters that may arise between meetings of the Board, as the Board deems appropriate.

Section 10. In the event that any member of the Board of Directors shall be absent from three consecutive meetings of the Board of Directors without prior approval of the Board as reflected

in meeting minutes (i.e., three consecutive unexcused absences), that member shall automatically be deemed to have resigned from the Board.

ARTICLE IX

OFFICERS

Section 1. The officers shall be President, Vice President, Secretary, and Treasurer. All such officers shall be Members of the Association. Only members of the Board of Directors shall be eligible to serve as President and Vice President.

Section 2. The officers shall be elected by a majority vote of the directors.

Section 3. All officers shall be elected for one-year terms and shall hold office until a successor is elected, unless the officer shall sooner resign, be removed, or otherwise disqualified to serve. The Board of Directors may remove any officer from office with or without cause at any time. 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 4. The President shall preside at meetings of the Board of Directors, shall see that orders and resolutions of the Board of Directors are carried out, and sign all notes, leases, mortgages, deeds and all other written instruments as necessary, except where the Board has designated or authorized another officer(s) to sign such instruments.

Section 5. The Vice President shall assist the President, and shall fulfill the duties of the President in the absence of the President or in the event of the President's inability or refusal to act.

Section 6. The Secretary, or an agent appointed by the Board of Directors, shall:

- (a) record the votes and keep the minutes of all open meetings in a book or file designated for that purpose;
- (b) keep the records of the Association; and
- (c) record in a book or file designated for that purpose the names of all Members of the Association, together with their addresses as registered by such Members.

Section 7. The Treasurer, or an agent appointed by the Board of Directors, shall:

- (a) receive and deposit in bank accounts authorized by the Board of Directors all monies of the Association and shall disburse such funds as directed by the Board of Directors; provided, however, that a resolution of the Board shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board of Directors; and provided, further, that checks written against the Association's bank account shall not be valid unless signed by two directors.

- (b) keep proper books of account and present an accounting of the Association's finances to the Membership at each annual Members' meeting and at the completion of each fiscal year;
- (c) present an accounting of the Association's finances at each regular Board of Directors meeting; and
- (d) include with each financial presentation at least an income statement and balance sheet, together with a comparison of actual results to the annual budget.

ARTICLE X

BOOKS AND PAPERS

Section 1. The books, records, and papers of the Association shall at a mutually convenient time and location, and upon five days' written notice, be subject to the inspection of any Member for a proper purpose, subject to the requirements and limitations set forth in Section 55-510 of the POAA. Nothing in these Bylaws shall be deemed to grant a right of inspection and copying to books and records that may be withheld from inspection and copying as provided by law.

Section 2. Association books and records maintained in electronic form shall be treated as if maintained on paper in human-readable form, and shall be subject to the similar rights of inspection and copying in read-only format.

Section 3. Association books and records maintained in electronic form on the personal computers of directors and officers are, notwithstanding their location, corporate records. Such books and records shall be delivered, unaltered, to the President or Secretary of the Association in electronic form when the director or officer leaves office. In no event shall this provision be interpreted to require inspection or turnover of anything other than the official books and records of the Association.

ARTICLE XI

INDEMNIFICATION

Section 1. Each director and officer of the Association shall be indemnified by the Association against all uninsured expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, or any settlement thereof, by reason of his or her being or having been a director or officer of the Association, whether or not a director or officer at the time such expenses are incurred, except in such cases wherein that director or officer is adjudged guilty of bad faith, criminal conduct or other willful misfeasance in the performance of his or her duties; provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement as being in the best interests of the Association. Notwithstanding the above, before any Association funds are used for indemnification, all insurance proceeds must be obtained and applied toward such expenses and liabilities to the greatest extent possible.

ARTICLE XII

AMENDMENTS

Section 1. These Bylaws may be amended at a regular or special meeting of the Members, called for that purpose, by a vote of the majority of a quorum of Members present in person or by proxy, provided that those provisions of these Bylaws which are governed by the Articles of Incorporation may not be amended except as provided in the Articles of Incorporation or applicable law; and provided further that any matter stated herein to be or which is, in fact, governed by the Deed of Dedication and applicable law may not be amended except as provided in such Deed of Dedication and applicable law.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Deed of Dedication and these Bylaws, the Deed shall control.

Adopted by vote of the Board of Directors on November 12, 2012

CERTIFICATION

I, the undersigned, do hereby certify:

That I am the duly elected Secretary of Raven Pointe Homeowners' Association, Inc., a Virginia nonstock corporation, and,

That the foregoing Bylaws constitute the Bylaws of said Association, as duly adopted at a meeting of the Board of Directors, held on November 12, 2012.



Lori Kovich, Secretary