

BYLAWS OF NON-PROFIT

PEETE RIVER FARM PROPERTY OWNERS' ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION

The name of the corporation is Peete River Farm Property Owners' Association, Inc., hereinafter referred to as the "Association." The principal office of the corporation shall be located in Mecklenburg County, Virginia, but meetings of Members and Directors may be held at such places within the State of North Carolina, County of Warren or the State of Virginia, County of Mecklenburg, as may be designated by the Board of Directors.

ARTICLE II

Purpose

The bylaws are organized for the purpose of supporting and managing the Association. The bylaws govern how the Non-Profit POA operates and contains information needed to run the Association as a business and for the purpose of performing all things incidental to the Association. All business and affairs of the Association will be managed by or under the direction of the Board.

ARTICLE III

DEFINITIONS

The following words when used in these Bylaws or any amendments hereto (unless the context shall otherwise require) shall have the following meanings:

- a) "Articles" shall mean and refer to the Articles of Incorporation of the Association.
- b) "Association" shall mean and refer to the Peete River Farm Property Owners' Association, Inc., a Virginia nonprofit corporation, and/or any surviving corporation resulting from merger of Peete River Farm Property Owners' Association, Inc. with another association as allowed in the Declaration.
- c) "Board" shall mean and refer to the Board of Directors of the Association.
- d) Bylaws shall provide rules governing the internal management of the Association.
- e) "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions for Peete River Farm as recorded in Mecklenburg County, Virginia and Warren County, North Carolina.
- f) "Landscaped Rights-of-Way" shall mean the medians and other common areas within public or private street rights-of-way within or adjoining the Property which are designated as Landscaped Rights-of-Way by the Board.

- g) 'Lot' shall mean and refer to any numbered or lettered plot of land which is part of the Property, is intended for single-family residential use and is shown on any plat in the office of the Register of Deeds for Mecklenburg County, Virginia or Warren County, North Carolina.
- h) "Maintain", "Maintenance" or any substantially similar term used in the Declaration, when applied to a power or duty of the Association shall mean and include, without limitation, the right to repair, replace, improve, operate and use the improvement, property or other item which is the subject thereof.
- i) "Member" shall mean and refer to each Owner of a Lot who is a member of the Association as provided in the Declaration.
- j) "Owner" shall mean and refer to the owner of record as shown in the Mecklenburg County, Virginia Registry or Warren County, North Carolina Registry, whether one or more persons or entities, of fee simple title to any Lot.
- k) "Person" shall mean and refer to any individual, corporation, partnership, association, trust or other legal entity.
- l) "Property" shall mean the Property described on Exhibit A to the Declaration and any and all other Additional Property (as therein defined) made subject to the Declaration by Supplemental Declaration as provided therein.

ARTICLE IV

MEMBERSHIP AND PROPERTY RIGHTS

Section 1 Membership Each and every Owner of a Lot shall automatically become and be a Member of the Association.

Section 2 Classes of Voting Members Voting rights of Members are fully specified within the Declaration of Covenants.

A Person's membership in the Association shall terminate automatically whenever such Person ceases to be an Owner, but such termination shall not release or relieve any such Person from any liability or obligation incurred under or in any way connected with the Association or this Declaration during the period of such Person's ownership, or impair any rights or remedies which the Association or any other Owner has with regard to such former Owner.

ARTICLE V

MEETINGS OF MEMBERS

Section 1 Annual Meetings Meetings of the Members shall be held at least once each year and shall be held in the same month of each year at such time and place as the Board of Directors may prescribe. Meetings will be presided over by the President of the Board, or in the President's absence by a Director chosen at the Meeting. The Secretary will act as Secretary of the meeting, but in the absence of the Secretary, the person presiding at the meeting may appoint any person to act as Secretary of the meeting.

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 cast one-fourth (1/4) of all the votes.

Section 3 Notice of Meetings In addition to other means specified herein, 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 any method authorized in this section. Notices may be sent by mailing a copy of such notice, postage prepaid, at least fifteen (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. In lieu of mailing a copy of such notices via regular U.S. Post, notice of annual and special meetings of the Membership, proxies for meetings and any other notices sent by the Association intended for a Member may be sent via electronic mail (within the same times set forth above) to those Members who have registered to receive such notices by electronic mail. All notices, whether sent by mail or electronic mail, shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of that meeting. Waiver by a member in writing of the notice required herein, signed by him before or after such meeting, shall be equivalent to the giving of such notice.

Section 4 Quorum The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, one-fourth (1/4) of the votes shall constitute 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 the 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 and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot.

ARTICLE VI

BOARD OF DIRECTORS

Section 1 Number The business affairs of the Association shall be managed by a Board of Directors, consisting of not less than (5) persons, all of whom shall be required to be Members of the Association.

Section 2 Election Directors of the Board will be elected by a majority of the votes of the members present in person or represented by proxy at the meeting and entitled to vote on the election.

Section 3 Term of Office At each annual meeting the Members shall elect for terms of two (2) years each the successors to those Directors whose terms are expiring or who have otherwise vacated their Board position. Any Director may resign at any time upon notice giving in writing or by electronic transmission to the Board of Directors.

Section 4 Removal Any Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. In the event of death, resignation or removal of a Director, their successor shall be selected by the remaining members of the Board, and shall serve for the unexpired term of the predecessor.

Section 5 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 6 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 VII

NOMINATION AND ELECTION OF THE BOARD OF DIRECTORS

Section 1 Nomination Nomination for election to the Board of Directors shall be made by any member of the Board of Directors. Nominations may also be made from the floor at the annual meeting.

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 to 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.

The association shall publish the names and addresses of all officers and board members of the association within 30 days of their election.

ARTICLE VIII

MEETINGS OF DIRECTORS

Section 1 Regular Meetings Meetings of the Board of Directors shall be held at least quarterly and at a time and a convenient location to allow participation by members. Notice shall be provided via the Association website or electronic transmission. Notice will be provided at least 15 days in advance and will include time, location and agenda.

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 IX

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1 The Association will be governed by a Board of Directors (“Board”). Powers in addition to or in furtherance of the powers of the Board set forth in the Declaration, the Board shall have power to:

- a) Establish policies and directives governing the business of the Association subject to the provisions of the Bylaws and Covenants.
- b) Suspend the voting rights of a Member during any period in which such Member shall be in default in the payment of any assessment, dues or charge levied by the Association. Such right may also be suspended after notice and hearing, for a period not to exceed sixty (60) days, for infraction of published rules and regulations;
- c) Subject to all required approvals of the Members, acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;
- d) Borrow money to carry out the functions of the Association, and with the affirmative vote of two-thirds (2/3) of the votes entitled to be cast by the Members present or represented by proxy at a meeting at which a quorum is present and which is duly called and held for the following purpose, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- e) Subject to the affirmative vote of two-thirds (2/3) of the votes of each class of membership entitled to be cast by the Members present or represented by proxy at a duly called meeting at which a quorum is present, dedicate or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and upon such conditions as the Board, or the Members who exercise the required affirmative vote (if the motion or resolution passed by such vote contains such conditions), may determine.

Section 2 Duties In addition to or in furtherance of the duties of the Board set forth in the Declaration, it shall be the duty of the Board of Directors:

- a) To cause to be kept a complete record of all of its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or any special meeting when such statement is requested in writing by one-fourth (1/4) of the Members who are entitled to vote;
- b) To supervise all officers, agents and employees of the 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 against each Lot at least thirty (30) days prior to the beginning of the year for which such assessment is to be effective (provided, however, in the event the Board shall fail to so fix the

- amount of the annual assessment, the annual assessment then in effect shall continue until such time as the Board shall fix a different annual assessment amount);
- ii. send written notice of each annual assessment to every Owner of a Lot subject thereto at least thirty (30) days in advance of the beginning of each year for which such annual assessment is to be effective (provided, however, that failure of the Board to send such notice shall in no way affect the obligation of such Owner to pay annual assessments); and
 - iii. 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 same;
- d) To issue, or to cause an appropriate officer or agent 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 certificate shall be conclusive evidence of such payment;
 - e) As set forth in the Declaration, to procure and maintain liability insurance covering the Association, its directors, officers, agents and employees and procure and maintain adequate hazard insurance on the Common Property owned by the Association;
 - f) To cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
 - g) To operate an Architectural Control Committee subject to the provisions of the Declaration;
 - h) To cause the Common Area to be maintained in the manner provided for in the Declaration;
 - i) To maintain any dedicated streets or open spaces within the Project which are not, in the opinion of the Board, adequately maintained by an appropriate governmental authority;
 - j) To maintain Landscaped Rights of Way and Roadway Medians as provided in the Declaration;
 - k) To perform such other maintenance and services as set out in the Declaration; and
 - l) If and when appropriate and pursuant to the terms and conditions of the Declaration, to cause Lots and the exterior of dwellings on Lots to be maintained.
 - m) To provide an Association disclosure packet to an Owner or their agent which is selling their Lot.
 - n) To file an annual report in a form and at such time as prescribed by regulations of the Common Interest Community Board of Virginia.
 - o) To annually prepare a budget of the Association's expected revenues and expenses.
 - p) To maintain a Reserve Fund in anticipation of required repair/replacement of the common property, limited common property, monuments and any other property the Peete River Farm is responsible for as stated in the Covenants:
 - i. To periodically have a Reserve Study conducted that forms the basis for the reserve fund, but not less than every five (5) years,
 - ii. To allocate funds for the repair and update of Peete River Farm assets,
 - iii. To maintain an up-to-date listing of Peete River Farm assets, and
 - iv. The listing of the assets shall be the basis for the Reserve Funding.

ARTICLE X

OFFICERS AND THEIR DUTIES

Section 1 Enumeration of Officers The officers of this Association shall be a President and one Vice-President, a Secretary, a Treasurer and such other officers as the Board 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. Officers shall be elected by the Board of Directors.

Section 3 Compensation No officer shall receive compensation for services rendered in such capacity to the Association; provided, however, that an officer may be reimbursed for actual expenses incurred in the performance of such duties.

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 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 they replace.

Section 7 Multiple Offices The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices, 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 have the responsibility of the general management and supervision, direction and control of the business affairs of the Association subject to the advice and consent of the Board of Directors. The President shall preside at all meetings of the Board; 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 and promissory notes (provided, however, the President may delegate his or her duty to co-sign all checks of the Association to a professional management company employed to manage the Association). The President shall perform all other duties and carry out responsibilities as determined by the Board.
- b) Vice-President The Vice-President shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

- c) Secretary The Secretary shall be the custodian of all records and documents of the Association. 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.
- d) Treasurer The treasurer shall keep accurate fiscal records for the Association, 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 (provided, however, the Treasurer may delegate his or her duty to co-sign all checks of the Association to a professional management company employed to manage the Association); keep proper books of account; cause an annual audit of the Association books to be made by an independent public accountant at the completion of each fiscal year; and shall prepare an annual budget and statement of income and expenditures to be represented to the membership at its regular annual meeting, and deliver a copy of each to the Members.

ARTICLE XI

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 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.

All documents will be posted on the Peete River Farm's website within 30 days of approval of the final draft of the document. The following lists documents to be posted:

- a) Annual Member Agenda and Meeting Minutes,
- b) Reserve Study and annual audits of same,
- c) Current year budget,
- d) Monthly Board of Director (BOD) meeting Agenda and Minutes,
- e) Financial Reports – Monthly, Quarterly or Annually, as required by the BOD and at a minimum annually provided to the Members of the Association.
- f) Peete River Farm Property Owners' Association Declarations of Covenants, Conditions and Restrictions,
- g) Peete River Farm Property Owners' Association ByLaws,
- h) Except that discussions and records pertinent to delinquencies and violations are to be excluded from the record available to the members.

ARTICLE XII

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 lesser of twelve percent (12%) per annum or the highest lawful rate per annum and a late charge in the amount of fifteen percent (15%) shall be added to the assessment. In addition, the Association may bring an action at law against the Owner personally obligated to pay the delinquent assessment or foreclose the lien against that Owner's Lot, and interest, costs and reasonable attorney's fees of any such action shall be added to the amount of the assessments. 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 XIII

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words:

PEETE RIVER FARM PROPERTY OWNERS' ASSOCIATION, INC.

ARTICLE XIV

AMENDMENTS

Section 1 Amendments by Members These Bylaws may be amended, at a regular or special meeting of the Members, by a two-thirds vote of all Members. Votes shall include those present in person and by proxy.

Section 2 Amendment by Amendment to Declaration In addition to the foregoing methods of amending these Bylaws, if a provision of the Declaration or Articles is amended and prior to such amendment, there is an identical provision in these Bylaws, then the identical provision contained in these Bylaws shall be deemed amended to conform to the corresponding amended provision of the Declaration or Articles.

ARTICLE XV

MISCELLANEOUS

Section 1 Fiscal Year The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall

begin on the date of incorporation of the Association and end on December 31 of the year of incorporation.

Section 2 Titles The titles, headings and captions which have been used throughout this Declaration are for convenience only and are not to be used in construing this Declaration or any part thereof.

Section 3 Number and Gender Whenever the context of this Declaration requires, the singular shall include the plural and one gender shall include all.

Section 4 Conflicts In the case of any conflict between the Articles and these Bylaws, the Articles shall control; in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

IN WITNESS WHEREOF, we, being all of the directors of Peete River Farm Property Owners' Association, Inc., have hereunto set our hands this 30th day of April, 2017.

Bobby Glass
Regis Rulifson
Debra Steimers
Nancy McDonnell
Drew Goodwin
David Lilley

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting Secretary of Peete River Farm Property Owners' Association, Inc.;

THAT the foregoing Bylaws constitute the Bylaws of said Association, as duly adopted pursuant to consent to action in the Meeting of the Membership of the Peete River Farm Property Owner's Association, held on the 30 day of April, 2017.

Nancy McDonnell
Secretary

Date