

**BYLAWS**

**OF**

**DUNLOP FARMS ASSOCIATION, INC.**

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**ARTICLE I**

## **Plan of Ownership**

Section 1.1. **Applicability.** These Bylaws provide for the governance of Dunlop Farms Association, Inc., a Virginia nonstock corporation (the “Association”). Capitalized terms used herein without definition shall have the meanings specified for such terms in the Articles of Incorporation (the “Articles”).

Section 1.2. **Compliance.** From and after the effective date of the Articles, every Owner of a Lot and all those entitled to occupy a Lot or any portion thereof (each, a Member) shall comply with these Bylaws.

Section 1.3. **Office.** The principal office of the Association shall be located at 3231 Longhorn Drive, Colonial Heights, Virginia 23834, or at such other place as may be designated from time to time by the Board of Directors.

Section 1.4. **Composition; Performance of Responsibilities.** The Association shall consist of all of the Members acting as a group. Except as to those matters which applicable law specifically requires to be decided by the vote of the Association, the responsibilities of the Association shall be performed by the Board of Directors as more particularly set forth in Article III of these Bylaws.

## **ARTICLE II**

### **Meetings of Association**

Section 2.1. **Annual Meetings.** The annual meeting of the Association shall be held on the \_\_\_\_\_ of \_\_\_\_\_ of each year unless the same shall fall on a legal holiday, in which case the annual meeting shall be held on the next ensuing day which is not a legal holiday.

Section 2.2. **Place of Meetings.** Meetings of the Association shall be held at the principal office of the Association or at other suitable place as may be designated by the Board of Directors.

Section 2.3. **Special Meetings.** The president shall call a special meeting of the Association if so directed by resolution of the Board of Directors or upon a petition signed and presented to the Secretary by Class A Members holding not less than twenty-five percent of the membership votes. The notice of any special meeting shall state the time, place and purpose thereof. No business shall be transacted at a special meeting except as stated in the notice.

Section 2.4. **Notice of Meetings.** The Secretary shall mail to each Member a notice of each annual or regularly scheduled meeting of the Association at least ten but not more than 60 days prior to such meeting, stating the time and place thereof. Notice of any other meeting shall be sent to at least ten but not more than 60 days prior to such meeting, stating the time, place and purpose thereof. Notwithstanding the foregoing, notice of any meeting at which there shall be voted upon any amendment to the Articles, a plan of merger, a proposed sale of assets pursuant to Section 13.1-900 of the Code of Virginia or the dissolution of the Association shall be given as required by Section 13.1-842 of the Code of Virginia. The mailing of a notice of meeting in the manner provided in these Bylaws shall be considered service of notice.

Section 2.5. **Adjournment of Meetings.** If at any meeting of the Association a quorum is not present, Class A Members holding a majority of the votes who are present at such meeting

in person or by proxy may adjourn the meeting to a time not less than forty-eight hours after the time the original meeting was called.

Section 2.6. Voting. Voting at all meetings of the Association shall be on the basis set forth in the Articles. Each Lot upon which a single-family dwelling has been built shall be afforded one vote, notwithstanding that the ownership of such Lot is in more than one person. Wherever the approval or disapproval of a Class A Member is required, such approval or disapproval shall be made only by a person who would be entitled to cast the vote of such Lot at any meeting of the Association. Except where a greater number is required by law, Class A Members holding more than one-half of the aggregate membership votes present in person or by proxy at a duly called meeting are required to adopt decisions at any meeting of the Association.

Section 2.7. Proxies. A vote may be cast in person or by proxy. Proxies shall be duly executed in writing by one with authority to execute deeds pursuant to the requirements of Section 13.1-847 of the Code of Virginia and must be filed with the Secretary before or at the appointed time of the meeting. Such proxy shall be deemed revoked only upon actual receipt of notice of revocation by the person presiding over the meeting from any of the persons owning the Lot with respect to which the vote is cast. No proxy shall in any event be valid for a period in excess of eleven months after the execution thereof and, in any event, any proxy shall terminate automatically upon the adjournment of the first meeting held on or after the date of proxy.

Section 2.8. Quorum. Except as otherwise provided in these Bylaws or in the Declarations relating to Members' approval of special assessments and certain increases in regular assessments, the presence in person or by proxy of the Class A Members holding ten percent of the aggregate membership votes shall constitute a quorum at all meetings of the Association.

Section 2.9. Conduct of Meetings. The President shall preside over all meetings of the Association, and the Secretary shall keep the minutes of the meeting and record in a minute book all resolutions adopted at the meeting as well as a record of all transactions occurring thereat. The then current edition of Robert's Rules of Order shall govern the conduct of all meetings of the Association when not in conflict with applicable law.

## **ARTICLE III**

### **Board of Directors**

Section 3.1. Number. The affairs of the Association shall be managed under the direction of its Board of Directors. The initial Board of Directors shall consist of five persons: one director shall be elected from each of Dunlop Farms Sections 2, 7 and 9, by the Members

residing in Dunlop Farms Sections 2, 7 and 9, respectively, and two directors shall be elected from Dunlop Farms Section 1 by the Members residing in Dunlop Farms Section 1. The number of persons comprising the Board of Directors may be changed by amendment to these Bylaws.

Section 3.2. Election of Directors. The directors shall be elected or appointed in the manner provided in the Articles and these Bylaws. Except as otherwise provided in the Articles, the directors shall be elected at each annual meeting of the Association. The candidates receiving the most votes shall be elected. The directors shall serve until the next annual meeting following their election. Elections shall be by written ballot of the Members.

Section 3.3. Removal of Directors. The directors shall be removed in the manner provided in the Articles. A director whose removal has been proposed shall be given at least seven (7) days' notice of the time, place and purpose of the meeting and shall be given an opportunity to be heard at the meeting at which a vote is to be taken on his removal.

Section 3.4. Powers and Duties. The Board of Directors shall have all of the powers and duties necessary for the administration of the affairs of the Association and may do all such acts and things as are by applicable law required to be exercised and done by the Association. If applicable, the Board of Directors may from time to time elect to have the Association treated as a "homeowner's association" within the meaning of Section 528 of the Internal Revenue Code of 1986, as amended. The Board of Directors shall have the power to designate those officers authorized to provide statements and waivers to Members as may be desirable. The Board of Directors may delegate to one of its members or to a committee the authority to act on behalf of the Board of Directors when the Board deems such delegation to be appropriate. In addition to the duties imposed by these Bylaws or by any resolution of the Association that may hereafter be adopted, the Board of Directors shall on behalf of the Association:

- (i) Provide for the operation, care, upkeep, maintenance and servicing of the Common Areas and for such other real estate (not a Common Area) which the Board of Directors and at least two-thirds of the Members voting in person or by proxy at a duly called meeting determines to be in the best interests of the Association to maintain (such as, for example but without limitation, landscaping of and maintenance of Common Areas).
- (ii) Collect the assessments against Class A Members, deposit the proceeds thereof in bank depositories designated by the Board of Directors and use the proceeds to carry out the administration of the Association.
- (iii) Open bank accounts on behalf of the Association and designate the signatories thereon.
- (iv) Make, or contract for the making of, repairs, additions and improvements to or alterations of the Common Areas.
- (v) Enforce by legal means the provisions and the rules and regulations promulgated pursuant to the Articles of Incorporation or these Bylaws. Without limiting the generality of the foregoing, the Board of Directors may assess charges against any Member for any violation of the rules and regulations, subject to the limitations provided in Section 55-513B of the Code of Virginia.

- (vi) Acquire, hold and dispose of Lots and Common Areas.
- (vii) Do such other things and acts not inconsistent with any document which the Board of Directors may be authorized to do under applicable law or by a resolution of the Association.
- (viii) Subject to Section 7.3 of these Bylaws, grant permits, licenses and easements under, through and over the Common Areas for drainage, utilities, roads and access and other purposes which are reasonably necessary to the ongoing development and operation of Dunlop Farms.
- (ix) Appoint members to the Architectural Review Committee.
- (x) Establish such committees with such powers and authority, as it shall from time to time deem appropriate.

Section 3.5. Vacancies. Vacancies in the Board of Directors shall be filled in the manner specified by the Articles.

Section 3.6. Organizational Meeting. The first meeting of the Board of Directors following the annual meeting of the Association shall be held within thirty days thereafter at such time and place as shall be fixed by the Association at the meeting at which such Board of Directors shall have been elected, and no notice shall be necessary to the newly elected members of the Board of Directors in order to legally constitute such meeting, provided a quorum of the Board of Directors shall be present.

Section 3.7. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the directors. Notice of regular meetings of the Board of Directors shall be given to each director, by mail or telegraph or telefacsimile, at least three business days before the day named for such meeting.

Section 3.8. Special Meetings. Special meetings of the Board of Directors may be called by the President on three business days notice to each director, given by mail or telegraph, which notice shall state the time, place and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and with like notice on the written request of at least a majority of the directors.

Section 3.9. Waiver of Notice. Any director may at any time, in writing signed by such director, waive notice of any meeting of the Board of Directors, and such waiver shall be deemed equivalent to the giving of such notice. Except in the circumstances described in Section 13.1-867B of the Code of Virginia, attendance by a director at any meeting of the Board of Directors shall constitute a waiver of notice by him of the time, place and purpose of such meeting. If all directors are present at any meeting of the Board of Directors, no notice shall be required and any business may be transacted at such meeting.

Section 3.10. Quorum of Board of Directors. At all meetings of the Board of Directors, a majority of the directors shall constitute a quorum for the transaction of business, and the vote of a majority of the directors present at a meeting at which a quorum is present shall constitute the decision of the Board of Directors. If at any meeting of the Board of Directors there shall be less than a quorum present, those present

may adjourn the meeting from time to time. At any such adjourned meeting at which a quorum is present, any business which might have been transacted at the meeting originally called may be transacted without further notice.

Section 3.11. Compensation. No director shall receive any compensation from the Association for acting as such; however, any director may be reimbursed for actual expenses incurred.

Section 3.12. Conduct of Meetings. The President shall preside over all meetings of the Board of Directors and the Secretary shall keep a minute book of the Board of Directors recording therein all resolutions adopted by the Board of Directors and a record of all transactions and proceedings occurring at such meetings.

Section 3.13. Action Without Meeting. Any action by the Board of Directors required or permitted to be taken at any meeting may be taken without a meeting if all of the members of the Board of Directors shall individually or collectively consent in writing to such action. Any such written consent shall be filed with the minutes of the proceedings of the Board of Directors.

## ARTICLE IV

### Officers

Section 4.1. Designation. The principal officers of the Association shall be the President, the Secretary and the Treasurer, all of whom shall be elected by the Board of Directors. The Board of Directors may appoint a Vice President, an Assistant Treasurer, an Assistant Secretary and such other officers as in its judgment may be necessary. The President and any other officers may, but need not, be members of the Board of Directors.

Section 4.2. Election of Officers. The officers of the Association shall be elected annually by the Board of Directors at the organizational meeting of each new Board of Directors and shall hold office at the pleasure of the Board of Directors.

Section 4.3. Removal of Officers. Upon the affirmative vote of a majority of the Board of Directors, any officer may be removed, either with or without cause, and a successor may be elected at any regular meeting of the Board of Directors or at any special meeting of the Board of Directors called for such purpose.

Section 4.4. President. The President shall be the chief executive officer of the Association, preside at all meetings of the Association and the Board of Directors and have all of the general powers and duties which are incident to the office of president of a corporation organized under the Virginia Nonstock Corporation Act.

Section 4.5. Secretary. The Secretary shall keep the minutes of all meetings of the Association and of the Board of Directors; have charge of such books and papers as the Board of Directors may direct; maintain a register setting forth the place to which all notices to Members shall be delivered; upon request by a conveying Member, deliver statements of all unpaid assessments applicable to the Lot to be conveyed; execute notices of delinquent assessment; execute notices of and releases of the lien for delinquent assessments; and perform the duties described elsewhere in the Bylaws and, in general, perform all the duties incident to the office of secretary of a corporation organized under the Virginia Nonstock Corporation Act.



Section 4.6. Treasurer. The Treasurer shall have the responsibility for Association funds and securities and shall be responsible for keeping full and accurate financial records and books of account showing all receipts and disbursements, and for the preparation of all required financial data, and be responsible for the depositories as may from time to time be designated by the Board of Directors; and, in general, perform all the duties incident to the office of treasurer of a corporate organized under the Virginia Nonstock Corporation Act.

Section 4.7. Compensation of Officers. No officer shall receive any compensation from the Association for acting as such; however, any officer may be reimbursed for actual expenses incurred as such officer.

## ARTICLE V

### Operation of the Property

Section 5.1. Fiscal Year. The fiscal year of the Association shall be the calendar year unless otherwise determined by the Board of Directors.

Section 5.2. Preparation and Approval of Budget. The Board of Directors shall adopt a budget for each fiscal year. In adopting a budget, the Board of Directors shall endeavor to establish an adequate fund to cover Common Area maintenance expenses and other costs and such other adequate reserves as the Board of Directors shall determine. The Board of Directors shall not be personally liable for the inadequacy of any reserve fund. The failure or delay of the Board of Directors to prepare or adopt a budget for any fiscal year after the initial budget is adopted shall not constitute a waiver or release in any manner of a Class A Member's obligation to pay his assessment as herein provided whenever the same shall be determined and, in the absence of any annual budget or adjusted budget, each Class A Member liable therefore shall continue to pay each periodic installment at the rate established for the previous fiscal year until notice of the periodic payment which is due more than ten days after such new annual or adjusted budget shall have been delivered.

Section 5.3. Establishment and Payment of Assessments. Assessments shall be established and levied as set forth herein. Each Class A Member liable therefore shall pay the assessments established by these Bylaws. No Class A Member shall be liable for the payment of any part of the assessment against his Lot and due subsequent to the date of recordation of a conveyance by him in fee of such Lot to a successor Owner (except a conveyance as security for the performance of an obligation). Each such assessment, together with the interest and costs of collection (including attorneys' fees), shall be the personal obligation of the Owner at the time the assessment fell due. Notwithstanding any provision contained herein, nothing in these Bylaws shall be construed to allow the Association to assess fees against: (a) Class B Members; or (b) the Members retroactively.

Section 5.4. Collection of Assessments. The Board of Directors may take action to collect any assessments due from any Class A Member.

Section 5.5. Statement of Assessments and Access to Records. In addition to complying with the requirements of Section 5.6 of these Bylaws, the Secretary shall promptly provide any Member or contract purchaser so requesting the same in writing with a copy of the current rules and regulations and a written statement of the amount of the regular and any special assessment levied against a Lot and all unpaid assessments due from such Member, if the requesting Member is a Class A Member. The Association shall make available for inspection and copying by a Member or his authorized agent, current copies of the rules and regulations of

the Association and all books, records and financial statements kept by the Association. The right of examination shall exist without reference to the duration of the membership and may be exercised during reasonable business hours or at a mutually convenient time and location and upon five day's written notice. The Association may impose and collect a charge, reflecting the actual cost of materials and labor, before providing copies of any documents, books and records.

Section 5.6. Disclosure Packets. In addition to providing a statement of assessments and making the Association's documents and records available as provided in Section 5.5 of these Bylaws, the Association shall provide to the Owner of a Lot who has contracted to sell the same, within 14 days of the actual receipt by the Association of a written request therefor and receipt of the appropriate fee, a disclosure packet containing all of the documents and other information required under Section 55-512 of the Code of Virginia. The Association may charge a fee for the preparation and issuance of each disclosure packet to reflect the actual cost of the preparation thereof not to exceed \$100.

Section 5.7. Maintenance, Repair, Replacement and Other Expenses. The Association shall be responsible for such maintenance, repair and replacement of the Common Areas. Unless otherwise determined by the Board of Directors, all repairs and replacements shall be substantially similar to the original construction and installation and shall be of good quality. The method of approving payment for repairs and replacements performed by the Association shall be determined by the Board of Directors.

## ARTICLE VI

### Miscellaneous

Section 6.1. Notices. All notices, demands, requests, statements or other communications under these Bylaws shall be in writing and, unless otherwise required by law, shall be either delivered in person or if sent by U.S. first class mail, postage prepaid, (i) if to a Member, at the address which the Member shall designate in writing and file with the Secretary or, if no such address is designated, at the address of the Lot of such Member, or (ii) if to the Association, at c/o 3231 Longhorn Drive, Colonial Heights, Virginia 23834, or at such other address as shall be designated by notice in writing to the Members pursuant to this Section. All such notices, demands, requests, statements or other communications shall be deemed to have been given upon the earlier of (i) delivery at the appropriate address above, whether in person, by express courier or by mail or (ii) three business days after the postmark date of mailing. Rejection or other refusal to accept shall not invalidate the effectiveness of any notice, demand, request, statement or other communication.

Section 6.2. Captions. The captions herein are inserted only as a matter of convenience and for reference, and in no way define, limit or describe the scope of these Bylaws or the intent of any provision thereof.

Section 6.3. Gender, Etc. The use of the masculine gender in these Bylaws shall be deemed to include the feminine and neuter genders and the use of the singular shall be deemed to include the plural, and vice versa, whenever the context so requires.

Section 6.4. Construction. These Bylaws are intended to comply with applicable laws and shall be so interpreted and applied.

Section 6.5. Amendments. These Bylaws may be amended only by a majority of the Board of Directors, except as provided otherwise in the Virginia Nonstock Corporation Act.

**AMENDMENTS  
TO THE BYLAWS OF  
DUNLOP FARMS ASSOCIATION, INC.**

**Amendment I.**

**Section 1. Article III, Section 3.1 of the Bylaws shall be replaced in its entirety with Section 2 of this Amendment I.**

**Section 2. The Board of Directors shall consist of up to seven (7) directors. Candidates for election to the Board of Directors shall be resident Members of Dunlop Farms without regard to the subdivision section, neighborhood or street of their residence and shall be elected at large with each director elected by a majority of the votes cast by members present and by proxy at each annual meeting.**

**April 21, 2014.**