

**AMENDED AND RESTATED BYLAWS  
OF  
LAKE REYNOVIA OWNERS ASSOCIATION, INC.**

**ARTICLE I. IDENTITY**

**Section 1. Name.** The name of the corporation is Lake Reynovia Owners Association, Inc., hereafter referred to as the Association.

**Section 2. Principal Office.** The principal office of the corporation shall be located at 1413 Sachem Place, Suite 2, Charlottesville, Virginia, 22901, or at such other place within the Commonwealth of Virginia, County of Albemarle, as may be designated from time to time by the Board of Directors.

**ARTICLE II. CONSTRUCTION**

**Section 1. Definitions.** All capitalized terms used in herein shall have the same respective meanings set forth in the Lake Reynovia Declaration of Covenants, Conditions, and Restrictions dated February 10, 1992, recorded in the Clerk's Office of the Circuit Court of Albemarle County, Virginia, in Deed Book 1210, page 375, as the same may from time to time be amended or supplemented (hereafter, the "Declaration").

**Section 2. Incorporation of Declaration by Reference.** The provisions of the Declaration are incorporated herein by this reference as a part of these By-laws as if the provisions of the Declaration were set forth fully herein.

**Section 3. Priority.** The provisions of these Bylaws are expressly subject to the provisions set forth in the Articles of Incorporation of the Association, the Declaration, and any recorded Supplementary Declaration. The terms and provisions of the Articles, the Declaration, and any recorded Supplementary Declaration are to be controlling wherever the same may be in the conflict herewith.

**ARTICLE III. MEETING OF MEMBERS**

**Section 1. Annual Meetings.** The Annual Meeting of the Members of the Association shall be held on the first Monday in October each year (revised 2/29/16).

**Section 2. Place of Meetings.** Meetings of the Members of the Association shall be held at the principal office of the Association or at such other suitable place convenient to the Members as may be designated by the Board of Directors.

**Section 3. Special Meetings.** A special meeting of the Members may be called by the President or by the Board of Directors at such date and time as the authority calling the meeting shall designated. The President shall call and duly notice a special meeting of Members within fifteen

(15) days after receiving a written request of the Members who are entitled to vote on one third (1/3) of all votes of the membership. Business transacted at any special meeting of Members shall be limited to the purposes stated in the notice of such meeting.

**Section 4. Notice of Meetings.** Written notice of each meeting of the Members shall be given by or at the direction of the secretary by mail or personally at least ten days and not more than sixty days before such meeting to each Member entitled to vote thereat; mail must be addressed at last address appearing on the membership roll or at last address supplied by the Member. Such notices shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

**Section 5. Quorum.** The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, twenty percent (20%) of the votes of the membership 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 power to adjourn the meeting from time to time until a quorum as aforesaid shall be present or be represented. (revised 3/21/2023)

**Section 6. 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 the Lot.

**Section 7. Voting Rights.** The Association shall have one class of voting membership. Members shall be Owners of Lots and shall be entitled to one vote for each Lot owned by said Member. The vote for any Lot owned by more than one Member shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

## ARTICLE IV. BOARD OF DIRECTORS

**Section 1. Number.** The affairs of this Association shall be managed by a board of at least three and no more than seven directors. All directors shall be Members of the Association, or spouses of Members. Subject to the forgoing, the actual number of directorships for each year shall be fixed by resolution of the Members or, in the absence thereof, shall be the number of directors actually elected by the Members. In addition, the immediate Past-President of the Association shall be an Ex-officio member of the Board for a period limited to one year.

**Section 2. Term of Office.** At the annual meeting, the Members shall elect directors for a term of one year.

**Section 3. 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, his or her successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his or her predecessor.

**Section 4. Compensation.** No director shall receive compensation for any service he may render to the Association as a director.

**Section 5. 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 approval of a majority of the directors either in writing or by telephone conversation of which a written record is kept by the President. Any action so approved shall have the same effect as though taken at a meeting of the directors.

## ARTICLE V. NOMINATION AND ELECTION OF DIRECTORS

**Section 1. Nomination.** Nomination for election to the Board of Directors shall be made by a Nominating Committee whose sole responsibility will be to submit a slate of seven nominees for election to the Board of Directors at the Annual Meeting. Nominations may also be made from the floor at the Annual Meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more Members of the Association. This Committee shall be appointed by the President, with the approval of the Board of Directors, at least sixty days prior to the Annual Meeting at which it will report.

**Section 2. Election.** Election to the Board of Directors shall be by secret written ballot, or any other such manner as the Members may choose to take.

## ARTICLE VI. MEETING OF DIRECTORS

**Section 1. Regular Meetings.** Meetings of the Board shall be held at the least every other month at such places and at such times as determined by the President in order to assure presence of a quorum.

**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 seven days notice to each director. Meetings may be held by telephone conference.

**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 VII. POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

- a) Exercise for the Association all powers, duties, and authority vested in or delegated to this Association by the Declaration, and all powers, duties, and authority necessary for the administration of the affairs of the Association and all such acts and things as are not by the Declaration, the Articles and/or these Bylaws required to be exercised or done by the Members of the Association;
- b) Adopt rules and regulations governing the use of Recreational Facilities;
- c) Enforce rules and regulations governing the use of the Recreational Facilities as set out in the Articles of Incorporation and Declaration;
- d) Suspend voting rights of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty days for infraction of published rules and regulations;

- e) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent for three consecutive regular meetings of the Board of Directors; and appoint a successor for the balance of the unexpired term; and
- f) Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties, which duties may include duties to be performed by the Board of Directors under the Declaration, the Articles and/or these Bylaws.

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

- a) Publish all rules and regulations governing the use of the Recreational Facilities;
- b) Cause to be kept a complete record by its Secretary of all its acts and corporate affairs and to present a statement thereof to the Members at the Annual Meeting of the Members, or at any special meeting, when such statement is requested in writing by one-third (1/3) of the Members who are entitled to vote;
- c) Supervise all officers, agents, and employees of this Association, and to see that their duties are properly performed
- d) As more fully provided in the Declaration to:
  - a. Fix the amount of the annual assessment against each Lot at least sixty days in advance of each annual assessment period;
  - b. Send written notice of each assessment to every Owner subject thereto at least sixty days in advance of each annual assessment period; and
  - c. Foreclose the lien against any property for which assessments are not paid for within ninety-five (95) days after due date or to bring an action at law against the Owner personally obligated to pay the same.
- e) Issue, or cause an appropriate officer 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;
- f) Prepare a disclosure package as required under the Virginia Property Owners Act;
- g) Procure and maintain adequate liability and hazard insurance on any property owned or leased by the Association;
- h) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and
- i) Cause the Common Area to be maintained.

## ARTICLE VIII. OFFICERS AND THEIR DUTIES

**Section 1. Enumeration of Officers.** The officers of this Association shall be president and vice-president, a secretary and a treasurer, and such other officers as the Board may from time to time by resolution create.

**Section 2. Election of Officers.** Officers will be elected by the Board of Directors from among Board members; such election will take place at the first meeting of the newly elected Board following each Annual Meeting of Association Members.

**Section 3. Term.** The officers of the Board shall be elected annually by the Board and each shall hold office for one year or until he or she shall sooner resign, or shall be removed, or otherwise disqualified to serve. Re-elected officers may serve in the same office, with the exception of the president, who is limited to two consecutive years as President.

**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 giving written notice to the Board, the President, and 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 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 he replaces.

**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 other offices except in the case of special offices created pursuant to the Section 4 of this Article.

**Section 8. Duties.** The duties of the officers are as follows:

- a) President. The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds, and other written instruments, and shall sign all promissory notes.
- b) Vice-President. The Vice-President shall act in the place and stead of the President in the event of his or her absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required of him or her by the Board.
- c) Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; 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 duties as required by the Board.
- d) Treasurer. The Treasurer shall be empowered to sign checks, shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by the resolution of the Board of Directors; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular Annual

Meeting and deliver a copy of each to the Members. The Treasurer may employ, with approval of the Board, a qualified public accountant or equivalent agency to assist in carrying out any or all such functions.

## **ARTICLE IX. COMMITTEES**

The Association may appoint an Architectural Review Board, as provided in the Declaration; in the absence of such appointment the Board will act as the Architectural Committee. The Board may appoint a Nominating Committee as provided in these Bylaws. In addition, the Board shall appoint other committees as deemed appropriate in carrying out its purpose.

## **ARTICLE X. 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 at the principal office of the Association or an alternative address designated by the Board of Directors, where copies may be purchased at reasonable cost.

## **ARTICLE XI. ASSESSMENTS**

As more fully provided in the Declaration, each Member is obligated to pay the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within sixty days after the due date, the assessment shall bear interest from the date of delinquency at 8% per annum, plus reasonable attorneys fees and costs of collection, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorneys' fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein my nonuse of the Common Area of abandonment of his or her Lot.

## **ARTICLE XII. AMENDMENTS**

These Bylaws may be amended by a fifty-one percent (51%) vote of a majority of the Members entitled to vote, present or by proxy at a regular or special meeting.

## **ARTICLE XIII. MISCELLANEOUS**

**Section 1. Fiscal Year.** The fiscal year of the Association shall begin on the first day of January and end on the 31<sup>st</sup> day of December of every year.

**Section 2. Sales and Auctions.** No sales or auctions shall be permitted to take place on the grounds or in private homes of Lake Reynovia, with the exception of the annual, community-wide yard sale.

## **ARTICLE XV. BANK ACCOUNTS**

The President and Treasurer shall have exclusive authority to sign checks and make withdrawals from bank account deposits; either of their signatures shall be sufficient for such purposes. This authority may be delegated by the Board to an employee of the Association or the community manager.