

**BY-LAWS
OF
EARLYSVILLE FOREST HOMEOWNERS ASSOCIATION, INC.
(A Virginia Non-Stock Corporation)**

ARTICLE I

Purpose

1. The corporation is formed to provide for the ownership, maintenance, preservation and control of the general common areas of Earlysville Forest subdivision in the County of Albemarle, Virginia, and to own, manage and operate any and all such common areas in connection with the service of the membership of the Earlysville Forest Homeowners Association, Inc. such as, but in no way limited to, providing recreational facilities, maintenance and improvement of common areas, providing of utility, security and other services where appropriate, and to control and to regulate control of the property pursuant to the Declaration of Covenants, Conditions, Restrictions and Easements, Earlysville Forest, dated May 18, 1981, of record in the Clerk's Office of the Circuit Court of Albemarle County, Virginia in Deed Book 717, page 324, affecting said property, and further to see to the maintenance, repair, upkeep and replacement of the Private Roads in said subdivision, and further to make and collect assessments against members as lot owners to defray the costs and expenses of the subdivision (as provided by said Declaration) and to use the proceeds of assessments in the exercise of its powers and duties. Nothing contained in these By-Laws, however, shall be deemed or construed to impose upon the Corporation any obligation to undertake any of the foregoing or to exercise any power held by the Corporation.

ARTICLE II

Membership

There shall be two (2) classes of membership in the Corporation:

Class A. Class A members shall be the record owners, whether one or more persons or entities, of a fee simple title to any lot in the Earlysville Forest subdivision, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation. Class A members shall be entitled to one vote for each lot in which they hold the interest required for membership. When more than one person or entity holds such interest in any lot, all such persons or entities 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.

Class B. The Class B member(s) shall be the Earlysville Forest subdivision developer or his successor as developer. The Class B member(s) shall be entitled to two (2) votes for each lot in which said developer holds record title, provided that the Class B membership shall cease and be converted to Class A membership on a

section

by section basis at such time that more than seventy-five percent (75%) of the lots in each such section have been sold by said Class B member(s) to individual purchasers, provided however, that the developer shall retain its Class B membership and voting rights as other sections of Earlysville Forest subdivision as subsequently platted where less than seventy-five (75%) of the lots have been sold to individual purchasers who become Class A members.

ARTICLE III

Meetings of Members

Section 1: Annual Meeting. The annual meeting of the members of the Corporation, for the purpose of electing directors for the ensuing year and for the transaction of such other business as may properly come before the meetings, shall be held at 7:30 p.m. on the third Tuesday of September of each year, or if such date is a legal holiday in the Commonwealth of Virginia, then at the same hour on the first business day thereafter which is not a legal holiday. Another general meeting will be held in May of each year.

Section 2: Special Meetings. A special meeting of members may be called at any time by the President or by the Board of Directors, or by any twenty (20) members.

Section 3: Place of Meeting. Each meeting of the members shall be held at such other place as may be designated in the notice of such meeting.

Section 4: Notice and Waiver. Written notice of each meeting of the members shall be given, by or at the direction of the officer or other person calling the meeting. Such notice shall state the place, day and hour of the meeting and, in case of a social meeting, the purpose or purposes for which the meeting is called. A copy thereof shall be delivered personally or mailed with postage prepaid, not less than ten days nor more than fifty days before such meeting, to each member entitled to vote at such meeting; and, if mailed, it shall be directed to such member at his address as it appears on the records of the Corporation. The foregoing notwithstanding, notice prior to a meeting at which changes in the Articles of Incorporation are to be considered must be delivered or published not less than twenty-five (25) days before the date of the meeting.

In lieu of written notice, notice may be given by newspaper publication as outlined in Section 13.1-207 of the Code of Virginia, as amended.

Notwithstanding the foregoing, a waiver of any notice herein or by law required, if in writing and signed by the person entitled to such notice, whether before or after the time of the event for which notice was required to be given, shall be the equivalent of the giving of such notice. A member who attends a meeting shall be deemed to have had timely and proper notice of the meeting, unless he attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Notice of any adjourned or recessed meeting need not be given.

Section 5: Quorum. Except as otherwise provided by law, at any meeting of the members, the presence in person of twenty-five percent (25%) in voting power of the

members in good-standing and entitled to vote at such meetings shall constitute a quorum for the transaction of business.

Section 6: Organization. At every meeting of the members, the President, or some person appointed by him or, in the absence of the President, a person chosen by a majority vote of the members present in person or by proxy and entitled to vote, shall act as chairman of the meeting. The Secretary, or an Assistant Secretary, or, in the discretion of the chairman, any person designated by him shall act as Secretary of the meeting and keep the minutes thereof.

Section 7: Business and Order of Business. At each meeting of the members such business may be transacted as may properly be brought before such meeting, whether or not such business is stated in the notice of meeting or in a waiver of notice thereof, except as otherwise by law or by these By-Laws expressly provided. The order of business of all meetings of all members shall be as determined by the chairman, but such order of business may be changed by vote of a majority in voting power of the members present in person or by proxy and entitled to vote at the meeting.

Section 8: Voting. Except as otherwise provided by law, by the Articles of Incorporation, or by these By-Laws, each member shall be entitled to vote upon matters to be voted upon by the members. Any member entitled to vote may vote either in person or by proxy duly appointed by an instrument in writing subscribed by such member (or by his attorney thereunto duly authorized) and delivered to the Secretary of the meeting before the appointed time of such meeting.

If a quorum is present, the affirmative vote of a majority in voting power of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members unless the vote of a greater number is required by law.

ARTICLE IV

Directors

Section 1: General Powers. The business and affairs of the Corporation shall be managed by the Board of Directors, and all corporate powers shall be exercised by the Board of Directors, except as otherwise expressly required by these By-Laws, by the Articles of Incorporation or by law.

Section 2: Number, Term of Office, and Qualifications. Until changed by an amendment to these By-Laws, the number of directors shall be three (3). Members of the Board of Directors shall be elected at an annual meeting in the manner provided in these By-Laws, and each director shall hold office for a two year term until the annual meeting two years after his election and until his successor shall have been elected, or until his death, resignation or removal, provided however, that three (3) members of the Board of Directors elected at the first annual meeting shall serve for only a one year term as shall be determined by lot. No decrease in the number of directors by amendment to these By-Laws shall have the effect of shortening the term of any incumbent director.

Section 3: Nomination and Election of Directors.

(a) Election of directors shall be held at the annual members' meeting.

(b) A nominating committee of three (3) members shall be appointed by the Board of Directors not less than sixty (60) days prior to the annual members' meeting. The committee shall nominate one person for each director whose term will expire at the next annual meeting and one for each vacancy otherwise existing. Nominations for additional directorships created at the meeting shall be made from the floor, and other nominations may be made from the floor.

(c) The election shall be by ballot (unless designated by unanimous consent) and by a plurality of the votes for each of as many nominees as there are vacancies to be filled. There shall be no cumulative voting.

(d) Except for terms of three (3) members of the Board elected at the first annual meeting so that future terms will be staggered, all terms shall be for two (2) years.

Section 4: Removal of Directors. Any director may be removed at any time, either with or without cause, by the affirmative vote of a majority in voting power of the members of record of the Corporation entitled to elect a successor, given in person or by proxy at a special meeting of such members called expressly for that purpose, at which a quorum shall be present.

Section 5 : Resignations. Any director of the Corporation may resign at any time, orally or in writing, by notifying the President or the Secretary of the Corporation. Such resignation shall take effect at the time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 6: Vacancies. Any vacancy in the Board of Directors, caused by death, resignation, removal, disqualification, or any other cause (other than an increase by more than two (2) in the number of directors), may be filled for the unexpired term by the majority vote of the remaining directors then in office, though less than a quorum, at any regular or special meeting of the Board of Directors.

Section 7: Committees. The Board of Directors may, by resolution adopted by a vote of a majority of the number of directors at the time fixed by these By-Laws, designate two (2) or more of their number, including in each case the President, as an Executive Committee. While the Board of Directors is not in session, the Executive Committee, if there be such a committee, shall have and exercise the authority of the Board of Directors in the management of the business and affairs of the Corporation, subject to the restrictions hereinafter set forth and further subject to such limitations upon its authority as the Board may, from time to time, impose. In no event shall the Executive Committee, or any other committee, have authority to approve an amendment to the Articles of Incorporation or a plan of merger or consolidation, or to amend these By-Laws.

In addition to an executive committee, the Board of Directors may, by resolution of a majority of the directors present at any meeting at which a quorum is present, designate other committees of limited authority.

ARTICLE V

Meetings of Directors

Section 1: Organization. At each meeting of the Board of Directors, the President, or, in his absence, a director chosen by the majority of the directors present, shall act as Chairman. The Secretary of the Corporation, or an Assistant Secretary, or, in the discretion of the Chairman, any person appointed by him, shall act as Secretary of the meeting.

Section 2: Place of Meeting, etc. The Board of Directors may hold its meetings at such place or places within or without the Commonwealth of Virginia as the Board of Directors may from time to time by resolution determine, or (unless contrary to resolution of the Board of Directors) at such place as shall be specified in the respective notices or waivers of notice thereof.

Section 3: Annual Meeting. The Board of Directors may meet, without notice of such meeting, for the purpose of organization, the election of officers and the transaction of other business, on the same day as, at the place which, and as soon as practicable after each annual election of directors is held. Such annual meeting may be held at any other time or place specified in a notice given as hereinafter provided for special meetings of the Board of Directors, or in a waiver of notice thereof.

Section 4: Regular Meetings. Regular meetings of the Board of Directors shall be held at such times and places as may be fixed from time to time by action of the Board of Directors.

Section 5: Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the President or at least four (4) members of the Board.

Section 6: Notice of Meetings. Unless required by resolution of the Board of Directors, notice of any regular meeting of the Board need not be given. Notice of each special meeting shall be mailed to each director, addressed to him at his residence or usual place of business, at least five (5) days before the date on which the meeting is to be held. Every such notice shall state the time and place of the meeting, but need not state the purposes of the meeting. No notice of the reconvening of any adjourned or recessed meeting need be given except as contained in the resolution or ruling directing the adjournment or recess.

Section 7: Waivers of Notice of Meetings. Anything in these By-Laws or in any resolution adopted by the Board of Directors to the contrary notwithstanding, proper notice of any meeting of the Board of Directors shall be deemed to have been given to any director if such notice shall have been waived by him in writing before or after the meeting. A director who attends a meeting shall be deemed to have had timely and proper notice thereof, unless he attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 8: Quorum and Manner of Acting. A majority of the directors elected to office shall constitute a quorum for the transaction of business. The act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the directors present may adjourn the meeting from time to time until a quorum be had. The directors shall act only as a Board and the individual directors shall have no power as such.

Section 9: Action Without a Meeting. Any action required to be taken at a meeting of the directors, or which may be taken at any meeting of the Directors of a committee of directors, may be taken without a meeting if a consent in writing,

setting forth the action so taken, shall be signed by all of the directors, or all of the members of the committee of directors, as the case may be. Such consent shall have the same force and effect as a unanimous vote.

ARTICLE VI

Officers

Section 1: Officers. The officers of the Corporation shall be a President, a Treasurer and a Secretary, and where elected, one or more Vice-Presidents, and the holders of such other offices as may be established. Any two or more offices may be held by the same person; provided that the same person shall not hold the offices of both President and Secretary.

Section 2: Election, Term of Office and Qualifications. The officers shall be elected annually by the Board of Directors, as soon as practicable after the annual election of directors in each year. Each officer shall hold office until his successor shall have been duly chosen and shall qualify, or until his death, resignation or removal in the manner provided. No term of any officer shall exceed three years. The President shall be chosen from among the directors, but no other officer need be a director.

Section 3: Removal. Any officer may be removed, either with or without cause, by resolution declaring such removal to be in the best interests of the Corporation and adopted at any regular or special meeting of the Board of Directors by a majority of the directors then in office. Any such removal shall be without prejudice to the recovery of damages for breach of the contract rights, if any, of the person removed. Election or appointment of an officer or agent shall not of itself, however, create contract rights.

Section 4: Resignation. Any officer may resign at any time by giving oral or written notice to the Board of Directors or the President or the Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later time therein specified; and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. No resignation hereunder, however, or the acceptance thereof by the Board of Directors, shall prejudice the contract or other rights, if any, of the Corporation with respect to the person resigning.

Section 5: Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled for the unexpired portion of the term by the Board of Directors.

Section 6: President. The President shall be a director and shall have general supervision of the affairs of the Corporation subject, however, to the control of the Board of Directors and of any duly authorized committee of directors.

Section 7: Vice-Presidents. The Vice-President or Vice-Presidents shall perform such duties as from time to time may be assigned to them by the Board of Directors, or by any duly authorized committee of directors or by the President, and shall have such other powers and authorities as are elsewhere in these By-Laws conferred upon them.

Section 8: Treasurer. Except as may otherwise be specifically provided by the

Board of Directors or any duly authorized committee thereof, the treasurer shall have the custody of, and be responsible for, all funds and securities of the Corporation; receive and receipt for money paid to the Corporation from any source whatsoever; deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories of the Corporation as shall be selected in accordance with the provisions of these By-Laws; against proper vouchers, cause such funds to be disbursed by check or draft on the authorized depositories of the Corporation, signed in such manner as shall be determined in accordance with the provisions of these By-Laws; regularly enter or cause to be entered in books to be kept by him or under his direction, full and adequate accounts of all money received and paid by him for account of the Corporation; in general, perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Board of Directors, or by any duly authorized committee of directors, or by the President; and have such other powers and authorities as are elsewhere in these By-Laws conferred upon him.

Section 9: Secretary. The Secretary shall act as Secretary of all meetings of the members and of the Board of Directors of the Corporation; shall keep the minutes thereof in the proper book or books to be provided for that purpose; shall see that all notices required to be given by the Corporation are duly given and served; shall be the custodian of the seal of the Corporation and shall affix the seal or cause it to be affixed to all documents the execution of which on behalf of the Corporation under its corporate seal is duly authorized in accordance with the provisions of these By-Laws; shall have charge of the books, records, and papers of the Corporation relating to its organization and management as a corporation, and shall see that all reports or statements relating thereto, required by law or otherwise, are properly kept and filed; shall, in general, perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Board of Directors, or by any duly authorized committee of directors or by the President; and shall have such other powers and authorities as are elsewhere in these By-Laws conferred upon him.

Section 10: Assistant Treasurers and Assistant Secretaries. Assistant Treasurers and Assistant Secretaries shall perform such duties as shall be assigned to them by the Treasurer and by the Secretary, respectively, or by the Board of Directors, or by any duly authorized committee of directors, or by the President; and shall have such other powers and authorities as are elsewhere in these By-Laws conferred upon them.

ARTICLE VII

General Provisions

Section 1: Principal office. The principal office of the Corporation shall be located at:

Section 2: Seal. The corporate seal of the Corporation shall contain the name of the Corporation and the words "Corporate Seal, Virginia" and shall be in the form

below:

Section 3: Fiscal Year. The books of account of the corporation shall be kept and annual financial statements shall be prepared on the basis of a fiscal year ending on the last day of June of each year.

Section 4: Indemnification. Every director and officer shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a director or officer, or any settlement thereof, whether or not he is in office at the time, except in such cases where he is adjudged guilty of willful misfeasance or malfeasance in the performance of his official duties; provided that any such settlement must be approved by the Board.

Section 5: Severability. The invalidity in whole or in part of any covenant or restriction or any section, subsection, sentences, clause, phrase or word, or other provision of the Articles of Incorporation or By-Laws of the Corporation shall not affect the validity of the remaining portions thereof.

Section 6: Parliamentary Rules. Roberts' Rules of Order (latest edition) shall govern the conduct of membership and directors' meetings when not in conflict with the Articles of incorporation or these By-Laws.

ARTICLE VIII

Amendments

Section 1: Articles of Incorporation. Amendments to the Articles of Incorporation may be proposed by a resolution of the Board of Directors and shall be submitted to the membership at a regular or special meeting. A copy of the resolution must accompany the notice of the meeting and such notice shall be given at least 25 but not more than 50 days prior to the meeting. The proposed amendment shall be adopted upon receiving more than two-thirds (2/3) of all votes entitled to be cast.

Section 2: By-Laws. Amendments to the By-Laws may be made by a majority vote of the Directors at any meeting at which a quorum is present, provided 14 days' written notice is given to the Directors of any proposed change.

ARTICLE IX

Dissolution

The Corporation may be dissolved at any time by recommendation of the Board of Directors approved in writing by more than two-thirds (2/3) of the members in good standing.

ARTICLE X

Architectural Control and Subdivision Committee

This committee shall be composed of three members of the Association duly elected to the committee by Association members at their annual meeting. Such committee members must have been nominated by the nominating committee charged with nominating directors or have been nominated from the floor of the annual meeting before being eligible for election.

EARLYSVILLE HOMEOWNER'S ASSOCIATION
EXECUTIVE BOARD

MEMO

October 29, 1987

TO: Richard Abidin
Lou Ives
Jeremy B. Tuttle

The purpose of this notice is to inform in writing of a proposed change in the Bylaws of the Earlysville Homeowner's Association, as provided by the current Bylaws. The proposed change is an addition to Article X "Architectural Control and Subdivision Committee". Following the current paragraph of Article X, the sentence below will be added:

If necessary, for any reason, the committee or its individual members will be appointed by the Directors.

As we discussed in our meeting of October 28, 1987, this change will reconcile the Bylaws with the Covenants, etc. It also provides for a mechanism whereby a functioning committee on architectural control can be properly constituted even when a quorum is lacking at a general meeting of the Association or replacements are needed between election meetings.

Amendment to the Bylaws
of the
Earlysville Forest Homeowner's Association, Inc.
(A Virginia Non-Stock Corporation)

Article IV, Section 2 is amended to increase the number of directors such that: The number of the directors shall be five (5). Each director will represent one region of Earlysville Forest. The five regions are:

(the following is a proofed, convenience copy of the original text but for legal purposes every homeowner should refer to the copy he/she received at closing or as revised by the Association – CAB Jan 15, 2007)

region one -lots 1 to 26
region two -lots 27 to 30, 46 to 49, 59 to 86
region three -lots 31 to 45, 50 to 58, 87 to 102
region four lots 103 to 146
region five -lots 147 to 191

This amendment was approved by unanimous vote of the Board of Directors at the meeting of the Board March 2, 1992

Amendment to the Bylaws
of the
Earlsville Forest Homeowner's Association, Inc.
(A Virginia Non-Stock Corporation)

Article III, Section 5 is amended to read as follows:

Except as otherwise provided by law, at any meeting of the members, the presence in person or by written proxy or by a special attorney-in-fact as provided for in Article III, Section VIII of twenty-five percent (25%) in voting power of the members in good standing and entitled to vote at such meeting shall constitute a quorum for the transaction of business.

Article III Section VIII is amended to read as follows:

Except as otherwise provided by law, by the Articles of Incorporation, or by these By-Laws, each member shall be entitled to vote upon matters to be voted upon by the members. Any member entitled to vote may vote either in person or by proxy duly appointed by an instrument in writing subscribed by such member (or by his attorney thereunto duly authorized) and delivered to the Secretary of the meeting before the appointed time of such meeting.

If a member chooses not to vote in person or by written proxy, as described above, then that member shall be deemed to have appointed and does hereby appoint his region's representative on the Earlsville Forest Homeowners Association Board of Directors as his special agent and attorney-in-fact with the full right and power to cast one vote in the member's place and stead on any such matter upon which the member shall be entitled to vote, and such member shall be deemed to have ratified in all respects and does hereby ratify in all respects any and all such votes cast on his behalf by such attorney-in-fact. This provision shall in no way affect the right and power of each Board member to cast one vote on his own behalf on each and every matter upon which he is entitled to vote.

If a quorum is present, the affirmative vote of a majority in voting power of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members unless the vote of a greater number is required by law.

These amendments were approved by unanimous vote of the Board of Directors at the meeting of the Board March 2, 1992