

# BY-LAWS OF

## FOUR SEASONS PATIO HOUSE ASSOCIATION, INC.

(As amended June 21, 2000)

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Note: Sections of this document which relate to conditions no longer existing in the

subdivision have been deleted.

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## **BY-LAWS**

### **OF**

# **FOUR SEASONS PATIO HOUSE ASSOCIATION, INC.**

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## **ARTICLE I**

### **OFFICES**

Section 1. Registered Office. The registered office of the corporation in the

Commonwealth of Virginia shall be located at the office of James Bowling IV,

4416 Park St., Charlottesville, VA, 22901-4738

Section 2. Other Offices. The corporation may also have an office or offices at such

place or places, within or without the Commonwealth of Virginia as the

Board of Directors may from time to time designate or the business of the

corporation require.



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## **ARTICLE II**

### **DEFINITIONS**

Section 1. "Association" shall mean and refer to The Four Seasons Patio House

Association, Inc., its successor and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described

in the Declaration of Covenants, Conditions and Restrictions of Four Seasons

Subdivision and such additions thereto as may hereafter be brought within

the jurisdiction of the Association.

Section 3. "Common Area" shall mean all real property owned by the Association for the

common use and enjoyment of the members of the Association including parking

areas on the plat of Four Seasons Subdivision.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded

subdivision map of the Properties with the exception of the Common Area.

Section 5. "Member" shall mean and refer to every person or entity who holds membership

in the Association.

Section 6. "Owner" shall mean and refer to the record owner, whether one or more persons

or entities, of a fee simple title to any Lot which is a part of the

Properties, including contract sellers, but excluding those having such

interest merely as security for the performance of an obligation.

Section 7. "Declarant" shall mean and refer to Daley Craig, Incorporated, its successors

and assigns if such successors or assigns should acquire more than one

undeveloped Lot from the Declarant for the purpose of development.

Section 8. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions

and Restrictions applicable to the Properties recorded in the Office of the

Clerk of the Circuit Court of Albemarle County, Virginia.



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## **ARTICLE III**

### **MEMBERSHIP**

Section 1. (a) Every person or entity who is a record owner of a fee or undivided fee

interest in any Lot which is subject by covenants of record to assessment

by the Association, including contract sellers, shall be a member of the

Association. The foregoing is not intended to include persons or entities

who hold an interest merely as security for the performance of an

obligation. No owner shall have more than one membership. Membership

shall be appurtenant to and may not be separated from ownership of any

Lot which is subject to assessment by the Association. Ownership of such

Lot shall be the sole qualification for membership.

(b) Tenants of non-resident homeowners are not voting members of the

Association. They are, however, welcome to attend Association meetings,

and will receive Association mailings. Non-resident homeowners who lease

their property shall provide the Board of Directors with their tenants'

names and telephone numbers. Leases shall include a statement that the

homeowner has provided the tenant with copies of the Association's

By-Laws, Declaration of Covenants, and Minimum Maintenance Standards,

and that the tenants or occupants, while not members of the Association,

are subject to the regulations contained in its documents.

[am. June 23, 1998]

Section 2. Suspension of Membership Rights. During any period in which a member shall

be in default in the payment of any annual or special assessment levied by

the Association, the voting rights and right to use of the recreational

facilities of such member may be suspended by the Board of Directors until

such assessment has been paid. Such rights of a member may also be suspended,

after notice and hearing, for a period not to exceed thirty (30) days, for

violation of any rules and regulations established by the Board of Directors

governing the use of the Common Area and facilities.



## **ARTICLE IV**

### **MEETINGS OF MEMBERS**

Section 1. Annual Meetings. The first annual meeting of the members shall be held

within one year from the date of incorporation of the Association. Each

subsequent regular annual meeting of the members shall be held in June of

of each year thereafter, with the time and place determined annually.

[am. January 19, 1993 and August 17, 2004]

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 vote one-fourth (♦) of all of the votes of the

membership.

Section 3. Notice of Meetings. 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 mailing a copy of such notice, postage prepaid, at least ten

(10) 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. Such notice shall specify the place, day and hour of the meeting

and, in the case of a special meeting, the purpose of the meeting. In lieu

of delivering notice as above, the corporation may publish such notice

pursuant to application requirements of §13.1-214, of the Code of Virginia,

1950.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of

proxies entitled to cast one-tenth (1/10) 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 By-Laws. 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, 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.



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## ARTICLE V

### VOTING RIGHTS

Section 1. The members shall be entitled to one vote for each Lot in which they hold the

interest required for membership by Article III. When more than one person

holds such interest in any Lot, all such persons shall be members. The vote

for such Lot shall be exercised as they among themselves determine, but in no

event shall more than one vote be cast with respect to any Lot.



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## ARTICLE VI

### PROPERTY RIGHTS

Section 1. Members' Easements of Enjoyment. Every member shall have a right and easement

of enjoyment in and to the Common Area and such easement shall be appurtenant

to and shall pass with the title to every assessed Lot, subject to the

following provisions:

(a) the right of the Association to limit the number of guests of members;

(b) the right of the Association to charge reasonable admission and other

fees for the use of any recreational facility situated upon the Common

Area;

(c) the right of the Association, in accordance with its Articles and

By-Laws, to borrow money for the purpose of improving the Common Area

and facilities and in aid thereof to mortgage said property, and the

rights of such mortgagee in said properties shall be subordinate to the

rights of the homeowners hereunder;

(d) the right of the Association to suspend the voting rights and right to

use of the recreational facilities by a member for any period during

which any assessment against his Lot remains unpaid;

(e) the right of the Association to dedicate or transfer all or any part of

the Common Area to any public agency, authority, or utility for such

purposes and subject to such conditions as may be agreed to by the

members. No such dedication or transfer shall be effective unless

written notice of the proposed action is sent to every member not less

than 10 days nor more than 60 days in advance; and

(f) the right of the individual owners to the exclusive use of parking

spaces as provided in this Article.

Section 2. Delegation of Use. Any member may delegate, in accordance with the By-Laws,

his right of enjoyment to the Common Area and facilities to the members of

his family, his tenants, or contract purchasers who reside on the property.

Section 3. PARKING RIGHTS: Ownership of each lot entitles the owner or owners thereof

the right to park vehicles in the garages of each dwelling and the use of

automobile parking spaces in the driveway of each dwelling. Parking on the

streets of the Association areas is controlled by the Albemarle County

Regulations. However, the right of ingress and egress in and upon the owner's

driveway shall not be impeded.

Section 4. Utility Easements. The Association by normal corporate action may convey and

grant any utility easements.



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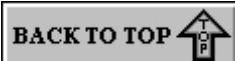
## **ARTICLE VII**

### **ANNEXATION OF ADDITIONAL PROPERTIES**

Section 1-2 [Describing annexation of additional properties are deleted.]

Section 3. There shall be no annexations whether under Section 1 or 2 above after

January 1, 1979.



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## **ARTICLE VIII**

### **BOARD OF DIRECTORS**

**(Amended, June 21, 2000)**

1. Powers & Duties
2. Conflict of Interest.
3. Compensation
4. Meetings of the Board
5. Vacancies

1. ♦ Powers and Duties.

a. Management. The management of the affairs, property and business of the

Corporation shall be vested in a Board of Directors consisting of eight (8)

members.

b. Rules and Regulations. The Board of Directors may promulgate such rules and

regulations for the use of the common areas, and the recreation area and provide

such charges as they deem appropriate for the regulation and control of said

areas.

c. Report to Annual Meeting. At each annual members' meeting, the Board of

Directors shall submit a statement of the business done during the preceding

year, together with a report on the general financial condition of the

corporation and on the condition of its tangible property.

d. Delegation. In the case of the absence or inability to act of any officer of

the corporation, the Board of Directors may, from time to time, delegate the

powers or duties of such officer to any other officer, or any director or other

person whom it may select.

e. Vacancies. Any vacancy in any office arising from any cause may be filled by the

directors at any regular or special meeting.

f. Additional Offices & Officers. The Board of Directors may appoint such other

officer or officers as it shall deem necessary or expedient. Such officers

shall:

i. hold office for such terms, and

ii. exercise such powers and perform such duties as shall be determined from time

to time by the Board of Directors.

g. Additional Powers. In addition to the powers expressly conferred by these By-Laws

and the Certificate of Incorporation, the Board of Directors may exercise all

such powers of the corporation and do all such lawful acts and things as are not

by statute or by the Certificate of Incorporation, or by these By-Laws directed

or required to be exercised or done by the members. [am. April 9, 1974]

2. ♦ Conflict of Interest. In any case where the corporation enters into any contract,

or transacts any business with any director or directors, or with any corporation

or association of which one or more of its directors is a stockholder, director,

officer, trustee or partner, such contract or transaction shall not be invalidated

or in any wise affected by the fact that such director or directors have or may

have an interest if disclosure is made to the Board of Directors by the directors

having such interest, and if the Board of Directors unanimously:

a. authorizes, affirms, ratifies, or approves such contact or transaction, and

b. such director does not vote on any such action in which the director has said

interest as stated above.

3. ♦ Compensation. Directors may not receive any compensation other than reimbursement

of expenses made on behalf of the Home Owners Association

4. ♦ Meetings of the Board.

a. Annual Meeting. The regular annual meeting of the Board of Directors, without

notice other than this By-Law, shall be held within three days after the annual

members' meeting. [am. August 17, 2004]

b. Special Meetings. Special meetings of the Board of Directors, to be held at a

place to be designated by the President or the Vice-President, may be called by

the President or, in the absence of the President, by the Vice-President, or by

any two members of the Board of Directors.

c. Notice.

i. Notice of the time and place of all regular and special meetings of the Board

of Directors shall be mailed to each director by the Secretary or Assistant

Secretary at least ten (10) days before the time fixed for the meeting,

unless the fixing of such notice is waived by prior resolution of the Board

of Directors or pursuant to ♦ 4.c.ii. below..

ii. Waiver of Notice. Any or all of the requirements of this Article of the

By-Laws as to time, place, or notice of any meeting of the Board of Directors

may be waived by the directors, if each member of said board shall agree in

writing to such waiver.

d. Purpose of Special Meetings. All notices of special meetings shall state the

purposes thereof, except as this requirement may be waived as provided in

♦ 4.c.ii, above.

e. Quorum. A quorum for the transaction of business at any regular or special

meeting of the Board of Directors shall consist of a majority of the members of

said board, but the directors present at any directors' meeting, though less than

a quorum, may adjourn the meeting from time to time, without notice other than at

the time of adjournment, until the requisite quorum shall be present.

5. ♦ Vacancies.

a. Any vacancy on the Board of Directors, except where caused by the removal of a

director, may be filled by vote of the remaining directors at any regular or

special meeting of the Board of Directors.

b. A director elected to fill a vacancy shall serve for the unexpired portion of the

term of the director whose place is

c. filled and until a successor shall be duly elected and qualify, unless sooner

displaced.



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## ARTICLE IX

### NOMINATION AND ELECTION OF DIRECTORS

**(Amended June 21, 2000)**

1. Nominating Committee

2. Nominations.

3. Election.

1. ♦ Nominating Committee.

a. The Nominating Committee shall consist of a Chair, who shall be a member of the

Board of Directors, and two or more members of the Association.

b. Appointment. The Nominating Committee shall be appointed by the Board of

Directors no later than four months prior to each annual meeting of the members,

to serve until the close of the annual meeting. [am. August 17, 2004]

2. ♦ Nominations.

a. Nomination for election to the Board of Directors shall be made by a Nominating

Committee.

b. Nominations may also be made from the floor at the annual meeting with prior

consent of the nominee.

c. The Nominating Committee shall make as many nominations for election to the Board

of Directors as it shall in its discretion determine, but not less than the

number of vacancies that are to be filled.

d. Nominations shall be made from among members.

3. ♦ Election.

a. At the annual meeting the members of the Board of Directors shall be elected for

two-year staggered terms as follows: one-half elected for a two-year term at each

annual meeting of the Association.

b. Election to the Board of Directors shall be by secret written ballot.

c. 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.

d. Two or more persons from the same household may not serve on the Board at the

same time.

e. The persons receiving the largest number of votes shall be elected.

f. Cumulative voting is not permitted.

g. Tenure. No director shall serve continuously for more than two full terms.

Service of more than 12 months is considered a full term.

h. A vacancy in any office arising from removal of an officer by the Board shall be

filled at an annual or special meeting of the association.



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## **ARTICLE X**

### **OFFICERS**

**(Amended June 21, 2000)**

1. Election.

2. Officers of Corporation.

3. Term

4. Removal.

5. Vacancies

6. President

7. Vice-President

8. Secretary

9. Financial Secretary

10. Treasurer

1. ♦ Election.

a. The Board of Directors shall elect the officers of the corporation.

b. Such election to be held at the annual meeting of the Board of Directors

following each annual members' meeting.

2. ♦ Officers of Corporation. The officers of the corporation shall be a president;

a vice-president; a secretary; an assistant secretary, if elected; a financial

secretary and a treasurer. No two offices may be held by the same individual.

3. ♦ Term.

a. The officers shall be elected for a term of one year and shall hold office until

their successors are duly elected and qualify.

b. Officers elected to fill vacancies shall be chosen for the unexpired portion of

the terms of their predecessors and shall also hold office until their successors

are duly elected and qualify.

4. ♦ Removal.

a. An officer may be removed at any time by a majority vote of the full Board of

Directors at any regular or special meeting of the directors.

b. Any officer whose removal is contemplated shall be granted a reasonable time in

which to answer, at a hearing before the full Board of Directors, such charges

as may be brought against the officer.

5. ♦ Vacancies.

a. Any vacancy in any office arising from any cause may be filled by the directors

at any regular or special meeting.

6. ♦ President.

a. The President shall be the chief executive of the corporation and shall:

i. preside at all directors' and members' meetings;

ii. have general supervision over the affairs of the corporation;

iii. sign all membership certificates;

iv. perform all such other duties as are incident to the office or as the Board of

Directors may prescribe.

b. No one shall be eligible for the office of President who is not a director of

the corporation.

c. Any President who ceases to be a director shall cease to hold office as President.

7. ♦ Vice President.

a. In the case of the absence or disability of the President, the President's duties

shall be performed by the Vice-President, or by such other officer as the Board

of Directors may designate.

b. The Vice-President shall:

i. perform all other duties incident to the office and other duties as assigned

by the Board or the President and

ii. serve as back-up for other officers and members of the board in their absence.

8. ♦ Secretary. The Secretary shall

a. issue notice of all meetings of the members and of the Board of Directors;

b. attend and keep the minutes of the meetings of the association and the board;

c. be in charge of all corporate records;

d. attest with signature and impress with the corporate seal all membership certificates and all written contracts of the corporation as to which a seal and

attestation is necessary; and

e. perform all such other duties as are incident to the office, or as the Board of

Directors may prescribe.

9. ♦ Financial Secretary.

a. Funds. The Financial Secretary shall:

- i. receive all moneys paid to the association;
- ii. transmit the moneys promptly to the accountant for deposit; and
- iii. send a copy of the deposit receipt to the Treasurer.

b. Delinquent accounts. The Financial Secretary shall:

i. monitor homeowner dues accounts, sending statements to delinquents;

ii. file a lien against the homeowner's property;

iii. recommend legal action for delinquent accounts when necessary; and

iv. work with the attorney to effect collection.

c. Disclosure Packets. The Financial Secretary shall:

i. maintain the disclosure packet that homeowner's are required to provide to

purchasers and

ii. provide copies to Homeowners, Real Estate Brokers and purchasers as requested.

10. ♦ Treasurer. The Treasurer shall:

- a. have the custody of all moneys and securities of the corporation;
- b. keep regular books of account;
- c. disburse the funds of the corporation in payment of the just demands against the

corporation or as may be ordered by the Board of Directors, taking proper

vouchers for such disbursements;

d. render to the Board of Directors from time to time as may be required:

i. an account of all transactions as Treasurer and

ii. of the financial conditions of the corporation; and

e. perform all duties incident to the office or which are properly required by the

Board of Directors.



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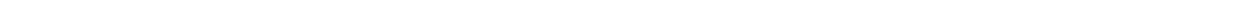
## ARTICLE XI

### MEETINGS

Section 1. The order of business at all regular meetings of the Board of Directors and

of members shall follow as nearly as practicable the following outline:

- (a) Calling meeting to order and determination of a quorum
- (b) Reading and adoption of the minutes of the previous meeting(s)
- (c) Reports of officers
- (d) Reports of special committees
- (e) Election of directors (or officers)
- (f) Unfinished business
- (g) New business
- (h) Adjournment



## **ARTICLE XII**

### **FINANCES**

Section 1. The funds of the corporation shall be deposited in such banks, trust

companies, or other depositories as the Board of Directors may designate.

Checks drawn to pay any indebtedness of this corporation may be signed by

such person or persons as the Board of Directors may choose by resolution.

Section 2. The President or the Secretary are hereby authorized to make and issue notes,

bonds, debentures, obligations, and evidences of indebtedness of all kinds

only pursuant to resolutions duly adopted by the Board of Directors, and in

compliance with the statutes for such cases made and provided.

Section 3. The accounts of the corporation shall be kept on the basis of a fiscal year

ending on the 30th day of June of each year, and annual financial statements

shall be prepared as of that date or as soon thereafter as possible.

[am. January 19, 1993]



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## **ARTICLE XIII**

### **BOOKS AND RECORDS**

Section 1. 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 of Incorporation and these By-Laws shall be

available for inspection by any member at the principal office of the

Association, where copies may be purchased at reasonable cost.



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## **ARTICLE XIV**

### **AMENDMENTS**

Section 1. These By-Laws may be amended, at a regular or special meeting of the members,

by a vote of a majority of a quorum of members present in person or by proxy.

Section 2. In the case of any conflict between the Articles of Incorporation and these

By-Laws, the Articles shall control; and in the case of any conflict between

the Declaration and these By-Laws, the Declaration shall control.



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## **ARTICLE XV**

### **ELECTION ELIGIBILITY**

Section 1. Any person seeking election to hold any office of honor, or trust in this governing

body, the Four Seasons Patio Home Association, may not be a convicted felon as

defined by the Code of Virginia.

Section 2. Forfeiture of office by person sentenced for commission of certain crimes.

Any person who, during his or her term, is convicted of a felony and for whom all

rights of appeal are terminated, shall by such final conviction forfeit his office

or post and thereafter may not act therein under his previous election or appointment.

