

Bylaws  
Of  
Eagles Ridge POA, Inc.  
A Non-Stock Corporation

ARTICLE I

Name and Address

Section 1.1 The name of this corporation shall be: Eagles Ridge POA, Inc.

Section 1.2 Eagles Ridge POA, Inc. is the corporate name for the Eagles Ridge Property Owners Association and it may be referred to as ERPOA.

Section 1.3 The address of the corporation shall be that of the Secretary/Treasurer of **the** Eagles Ridge POA, Inc.

Section 1.4 Eagles Ridge Road, the common areas, and all properties fronting on Eagles Ridge Road or using Eagles Ridge Road for property access shall be referred to as Eagles Ridge.

ARTICLE II

Purpose

Section 2.0 The purposes of the ~~corporation~~<sup>1</sup> **Eagles Ridge POA** shall be:

- a. To maintain Eagles Ridge Road.
- b. To maintain the common areas owned by Eagles Ridge POA, Inc.
- c. To enforce the declarations, covenants and restrictions of the property owners.
- d. To preserve the natural character of Eagles Ridge.
- e. To perform such other duties as may be permitted or specified by the laws and regulations of the Commonwealth of Virginia and the County of Nelson.

ARTICLE III

Membership<sup>2</sup>

Section 3.1 Eligibility – Owners of all lots ~~in the~~ **subject to the Declaration of the** Eagles Ridge Subdivision are ~~eligible to be~~ members of the Eagles Ridge POA, Inc.

Section 3.2 ~~Eligibility and~~ Requirement of Membership

~~Section 3.2.1 Membership in the Eagles Ridge POA, Inc. shall not be mandatory for the following:~~

- ~~a. Owners of a parcel of property described in Instrument 030000117, P 000217 (aka the Dollyfield property.) Owners of a lot described in D.B. 403, P 247 (aka the Fletcher property.) Owners of a lot described in D.B. 294, P 285, tax parcel #32-A-8B (aka the Juliano/Robertson property,) their successors and assigns.~~
- ~~b. Pursuant to Schedule A of Instrument 030000117, P 000217 (the Dollyhigh property) "SUBJECT TO the road maintenance provisions as described in the said Declaration of Rights, recorded in the said Clerk's Office in Deed Book 316, Page 371. The Grantors, their successors and assigns, by the recordation of this Deed, agree to participate in the road maintenance provisions as if the property conveyed hereby is a single lot in Eagles Ridge Subdivision. In the event the property conveyed hereby is subdivided each additional lot will also participate as an additional single lot in the Eagles Ridge Subdivision."~~

Section 3.2.<sup>1</sup><sub>2</sub> Membership in the Eagles Ridge POA, Inc. shall be mandatory for the owners of all lots **subject to the Declaration of Rights, Restrictions, Affirmative Obligations and Conditions Applicable to all Property** in Eagles Ridge ~~not specified in Section 3.2.1 above.~~

Section 3.2.<sup>2</sup><sub>3</sub> Classes – There shall be one class of membership. - Full members. ~~The owners of the lots described in Section 3.2.2 above are obligatory full members of the ERPOA. The owners of the lots described in Section 3.2.1 shall become full members upon full payment of current dues and assessments, pledging to pay all future dues and assessments and subscribing to the purposes of the ERPOA.~~

Section 3.<sup>3</sup><sub>4</sub> Duration. - Membership shall run concurrently with the properties described in Section 3.1.

Section 3.<sup>4</sup><sub>5</sub> Voting rights. – Each ~~lot/parcel of property that is a~~ full member shall have one vote per parcel of property on matters submitted to a vote of the membership contingent on being current on all prior dues and assessments.

Section 3.<sup>5</sup><sub>6</sub> Meeting rights. – Every resident of Eagles Ridge ~~whether or not, a full member of the ERPOA~~ has the right to attend all ERPOA meetings and to fully participate in the discussions during those meetings.

## ARTICLE IV

### Officers

Section 4.1 Officers. – The officers of the ~~corporation~~<sup>1</sup> **Eagles Ridge POA** shall be a President, Vice-President, and Secretary/Treasurer.

Section 4.2 Terms and Election. - Each officer shall be a full member in good standing and shall be elected at an annual meeting of the membership for the term of two

years or until his successor is duly elected and qualified. No lot or parcel of property shall have more than one owner elected as an officer.

Section 4.3 Absence. – Except as otherwise provided herein, in case of the absence of an officer or for any reason, the inability of an officer to act, The Board of Directors may appoint a member to perform the duties of such officer during the period of his absence or inability to act.

Section 4.4 Vacancy. –In case of a vacancy in the office the Board of Directors may appoint a member of an affirmative vote of two-thirds (2/3) of the Board to fill such vacancy until the next annual meeting.

Section 4.5 Removal. – Any officer may be removed, upon recommendation of a majority of the Board of Directors, by two-thirds (2/3) vote of the members present and voting at a meeting of the ~~corporation~~<sup>1</sup> **Eagles Ridge POA.**

Section 4.6 President. – The President shall be the chief executive of the ~~corporation~~<sup>1</sup> **Eagles Ridge POA.** The President shall preside at all meetings of the members and of the Board of Directors at which he is present. The President shall have a prepared statement of the affairs of the ~~corporation~~<sup>1</sup> **Eagles Ridge POA** to be submitted at the annual meeting. The President shall have the general powers and duties usually vested in the office of president of a **nonprofit**<sup>3</sup> corporation, including the appointment of committees ~~as may be deemed appropriate or~~ as the Board of Directors may authorize or as may be otherwise required. The President is an *ex-officio* member of all committees, with voting power. The President shall appoint chairpersons of all committees.

Section 4.7 Vice-President. – The Vice-President shall work and cooperate with the President in the exercise of the power and duties of the President as the President may request from time to time and shall act in place of and for the President in the event of the latter's absence **or inability, unwillingness or failure to act.**<sup>4</sup> **The Vice-President shall chair the Architectural Control Commission and shall maintain an electronic communication system for the Eagles Ridge community and shall be responsible for producing a newsletter for the Eagles Ridge community.**<sup>5</sup>

Section 4.8 Secretary/Treasurer. – **The Secretary-Treasurer shall have responsibility for both the clerical and financial affairs of the ERPOA. The Secretary-Treasurer may appoint an aide to help in the performance of these duties. The aide will have all the rights and responsibilities of a Board member except for the vote.**<sup>6</sup>

**Section 4.8.1 Secretarial Responsibilities-**<sup>7</sup> The Secretary/Treasurer shall attend the meetings of the members and directors and shall record in the record book of the corporation the proceedings of the members and directors at the respective meetings. The Secretary/Treasurer shall maintain membership records, shall notify the members and directors of their respective meetings in accordance with these by-laws. **The Secretary/Treasurer shall prepare any disclosure statements and other reports and documents required by state law.**<sup>8</sup>

**Section 4.8.2 Treasury Responsibilities-**<sup>7</sup> The Secretary/Treasurer shall have the custody of all funds of the corporation and shall deposit the same in the name of the corporation in such bank or financial institutions as the Board of Directors may choose. The

Secretary/Treasurer shall collect all dues and other income; shall sign all checks, drafts, notes and orders for the payment of money, and shall pay out and dispose of the same under the direction of the Board of Directors; the Secretary/Treasurer shall at all reasonable times keep books and accounts open to any director or member of the corporation and shall be prepared to give financial reports as the Board of Directors require. The Secretary/Treasurer shall perform such other duties as are usually incident of the office or as the Board of Directors shall from time to time prescribe.

Section 4.9 Limitations of Authority. –

a) President. – The President will not act ~~in matters relating to the acceptance or transfer of land or interests in land, or in executing papers including deeds, mortgages, leases, transfers, contracts, bonds, notes, powers of authority and other obligations made,~~<sup>9</sup> without the approval of the Board of Directors.

b) Secretary/Treasurer. – The Secretary/Treasurer will not execute checks, drafts, notes, and other orders for the payment of money for transactions, without the approval of the Board of Directors.<sup>10</sup> ~~another officer of the corporation.~~

**Section 4-10. Officers' Responsibility – All Officers shall familiarize themselves with the laws and ordinances of the Commonwealth of Virginia and the County of Nelson relevant to the governance of the association and with the Eagles Ridge Declaration and Bylaws. They shall take care that Board rules, policies and actions shall be consistent with those regulations and documents.**<sup>11</sup>

ARTICLE V

Board Of Directors

Section 5.1 Composition. – The Board of Directors shall consist of the holders of the offices of the President, the Vice-President, and the Secretary/Treasurer.

Section 5.2 Meetings. – The Board of Directors shall meet as often as it considers necessary to transact the business of the ~~corporation~~<sup>1</sup> **Eagles Ridge POA**. Meetings shall be called by the President or by any two directors. The Secretary/Treasurer shall notify ~~the members of the Board of Directors~~<sup>12</sup> **ERPOA** owners at least **fourteen days (14)**<sup>13</sup> ~~seventy-two (72) hours~~ before the meeting, to each such member at his usual place of business or abode. <sup>14</sup> ~~The seven-day 72-hour notice may be waived at the discretion of the President in the event of an emergency.~~ In the event of a vote needed before a meeting can be called, electronic votes by email, fax and/or telephone shall be accepted as authorized by the **Board of Directors**<sup>15</sup> ~~President~~. Unless otherwise specified in the notice any and all business may be transacted at any meeting of the Board. A majority of the Board of Directors shall constitute a quorum. The President, and in his/her absence the Vice-President, shall preside at all meetings of the Board of Directors.

Section 5.3 Special Board Meetings. – Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors by stating the time, place and purpose of the special meeting at least <sup>16</sup> **seven (7)** days in advance of such a meeting. <sup>17</sup> **In case of an unforeseen, emergency situation requiring immediate action, an emergency special meeting of the Board of Directors may be called by or at the request of the President or any two Directors by stating the time, place and**

**purpose of the emergency special meeting as soon as is practical. All Eagles Ridge property owners shall be notified of the special meeting at the same time as the Board members. Until such meeting the President may act as necessary with the unanimous consent of the Board members given via email.**

**<sup>18</sup>Section 5.4 Open Board Meeting Requirement - All meetings of the board of directors, including any subcommittee or other committee thereof, shall be open to all members of record. The board of directors shall not use work sessions or other informal gatherings of the Board of Directors to circumvent the open meeting requirements of this section.**

Section 5.5 Powers. – The Board of Directors shall have the control and management of the affairs, business and property of the ~~corporation~~<sup>1</sup> **Eagles Ridge POA**. In addition, exercise all the powers conferred upon it as set forth in these by-laws and the Articles of Incorporation, and do all such lawful acts and things as are not by statute or by these bylaws divested or required to be exercised or done by the members.

**<sup>19</sup>Section 5.6 Board Responsibility to Property Owners. – The Board of Directors represents the Eagles Ridge Property Owners and therefore must act in accordance to the policies, procedures and regulations established at meetings of the Eagles Ridge Property Owners that are consistent with the Declaration and Bylaws and relevant laws.**

## ARTICLE VI

### Meetings of the ~~Corporation~~<sup>1</sup> **Eagles Ridge Property Owners**

Section 6.1 Annual meeting. – The annual meeting of the ~~members of the corporation~~<sup>1</sup> **Eagles Ridge Property Owners** shall be held **at least** once each year to elect officers or directors, hear reports of officers and transact other business. <sup>20</sup>**The Secretary/Treasurer shall, at least fourteen (14) days in advance of any scheduled meeting send to each member notice of the time, place, and purposes of such meeting.** An annual meeting of the Board of Directors shall be held immediately after, and at the same place as the annual meeting of members.

Section 6.2 Special meetings. – Special meetings of the ~~members of the corporation~~<sup>1</sup> **Eagles Ridge Property Owners** may be **called** <sup>21</sup>~~fixed~~ by a majority of the Board of Directors, or, upon the written application of three ~~members~~<sup>1</sup> **Eagles Ridge Property Owners** in good standing, stating the time, place, and purpose of the special meeting and directed to the Secretary/Treasurer. Special meetings of the **Eagles Ridge Property Owners** <sup>22</sup>~~Board of Directors~~ may be called by or at the request of the President or any two Directors by stating the time, place and purpose of the special meeting at least ~~2~~<sup>23</sup> **seven (7)** days in advance of such a meeting

Section 6.3 Quorum. – At any meeting of the ~~members of the corporation~~<sup>1</sup> **Eagles Ridge Property Owners** a quorum for the transaction of business shall consist of a simple

majority of Full members either present in person, via telephone conference call, or by written proxy. A quorum, once established will be in effect for the entire meeting.

Section 6.4 Notice. – Notice for all meetings of ~~members of the corporation~~<sup>1</sup> **the Eagles Ridge Property Owners** shall be given in the following manner: A written notice stating the place, day and hour of the meeting shall be given by the Secretary/Treasurer to the membership <sup>24</sup> ~~at least fourteen (14) days~~ before the date fixed for such meeting by US Mail or email. ~~For special meetings~~<sup>25</sup> The notice **for special meetings** shall also contain a brief statement ~~for~~ **of** the purpose ~~of such~~ **for the** meeting.

## ARTICLE VII

### Elections and Voting

Section 7.1 Ballots. – A simple majority of the ballots cast by all voting members shall be necessary for election of a director.

Section 7.2 Nominations. Any member entitled to vote may make nominations at the annual meeting.

Section 7.3 Eligibility for nomination. – Any member in arrears of any dues or assessments shall not be eligible for nomination.

Section 7.4 Consent to serve. – Only those persons who have signified their consent to serve if elected shall be nominated for or elected to such offices.

<sup>26</sup> **Section 7.5 Owner Certification – Members voting shall attest that their ballots represent the will of all owners of their properties.**

<sup>27</sup> **Section 7.5 Proxy Ballots. – Any member unable to attend a General Meeting with an election for the Board may designate a proxy in writing who will vote only for the candidate(s) specified. The member may indicate preference(s) on the written proxy to be used in case of a tie.**

## ARTICLE VIII

### ~~Publications~~<sup>28</sup> **Communications**

<sup>29</sup> **Section 8.1 Official Publications and Public Statements.** Publications and public statements <sup>29</sup> **concerning official policies and other matters properly voted upon and approved at meetings of the Eagles Ridge POA** ~~bearing the corporation's name~~ shall be issued under the supervision of the Board of Directors. **The Board of Directors may not limit any owner's comments concerning policies and other matters, as long as they are identified as personal comments and are not libelous, or otherwise illegal.** <sup>30</sup> ~~Any material concerning the activities or public positions for the corporation or of any of its committees, which is prepared by any member for publication or public statement shall be approved by a majority vote of the Board of Directors prior to release of publication.~~

<sup>31</sup>**Section 8.2 Communications. The Board of Directors shall establish a reasonable, effective, and free method for property owners to communicate among themselves and with the board of directors regarding any matter concerning the association.** <sup>32</sup>**The Board of Directors shall not require prior approval of the dissemination or content of any material regarding any matter concerning the Eagles Ridge Property Owners Association that is permitted by law.**

## ARTICLE IX

### Execution of Papers

All deeds, mortgages, leases, transfers, contracts, bonds, notes, power of attorney and other obligations made, executed or endorsed by the ~~corporation~~<sup>1</sup> **Eagles Ridge POA**, except checks, notes, drafts and other instruments for payment of money shall be signed by the President. The Secretary/Treasurer must sign checks, notes, drafts and other instruments for the payment of money drawn in the name of the ~~corporation~~<sup>1</sup> **Eagles Ridge POA** with the approval of the President or Vice President. The Secretary/Treasurer shall have the right to endorse checks, notes, drafts or other instruments in favor of the ~~corporation~~<sup>1</sup> **Eagles Ridge POA** for deposit in the corporation's financial institutions. The Board of Directors may authorize and empower one of said officers or other agent of the ~~corporation~~<sup>1</sup> **Eagles Ridge POA** to execute and deliver any and all papers or documents or to do any other acts or things on behalf of the ~~corporation~~<sup>1</sup> **Eagles Ridge POA**, including any required by or convenient in dealings with government authorities.

## ARTICLE X

### Fiscal Year

The fiscal year of the ~~corporation~~<sup>1</sup> **Eagles Ridge POA** shall end on 31 December of each calendar year.

## ARTICLE XI

### Depositories

The Board of Directors may establish such accounts with banks, trust companies and other institutions as it deems appropriate.

## ARTICLE XII

### Disbursements

Disbursements shall be made only in accordance with a specific authorization by the Board of Directors or within a general budget approved by the Board, except that in the absence of an approved budget the Secretary/Treasurer may pay bills for nominal running expenses as authorized by the President or Vice-President. All checks, notes, drafts or other

financial instruments drawn on the **corporation's<sup>1</sup> Eagles Ridge POA**'s bank accounts must be endorsed by the Secretary/Treasurer with the permission of one other officer.

## ARTICLE XIII

### **<sup>33</sup>Ethical Conduct**

**Section 8.1** Prohibition Against Sharing in Corporate Earnings – No member, officer, director or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the **corporation<sup>1</sup> Eagles Ridge POA**, provided that this shall not prevent the payment of any such person due reasonable compensation for services rendered to or for the **corporation<sup>1</sup> Eagles Ridge POA** in carrying out its corporate purpose. Upon the dissolution of the corporation the members will share on an equal, lot for lot, basis any remaining assets.

**<sup>34</sup>Section 8.2 Conflicts of Interest - Whenever a Board member has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the Eagles Ridge POA to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.**

**Section 8.2.1 Avoidance of Potential Conflicts of Interest - Any nonemergency transaction by a Board member involving both association and personal business shall require prior approval as described in Section 5.6.**

## ARTICLE XIV

### Financial Records

ERPOA financial records are available by request from the **Secretary**/Treasurer and available at the annual meeting.

## ARTICLE IV

### Ratification of the Bylaws

The affirmative vote of a simple majority of the full members shall be required to ratify these bylaws.

## ARTICLE XV

### Amendment of By-Laws

These by-laws may be amended at a meeting of the **corporation<sup>1</sup> Eagles Ridge POA** by a simple majority of the members present or represented by written proxy, provided that notice of the proposed amendment shall have been given to each member at least ten (10) days prior to such meeting.



## ARTICLE XVI

### Parliamentary Authority

*Roberts Rules of Order Revised* shall govern the ~~corporation~~<sup>1</sup> **Eagles Ridge POA** in all cases in which they are applicable and in which they are not in conflict with the by-laws or Articles of Incorporation.

*We, the Board of Directors of the Eagles Ridge POA, Inc certify that, the requisite number of ballots having voted in the affirmative, these bylaws are ratified:*

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President \_\_\_\_\_ Date \_\_\_\_\_

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Vice President \_\_\_\_\_ Date \_\_\_\_\_

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Secretary/Treasurer \_\_\_\_\_ Date \_\_\_\_\_