BY-LAWS

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BYLAWS
Of
REHERD ACRES HOMEOWNERS ASSOCIATION "A", INC.

ARTICLE ONE
OFFICES

The principal office of the corporation shall be located at Rockingham National Bank Center, 141 East Market Street, Harrisonburg, Virginia. The corporation may have such other offices, either within or without the State of Virginia, as the board of directors may determine from time to time.

ARTICLE TWO
MEMBERS

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 forgoing 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.

ARTICLE THREE
VOTING RIGHTS

The corporation shall have one class of voting membership.

Class A. Class A members shall be all those Owners as defined in Article III with the exception of the Declarant. Class A members shall be entitled to one

vote for each Lot in which they hold an interest required for membership. 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.

ARTICLE FOUR
MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members shall be held at the principal office of the corporation or any other designated office on the third Thursday in the month of September in each year, beginning with the year 1981, at the hour of 7:00 o'clock p.m., for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting is a legal holiday in the State of Virginia, such meeting shall be held on the next succeeding business day. If the election of directors is not held on the day designated herein for any annual meeting, or at any adjournment thereof, the board of directors shall cause the election to be held at a special meeting of the members as soon thereafter as is convenient.

Section 2. Special Meetings. Special meetings of the members may be called by the president, the board of directors, or not less than one-tenth of the members having voting rights, at a place designated by the board of directors. If no designation is made, the place of the meeting shall be the principal office of the corporation in the State of Virginia, but if all of the members shall meet at any time and place, either within or without the State of Virginia, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 3. Notice of Meetings. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered either personally or by mail, to each member entitled to vote at such meeting, not less

than ten nor more than thirty days before the date of such meeting, by or at the direction of the president, or the secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose of the meeting shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his address as it appears on the record of the corporation, with postage thereon prepaid.

Section 4. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by all the members entitled to vote with respect to the subject matter thereof.

Section 5. Quorum. Members holding 10% of the votes that may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 6. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney in fact. No proxy shall be valid after two months from the date of its execution, unless otherwise provided in the proxy.

Section 7. Voting by Mail. Where directors or officers are to be elected by members or any class or classes of members, such election may be conducted by mail in such a manner as the board of directors shall determine.

ARTICLE FIVE

BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the corporation shall be managed by its board of directors.

Section 2. Number, Tenure, and Qualifications. The number of the directors shall be no less than 3. Directors shall be elected at the annual meeting

of members, and the term of office of each director shall be until the next annual meeting of members and the election and qualification of his successor. The board of directors shall be composed of the immediate past president of the corporation, the president, vice president, secretary, treasurer, and seven other individuals all of whom shall be a lot owner in different units of the Association. As used herein, "unit" refers to a group of townhouses physically attached to each other in sequence. If a unit does not have an individual willing to take on the director's responsibility, an individual from another unit may be elected to that position.

Section 3. Regular Meetings. A regular meeting of the board of directors shall be held without any other notice than this by-law immediately after, and at the same place as, the annual meeting of members. The board of directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than the resolution. Additional regular meetings shall be held at the principal office of the corporation in absence of any designation in the resolution.

Section 4. Special Meetings. Special meetings of the board of directors may be called by or at the request of the president or any six directors, and shall be held at the principal office of the corporation or at any such other place as the directors may determine.

Section 5. Notice. Notice of any special meeting of the board of directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail of telegram to each director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the as

express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not specified in the notice or waiver of notice of such meeting, unless specifically required by law or these by-laws.

Section 6. Quorum. A majority of directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Board Decisions. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or by these by-laws.

Section 8. Vacancies. Any vacancy occurring in the board of directors and any directorship to be filled by reason of an increase in the number of directors, shall be filled by the board of directors. A director appointed to fill a vacancy shall serve for the unexpired term of his predecessor in office. Each such appointment by the board shall be subject to the approval or disapproval at the next regular or special meeting of the members.

Section 9. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the board of directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the board. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

ARTICLE SIX

OFFICERS

Section 1. Officers. The officers of the corporation shall be a president, a vice-president, a secretary, a treasurer, and such other officers as may be elected in accordance with provisions of this article. The board of directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the board of directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the board of directors at the regular annual meeting of the board of directors. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the board of directors. Each officer shall hold office until his successor has been duly elected and qualifies.

Section 3. Removal. Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment, the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section 5. Powers and Duties. The several officers shall have the powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the board of directors. In the absence of such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of the officers of the same title serving in

nonprofit corporations having the same or similar general purposes and objectives as this corporation.

ARTICLE SEVEN
COMMITTEES

Section 1. Committees of Directors. The board of directors by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extend provided in such resolution, shall have and exercise the authority of the board of directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed on it or him by law.

Section 2. Other Committees. Other committees not having and exercising authority of the board of directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment that the best interests of the corporation shall be served by such removal.

ARTICLE EIGHT
CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts. The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or may be confined to specific instances.

Section 2. Checks, Drafts, or Orders. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation for the payment of normal operating debts less than $500.00; i.e., snow removal in common areas, lighting, insurances, shall be signed by the treasurer. All other payments in excess of $500.00 shall be countersigned by the treasurer and the president. In the absence of the president, said drafts shall be signed by the treasurer and the vice-president or secretary.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

Section 4. Gifts. The board of directors may accept on behalf of the corporation any contribution, gift, bequests, or device for the purpose of the corporation.

ARTICLE NINE
BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of the account and shall also keep minutes of the proceedings of its members, board of directors, committees having and exercising any authority of the board of directors, and shall keep at the principal office a record giving names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE TEN

FISCAL YEAR

The fiscal year of the corporation shall be October 1 – September 31 of each year.

ARTICLE ELEVEN

DUES

The annual dues and payment thereof shall be as set forth in the Association Agreement.

ARTICLE TWELVE

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the articles of incorporation or these by-laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent.

ARTICLE THIRTEEN

AMENDMENT OF BY-LAWS

These by-laws may be altered, amended, or repealed, and new by-laws may be adopted by a majority of the directors at any regular meeting or at any special meeting, if at least ten days' written notice is given of intention to alter, amend, or repeal or to adopt new by-laws at such meeting.