

BYLAWS OF PLEASANT HILL TOWNHOMES ASSOCIATION
(a Virginia nonstock corporation)

These Bylaws are adopted this ____ day of _____, 2026, by the Board of Directors of Pleasant Hill Townhomes Association (the “Association”), a Virginia nonstock corporation organized under the Virginia Nonstock Corporation Act (Va. Code § 13.1-801 et seq.) and subject to the Virginia Property Owners’ Association Act (“POAA”) (Va. Code § 55.1-1800 et seq.). These Bylaws govern the internal affairs of the Association and shall be consistent with, and subordinate to, the Declaration of Covenants, Conditions and Restrictions for Pleasant Hill recorded on March 18, 2026 (the “Declaration”), in the land records of Harrisonburg, Virginia in Deed Book 6026, Page 603, the Articles of Incorporation of the Association, and applicable Virginia law. In the event of any conflict, the Declaration shall control over these Bylaws, and Virginia law shall control over both.

ARTICLE I

NAME AND LOCATION

Section 1. Name. The name of the corporation is Pleasant Hill Townhomes Association

Section 2. Principal Office. The principal office of the Association shall be located in the City of Harrisonburg, Virginia, or at such other place as the Board of Directors may designate from time to time. Meetings of Members and the Board may be held at such places within or near the City of Harrisonburg, Virginia, or as may be designated by the Board.

Section 3. Purpose. The Association is formed to own, manage, maintain, and administer the Common Area; to enforce the covenants, conditions, restrictions, easements, and reservations set forth in the Declaration; to collect and disburse Assessments; and to promote the health, safety, welfare, and common good of the residents of Pleasant Hill, all as more particularly set forth in the Declaration (including Article III, Section 1 thereof) and the Articles of Incorporation.

ARTICLE II

DEFINITIONS

All capitalized terms used in these Bylaws shall have the meanings ascribed to them in Article I of the Declaration, unless the context clearly indicates otherwise or these Bylaws provide a different definition. References to the “Declaration” include any valid amendments or supplements thereto.

ARTICLE III

MEMBERSHIP AND VOTING RIGHTS

Section 1. Membership. Membership in the Association shall be as provided in Article III, Section 2 of the Declaration. Every Owner of a Lot shall be a Member. The Declarant shall also be a

Member as provided therein. Membership shall be appurtenant to and inseparable from ownership of a Lot. Ownership of a Lot is the sole qualification for membership.

Section 2. Voting Rights. Voting rights shall be as provided in Article III, Section 3 of the Declaration. There shall be two classes of voting membership: Class A and Class B. Class A Members shall have one (1) vote per Lot owned (with co-owners casting only one vote collectively). The Class B Member (the Declarant or its successors and assigns) shall have sixteen (16) votes plus one (1) vote for each Lot owned by it. Class B membership shall cease as provided in the Declaration.

Section 3. Co-Owners and Entities. If a Lot is owned by more than one person or entity, the vote for that Lot shall be exercised as the co-owners determine among themselves, but in no event shall more than one vote be cast for any Lot. The vote of one co-owner (in person or by proxy) shall bind all co-owners, and the Association may rely on the representation of such co-owner. For joint owners or tenants not related as spouse, parent, or child (or entity owners), the provisions of Article IV, Section 2(c) of the Declaration regarding Primary Member and easements of enjoyment shall apply as relevant, but voting remains governed by the Declaration.

Section 4. Proxies. Members may vote by written proxy as permitted by the Declaration and Virginia law. Proxies shall be in writing, signed by the Member, and filed with the Secretary of the Association before or at the time of the meeting. A proxy is revocable unless otherwise stated and shall remain valid for eleven (11) months from its date unless a shorter period is specified. Proxies shall conform to any requirements in the Virginia Nonstock Corporation Act and POAA.

Section 5. Quorum. Quorum for Member meetings shall be as provided in Article III, Section 7 of the Declaration: seventy-five percent (75%) of the total votes for actions specified therein otherwise, fifty percent (50%) of the total votes. If quorum is not present, subsequent meetings may be called with reduced quorum (one-half of the prior requirement), except for termination of the Declaration.

Section 6. Action by Written Consent or Ballot. To the extent permitted by Virginia law and the Declaration, any action required or permitted to be taken at a meeting of Members may be taken without a meeting if a consent or ballot in writing, setting forth the action, is signed or approved by the requisite number of votes.

ARTICLE IV

MEETINGS OF MEMBERS

Section 1. Annual Meetings. An annual meeting of the Members shall be held each year at a time and place designated by the Board for the purpose of electing Directors (when applicable) and transacting other business. The first annual meeting shall be held within one (1) year after the date the Declaration is recorded or as soon thereafter as practicable.

Section 2. Special Meetings. Special meetings of the Members may be called by the President, the Board, or upon written request of Members entitled to cast at least twenty-five percent (25%) of the total votes (or such other percentage required by law or the Declaration).

Section 3. Notice of Meetings. Notice of any annual or special meeting shall be given as required by the Declaration, the POAA (including at least 14 days' advance notice for annual/regular meetings and 7 days for others, stating time, place, and purposes), and Virginia law. Notice shall be hand-delivered or sent by first-class mail to the Lot address or the Member's last known address on file with the Association. For actions requiring special quorum or approval under the Declaration (e.g., certain assessments or amendments), notice shall comply with those requirements.

Section 4. Order of Business. The order of business at annual meetings shall generally include: call to order, proof of notice and quorum, approval of minutes, reports of officers and committees, election of Directors (if any), unfinished business, new business, and adjournment.

Section 5. Conduct of Meetings. Meetings shall be conducted in accordance with these Bylaws, the Declaration, and generally accepted parliamentary procedure (e.g., Robert's Rules of Order, as modified by the Board).

ARTICLE V

BOARD OF DIRECTORS

Section 1. Number and Qualifications. The Board of Directors shall consist of not fewer than three (3) nor more than seven (7) Directors, as determined by the Board from time to time. Directors must be Members (or officers, directors, partners, or employees of a Member entity), except during the period when the Declarant appoints or controls the Board as permitted by the Declaration or law. The initial Board shall be appointed by the Declarant.

Section 2. Powers and Duties. The Board shall have all powers and duties necessary for the administration of the Association's affairs, except those required by law, the Declaration, or these Bylaws to be exercised by the Members. This includes (without limitation) the powers and duties set forth in Article III, Sections 4 and 5 of the Declaration; adopting rules and regulations; levying and collecting Assessments (Annual, Special, and Correction); maintaining the Common Area, roofs, gutters, and downspouts; enforcing the Declaration and Architectural Control provisions (when delegated); preparing budgets and financial statements; and all other acts authorized by the governing documents and Virginia law. The Board may delegate ministerial functions to officers, agents, or committees.

Section 3. Election and Term. Directors shall be elected by the Members as follows: Until Class B membership ceases, the Declarant shall have the right to appoint or remove Directors consistent with its Class B voting rights and Virginia law. After Class B termination, Directors shall be elected

by a majority vote of the Members. Directors shall serve staggered terms as determined by the Board to provide continuity. Directors may be re-elected unless otherwise limited.

Section 4. Removal and Vacancies. A Director may be removed, with or without cause, by a majority vote of the Members entitled to vote at a special meeting called for that purpose (subject to Declarant rights while Class B exists). Vacancies shall be filled by the remaining Directors (or by Declarant appointment while it controls) until the next annual meeting.

Section 5. Compensation. Directors shall serve without compensation but may be reimbursed for actual expenses incurred in Association business, as approved by the Board.

Section 6. Meetings of the Board. Regular Board meetings shall be held at least quarterly (or as determined by the Board) without notice other than a standing resolution. Special meetings may be called by the President or any two Directors with reasonable notice. Quorum for Board meetings shall be a majority of the Directors then in office. Actions may be taken by unanimous written consent in lieu of a meeting, to the extent permitted by law.

Section 7. Open Meetings and Executive Session. Board meetings shall generally be open to Members as required by the POAA, except for executive sessions to discuss privileged, legal, or sensitive matters.

ARTICLE VI

OFFICERS

Section 1. Officers. The officers of the Association shall be a President, Vice President (if desired), Secretary, and Treasurer, and such other officers as the Board may appoint. Officers shall be elected by the Board from among the Directors or Members and shall serve at the pleasure of the Board.

Section 2. Duties.

1. President: Chief executive officer; presides at meetings; executes documents.
2. Secretary: Keeps minutes, records, and Member lists; handles notices and correspondence.
3. Treasurer: Custodian of funds; maintains financial records; prepares budgets and statements.

Officers shall perform the duties set forth in these Bylaws, the Declaration, and as assigned by the Board, and those customary under Virginia law.

Section 3. Removal. Officers may be removed by the Board with or without cause.

ARTICLE VII

COMMITTEES

Section 1. Architectural Control Committee (ACC). The ACC shall be established and operated as provided in Article VIII of the Declaration. While the Declarant owns property or controls rights under the Master Plan, it appoints the ACC. Thereafter, the Board appoints at least three (3) and no more than five (5) Members. The ACC regulates external design, appearance, and use as set forth in the Declaration.

Section 2. Other Committees. The Board may establish standing or ad hoc committees as it deems appropriate. Committee members serve at the Board's pleasure.

ARTICLE VIII

FINANCES AND ASSESSMENTS

Section 1. Assessments. Assessments (Annual, Special, Correction, and reserves including the Roof Reserve Fund) shall be levied, collected, and enforced strictly as provided in Article VI of the Declaration. The Board shall fix the amount of Annual Assessments as provided therein, prepare budgets, and allocate reserves.

Section 2. Fiscal Year. The fiscal year of the Association shall be the calendar year (January 1 to December 31), unless otherwise determined by the Board.

Section 3. Financial Records and Reports. The Association shall maintain detailed records of receipts and expenditures (as required by the POAA). Annual financial statements and budgets shall be prepared and made available to Members as required by the Declaration (Article VI, Sections 12 and 13) and applicable law. Books and records shall be available for inspection by Members at reasonable times.

Section 4. Checks and Contracts. Checks and drafts shall be signed by such officer(s) or agent(s) as the Board designates. Contracts and instruments shall be executed as authorized by the Board.

ARTICLE IX

ENFORCEMENT AND INDEMNIFICATION

Section 1. Enforcement. The Association (and Declarant where reserved) shall enforce the Declaration, these Bylaws, and rules through any legal or equitable means, including Correction Assessments, liens, suspension of rights, and court action, as provided in the Declaration (including Articles IX and XI).

Section 2. Indemnification. The Association shall indemnify Directors, officers, and committee members to the fullest extent permitted by Virginia law, provided they acted in good faith and in the best interests of the Association. The Association shall maintain appropriate directors and officers liability insurance and other insurance as required by the Declaration (Article VII, Section 2(i) and Article XI, Section 13).

ARTICLE X

AMENDMENTS

These Bylaws may be amended by the Board of Directors, subject to any approval rights of the Declarant (while Class B membership exists) and Members as required by the Declaration under Article X, Section 10 therein, the Articles of Incorporation, or Virginia law. Amendments shall be consistent with the Declaration and recorded or distributed as appropriate. While the Declarant has amendment rights under the Declaration, it may unilaterally amend these Bylaws to the extent permitted.

ARTICLE XI

MISCELLANEOUS

Section 1. Conflicts. In case of conflict between these Bylaws and the Declaration, the Declaration shall control. Conflicts with Virginia law shall be resolved in favor of the law.

Section 2. Severability. If any provision is held invalid, the remainder shall remain in effect.

Section 3. Notices. Notices shall be given as provided in the Declaration under Article XI, Section 3 therein, and applicable law.

Section 4. Waiver. Failure to enforce any provision shall not constitute a waiver.

Section 5. Corporate Seal. The Association may have a corporate seal, but its use is not required unless mandated by law.

Section 6. Governing Law. These Bylaws shall be governed by the laws of the Commonwealth of Virginia.

These Bylaws were adopted by the Board of Directors on the date first written above.

PLEASANT HILL TOWNHOMES ASSOCIATION

By: _____
President (or Declarant representative, as applicable)

Attest: _____
Secretary