



Amended Bylaws of Lake Holiday Country Club, Inc.

Revised and Approved

By Vote of the Membership on October 23, 2021

Amended Bylaws of Lake Holiday Country Club, Inc.

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AMENDED BYLAWS OF LAKE HOLIDAY COUNTRY CLUB, INC.

ARTICLE I - NAME AND LOCATION

The name of the corporation is LAKE HOLIDAY COUNTRY CLUB, INC., a nonstock corporation organized under and pursuant to the laws of the Commonwealth of Virginia. The current principal office of the corporation is 231 Redland Road, Cross Junction, Virginia, 22625, which is in Frederick County, Virginia.

The Registered Agent for the corporation is Ian Williams of the Law Firm of Harrison and Johnston, operating in the Commonwealth of Virginia and a member of the Virginia State Bar, whose office address is 21 South Loudoun Street, in the City of Winchester, Virginia.

ARTICLE II - DEFINITIONS

The following words, when used in these Bylaws or in any amendment to these Bylaws, shall (unless the context clearly indicates otherwise) have the following meanings:

Section 1. ABSENTEE BALLOT

Shall mean and refer to a vote cast, using paper or by electronic means, by an eligible Member who is unable to be present for a meeting.

Section 2. ARTICLES OF INCORPORATION

Shall mean and refer to the Articles of Incorporation of Lake Holiday Country Club, Inc.

Section 3. ASSOCIATION

Shall mean and refer to Lake Holiday Country Club, Inc., a non-stock corporation of property owners organized and existing under the laws of Virginia, and its successors and assigns.

Section 4. BOARD OR BOARD OF DIRECTORS

Shall mean and refer to the Board of Directors of Lake Holiday Country Club, Inc.

Section 5. BYLAWS

Shall mean and refer to these Bylaws presented by the Board of Directors and approved by the membership of Lake Holiday Country Club, Inc.

Section 6. COMMON AREAS

Real property and the improvements thereon within the Lake Holiday development which is owned or leased and maintained or operated by the Association for the use of Association members and is designated as common area in a Declaration or Deed of Dedication recorded in the land records of Frederick County, Virginia.

Section 7. DECLARATION

Any instrument, however denominated, including a Deed of Dedication, recorded among the land records of Frederick County, Virginia that creates and imposes covenants and deed restrictions for management, regulation, and control of the Lake Holiday development.

Section 8. DEED OF DEDICATION

Shall be deemed to correspond with the term Declaration.

Section 9. DIRECTOR

Shall mean and refer to a member of the Board of Directors of the Association who has been properly elected, having been a Member of the Association for at least one (1) year as of the date of election.

Section 10. ELIGIBLE AND IN GOOD STANDING MEMBERS

Shall mean and refer to those Members who have paid all dues, assessments, and other charges owed to the Association, and such Members must also be in material compliance with all restrictions, rules, regulations, and covenants of the Association.

Section 11. LOT

Any parcel of land designated for separate ownership shown on a recorded subdivision plat of the Lake Holiday development and which is part of a Section of the development, such Section having a Deed of Dedication recorded in the land records, and such parcel is not Common Area.

Section 12. MEMBER

Shall mean and refer to every person or entity who is an owner of a lot or an Associate Member as defined in the Articles of Incorporation, and therefore holds membership in the Association as set forth in the Articles of Incorporation as amended.

Section 13. OWNER

Shall mean and refer to the record owner, whether one or more persons or entities, of a fee or undivided fee interest in any lot which is a part of the Property; but excluding those persons or entities having such interest merely as a security for the performance of any obligation until such persons or entities have acquired record title pursuant to foreclosure or any procedure in lieu of foreclosure, and shall also exclude all lessees.

Section 14. COMMON PROPERTY

Any real property, including individual lots, and improvements to real property within the development which is owned, operated, and maintained by the Association and is not designated as common area in a Declaration recorded in the land records.

Section 15. RESTRICTIVE COVENANTS

Shall mean and refer to the restrictive covenants set forth in the Declarations and Deeds of Dedication.

ARTICLE III - SUSPENSION OF MEMBERSHIP

During any period in which a Member shall be in default in the payment of any annual dues, charges, or assessments levied by the Association, the voting rights and right to use of the facilities and other improvements of the common areas by a Member, his/her delegates and guests, may be suspended by the Board of Directors until such assessment has been paid provided, however, that said Member shall, at all times, have the right to access over the private roads in the Property to and from his/her lot. A Member's voting rights and rights to use the facilities and other improvements or amenities of the Association may also be suspended by the Board of Directors in the event any such Member is in violation of the Associations covenants, restrictions, rules, regulations or bylaws in accordance with Virginia Code Section 55-508, et seq.

ARTICLE IV - BOARD OF DIRECTORS SELECTION AND TERM OF OFFICE

Section 1. NUMBER

The affairs of this Association shall be managed by a Board of nine (9) directors, who must be property owners, and therefore Members of the Association who are eligible and in good standing. The transition from eleven (11) to nine (9) directors shall start at the 2022 annual meeting of Members whereby three (3) director terms shall be filled each year and every year thereafter.

Section 2. TERM OF OFFICE

Terms of office of the Directors shall be three years and staggered. No Member shall be eligible to run for a Director position if, as a result of his/her election at the annual meeting of Members, that Member shall have served more than six (6) consecutive years on the Board. Directors may seek reelection or be appointed after having been off the Board for one (1) year.

Section 3. VACANCY DUE TO REMOVAL, RESIGNATION OR DEATH

In the event of the removal, resignation or death of a Director, his/her successor may be appointed by a majority affirmative vote of the remaining Directors and shall serve only until the next annual membership meeting. The time the appointed successor serves as a Director shall not count for the purpose of term limits. The remaining vacated term shall be filled by vote of the membership at the annual meeting and shall count as a term of office for the purpose of term limits.

A director may be removed by the majority vote of the membership attending a properly called annual or special meeting. The Director(s) involved shall be given proper notice of this meeting, and an opportunity to address the membership. Directors wishing to resign shall give written notice to the Board of Directors which shall be effective upon the date of receipt or at a later time as specified in the notice or by the Board of Directors. The Board of Directors shall notify the membership of the resignation promptly.

Section 4. COMPENSATION

No director shall receive compensation for any service he/she may render to the Association in his/her capacity as a director. Any director, however, may be reimbursed for his/her actual expenses incurred in the performance of his/her duties.

ARTICLE V - MEETINGS OF DIRECTORS

Section 1. REGULAR MEETINGS

Regularly scheduled meetings of the Board of Directors shall be held not less than once a quarter at such place, date, and times as may be fixed from time to time by resolution of the Board. Should any meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day that is not a legal holiday. Additionally, the Board of Directors shall be required to meet within seven (7) working days after the annual meeting of the Association for the purpose of electing officers of the Association. All regular meetings of the Board of Directors shall be open to the membership.

Section 2. SPECIAL, WORKING, AND EMERGENCY MEETINGS

Special and working meetings of the Board of Directors shall be held when called by the President of the Association or by any three (3) directors after not less than three (3) days' notice. Notice of any such meetings must be given to the membership. Reasonable notice, under the circumstances, of emergency meetings shall be provided to the membership contemporaneously with the notice provided to the Board of Directors.

Section 3. QUORUM

A majority of the number of directors shall constitute a quorum for the transaction of business. Every action or decision done or made by a majority of the directors, present at a duly held meeting at which a quorum is present, shall be regarded as an act of the Board.

Section 4. CONDUCT OF MEETINGS

The President shall preside over all meetings of the Association, and the Secretary shall keep the minutes and record in a minute book all resolutions adopted at the meetings as well as a record of all transactions occurring at the meetings.

Section 5. ACTION TAKEN WITHOUT A MEETING

The directors shall have the right to take any action in the absence of a meeting that they could take at a meeting by obtaining the written approval of all the directors and by ratifying such action at the next regular business meeting. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE VI - NOMINATION AND ELECTION OF DIRECTORS

Section 1. NOMINATION

Nomination for election to the Board of Directors shall be made by a Nominating Committee. The Nominating Committee shall make its best effort to have at least as many nominations to the Board of Directors as there are vacancies. The Nominating Committee shall accept all eligible candidates for nomination. In addition, any person not so nominated who wishes to run for the Board and who has solicited the signatures of at least twenty-five (25) eligible voting Members shall be placed on the ballot by the Secretary as a matter of right, provided such request is submitted in writing to the Secretary at least forty-five (45) days prior to the election.

Nominations may also be made from the floor at the annual meeting. All nominees must have been Members of the Association for at least one (1) year.

No Member may be nominated to be a candidate for the Board of Directors unless he/she is in compliance with Article II, Section 10, of these Bylaws, and no person may be nominated to be a candidate for the Board of Directors unless such person has indicated his/her willingness to become a candidate.

Section 2. ELECTION

Election to the Board of Directors shall be by secret written or electronic ballot. At each such election the Members present in person or by absentee ballot may cast, with respect to each vacancy, as many votes as they are entitled to cast under the provisions of the Articles of Incorporation. There shall be no voting by proxy. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted. Directors shall be elected to terms in accordance with Article IV, Section 2, of these Bylaws.

Section 3. INSTALLATION

Newly elected Directors shall be installed at the first meeting of the Board of Directors following each annual meeting of Members. This meeting, considered an organizational meeting, shall be held within seven (7) working days after the annual meeting of the Association when Directors are elected. Outgoing Directors shall continue to serve until this organizational meeting is held unless they were elected by the Board to fill a vacancy.

ARTICLE VII - POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. POWERS

The Board of Directors shall have power to:

(a) Exercise for the Association all powers, duties, and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, the Declarations, and Deeds of Dedication.

(b) Either directly or through the Committees adopt and publish rules and regulations governing use of the Property and the personal conduct of the Members and their delegates and guests thereon, and to establish penalties for the infraction thereof.

(c) Declare the office of a member of the Board of Directors to be vacant in the event such Director shall be absent from three (3) consecutive regular meetings of the Board of Directors.

(d) Employ a manager and such other persons and agents as they deem necessary and prescribe their duties.

(e) Execute such easements, contracts, operating agreements, and maintenance agreements on behalf of the Association as the Board of Directors deems necessary or appropriate in connection with the operation of the Association.

(f) With exception only to an emergency situation necessitating relocation, shall ensure that the Administration's Office Facilities shall be located within the Clubhouse unless other suitable arrangements are approved at a properly noticed special meeting of the members and by a vote of a majority of the eligible voting power of the Association present in person or represented by absentee ballot.

(g) Approve spending on any individual capital improvement project which shall be capped at ten (10) percent of the overall annual budget, unless otherwise approved at a properly noticed special meeting of the members and by a vote of a majority of the eligible voting power of the Association present in person or represented by absentee ballot.

Section 2. DUTIES

It shall be the duty of the Board of Directors to:

(a) Regularly attend scheduled meetings and, should a director be absent from three (3) consecutive regular meetings of the Board of Directors, that director's office may be deemed vacated, and the director may be removed from office by a majority affirmative vote of the Board of Directors. Notwithstanding this provision, the director may be permitted to serve until the next annual meeting of the Members by a majority affirmative vote of the Board of Directors.

(b) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members or at any special meeting, when such statement is requested in writing by one-fourth (1/4) of the Members who are entitled to vote.

(c) Cause an annual audit of the Associations books to be made by a Certified Public Accountant at the completion of each fiscal year.

(d) Supervise all officers, agents, committees, and employees of this Association, and see that their duties are properly performed;

(e) As more fully provided herein and in the Declarations and Deeds of Dedication to fix and send written notice of the amount of the annual assessments against each Lot at least thirty (30) days in advance of each annual assessment period. However, the Board of Directors shall not be permitted to increase the annual assessments more than fifteen percent (15%) over the previous year's assessments unless a greater percentage of increase is approved by a majority of the Membership who are eligible to vote at a special meeting called for that purpose at which meeting the quorum requirements shall be ten percent (10%) of those Members who are current in all of their assessments due the Association.

(f) Issue or to cause an appropriate officer to issue, upon demand by any person at any reasonable time, a certificate setting forth the status of assessments against any Lot. A reasonable

charge may be made by the Board for the issuance of such certificates. A properly executed certificate as to the status of assessments on a Lot is binding on the Association as of the date of such certificate's issuance.

(g) Procure and maintain adequate liability and hazard insurance on property and interests in property owned by the Association.

(h) Cause all officers or employees having fiscal responsibilities to be bonded, and to secure liability insurance covering the acts or omissions of Directors, officers, committee members, and employees as the Board shall deem appropriate.

(i) Cause any common areas, facilities, and any easements granted to the Association to be maintained in accordance with standards adopted by the Board.

(j) Cause lots to be used and maintained pursuant to and in accordance with the Declarations and Deeds of Dedication.

(k) Appoint the Architectural and Compliance Committees and oversee the performance of their duties, obligations, and the exercise of their powers and authority granted by the Declarations and Deeds of Dedication; and to hear and finally determine appeals.

(l) Open and maintain such bank accounts as may be necessary or appropriate for the operation of the Association.

(m) Sign checks or other orders or demands for the payment of money of the Association or to designate officers and agents of the Association entitled to sign such checks, orders, or demands, provided that each such check, order, or demand on behalf of the Association shall be signed by at least two (2) such designated officers or agents to be effective.

(n) Perform all other duties required by the Declarations, Deeds of Dedication, the Articles of Incorporation, and these By-Laws to be performed by the Board of Directors.

ARTICLE VIII - INDEMNIFICATION

Section 1. INDEMNIFICATION

Each director and officer (and his/her heirs, executors, and administrators) and appointees of the President shall be indemnified by the Association against all claims, liabilities, judgments, settlements, costs and expenses incurred by him/her in connection with any claim, action, suit, or proceeding, or threatened action, suit or proceeding to which he/she may be made a party by reason of his/her being or having been a director or officer of the Association except in relation to any action, suits, or proceedings in which he/she has been finally adjudged liable because of gross negligence or misconduct, which shall be deemed to include willful misfeasance, bad faith, gross negligence, or reckless disregard of the duties involved in the conduct of his/her office. The foregoing rights and indemnification shall not be exclusive of any other rights to which the officers and directors may be entitled according to law.

Section 2. PERSONAL LIABILITY

No officer of the Association or member of the Board of Directors shall be personally liable for the performance of any contract or agreement entered into by the Officer or Board of Directors on behalf of the Association.

ARTICLE IX - COMMITTEES

Section 1. COMMITTEES

The Board of Directors shall appoint an Architectural Committee as provided for in the Declarations and Deeds of Dedication, a Compliance Committee, and a Nominating Committee as provided in these Bylaws. In addition, the Board of Directors shall appoint such other committees as deemed appropriate to carry out its purposes.

(a) ARCHITECTURAL COMMITTEE.

The Board of Directors shall appoint an Architectural Committee for the purpose of exercising rights (covenants, conditions, and restrictions) vested in the Declarations and Deeds of Dedication of each section of the Lake Holiday Country Club, Inc. development.

The Architectural Committee shall prepare and publish a COMMUNITY GUIDELINES AND POLICY MANUAL, consistent with the Declarations and Deeds of Dedication, which must be approved by the Board of Directors. The Committee shall operate in a manner that is directed by and follows the COMMUNITY GUIDELINES AND POLICY MANUAL. From time to time the COMMUNITY GUIDELINES AND POLICY MANUAL will be reviewed, revised, and any changes must be approved by the Board of Directors.

(b) COMPLIANCE COMMITTEE.

The function of the Compliance Committee is to provide for a peer review for any member alleged to have breached any of the requirements of any deed covenants, Bylaws, or rules and regulations of the Association. When a resolution cannot be achieved through an informal process with Management and the person alleged to be in non-compliance, a Mediator Panel composed of impartial members of the Association shall hold a hearing to decide the matter. No member of the Board of Directors may serve on the Mediator Panel.

(c) NOMINATING COMMITTEE.

The Nominating Committee shall consist of a Chairman and three (3) or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors no later than six (6) months prior to the annual meeting and shall serve until a new Nominating Committee is formed.

Section 2. DUTIES

It shall be the duty of each committee to receive complaints, recommendations, and suggestions from Members on any matter involving Association functions, duties, and activities within its field of responsibility. It shall address such complaints, recommendations, and suggestions as it deems appropriate or refer them to such other committee, director, or officer of the Association as is further concerned with the matter presented.

ARTICLE X - MEETINGS OF MEMBERS

Section 1. ANNUAL MEETING

The annual meeting of the Members shall be held the fourth Saturday of October of each year at such time and at such place as determined by the Board of Directors.

Section 2. SPECIAL MEETINGS

Special meetings of the Members may be called at any time by the President or by any three (3) members of the Board of Directors, or upon written request of one-third (1/3) of the Members who are eligible to vote.

Section 3. NOTICE OF MEETINGS

Unless otherwise provided in the Declarations, Deeds of Dedication, Articles of Incorporation, or elsewhere in these Bylaws, written notice of each meeting of the Members shall be given by or at the direction of the Secretary to each Member entitled to vote at such meeting. Each such notice shall be hand delivered or mailed, postage prepaid, not less than fourteen (14) days or more than sixty (60) days before the date of such meeting, addressed to the Member at his/her address as it appears on the books of the Association. Such notice shall specify the date, time, and place of the meeting; and, in the case of a special meeting, the purpose of the meeting. Notwithstanding the foregoing, a proposed change in the Articles of Incorporation, a plan of merger or consolidation, a proposed sale or lease of the Associations assets other than in the regular course of business, or dissolution shall be given not less than twenty-five (25) days, or more than sixty (60) days before the date of such meeting.

Section 4. QUORUM

Unless otherwise provided in the Declarations, Deeds of Dedication, Articles of Incorporation, or elsewhere in these Bylaws, the presence at a meeting of the eligible Members (in person or by absentee ballot) entitled to cast at least ten percent (10%) of the total eligible votes of the membership shall constitute a quorum. If the required quorum does not exist at such meeting, the meeting will be adjourned and another meeting may be called, subject to the vote requirements set forth above. If the meeting is adjourned for this reason, the meeting shall be continued at a later date in order to reach a quorum. Additional voting in person will be accepted at the continuation of the meeting to reach a quorum. No further absentee ballots shall be accepted after the initial deadline. However, once a member is represented, that member is deemed present for quorum purposes when the meeting continues unless a new record date is established.

Section 5. VOTING

Unless a greater proportion is required by the Virginia Non-stock Corporation Act, the Articles of Incorporation, or elsewhere in these Bylaws, the majority of the votes cast by the eligible Members present or represented by absentee ballot at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon. No cumulative voting shall be permitted at any meeting, or in any vote, of the Members. The right to vote of the members shall be determined as set forth in the Articles of Incorporation and such voting rights provisions are specifically incorporated herein.

Section 6. WAIVER OF NOTICE

Whenever any notice of any meeting of Members is required to be given under provisions of law or under the provisions of the Articles of Incorporation or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice and filed with the records of the meeting, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Attendance of a Member at a meeting shall constitute a waiver of notice of such meeting except where a Member attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

Section 7. ABSENTEE BALLOTS

At all meetings of Members each Member may vote in person or by absentee ballot. All absentee ballots must be in writing and filed with the Secretary of the Association prior to the meeting.

ARTICLE XI - OFFICERS AND THEIR DUTIES

Section 1. ENUMERATION OF OFFICERS

The Association shall have a President, a Vice President, a Secretary, and a Treasurer who shall at all times be members of the Board of Directors. Additionally, the Association may have such other officers as the Board of Directors may from time to time determine to be necessary or desirable.

Section 2. ELECTION OF OFFICERS

The election of officers shall be by a majority vote of the Directors and shall take place at the first meeting of the Board of Directors following each annual meeting of Members; such meeting shall be held within seven (7) working days after the annual meeting of the Association. The outgoing officers shall continue serving in their respective roles until this meeting. The President of the previous Board or, in his/her absence the Vice President, shall preside at the meeting until such time as a new President is elected.

Section 3. TERM

The officers of this Association shall be elected annually by a majority vote of the Board of Directors and each shall hold office for one year unless he/she shall sooner resign, shall be removed, or shall otherwise be disqualified to serve.

Section 4. RESIGNATION AND REMOVAL

Any officer may be removed from office with or without cause by a majority of the Board. Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. VACANCIES

A vacancy in any office may be filled by a majority vote of the Board of Directors in the manner prescribed for regular elections. The officer elected to such vacancy shall serve for the remainder of the term of the officer he/she replaces.

Section 6. MULTIPLE OFFICES

No person shall simultaneously hold more than one office, except for special offices created pursuant to Section 1 of this Article.

Section 7. DUTIES

The duties of the officers are as follows:

(a) **PRESIDENT.** The President shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board are carried out, and shall sign all leases, mortgages, deeds, and other written instruments to which the Association is a party. The President may appoint others to assist the Board at its meetings, as well as others to assist the Board in its responsibilities. Individuals so appointed shall be indemnified with the same coverage as the elected members of the Board. Additionally, the President shall perform such other duties as prescribed by the Board of Directors.

(b) **VICE PRESIDENT.** The Vice President shall act in the place and stead of the President in the event of his/her absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required of him/her by the Board of Directors.

(c) **SECRETARY.** The Secretary shall (a) record the vote and keep the minutes of all meetings and proceedings of the Board of Directors and of the Members, (b) keep the corporate seal of the Association and affix it on all papers requiring said seal, (c) serve notice of meetings of the Board of Directors and of the Members, (d) keep appropriate current records showing the names of the Members of the Association and their addresses, and (e) perform such other duties as are required by the Board of Directors.

(d) **TREASURER.** The Treasurer shall be responsible for (a) receiving and depositing in appropriate bank accounts all monies of the Association, (b) disbursing such funds as directed by resolution of the Board of Directors, (c) signing all promissory notes of the Association, (d) keeping proper books of account, (e) maintaining and updating the Replacement Reserve Study, and (f) preparing an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and making available copies of such budget and statement to each of the Members.

ARTICLE XII - BOOKS AND RECORDS

Section 1. INSPECTION

The books, records, and papers of the Association shall be available for inspection by any Member during reasonable business hours as provided in the Virginia Property Owners Association Act, 55-508, et seq., as amended.

Section 2. OWNERSHIP

All books, records, and documents of any sort generated by the agents, employees, officers, or directors of the Association are property of the Association. At the expiration of the term of any officer or member of the Board of Directors, all documents in their possession that are the property of the Association must be returned to Management to insure the orderly transition of records. All original documents produced by the Association, its officers, directors, employees, or agents shall bear information indicating that it is the property of the Association if it is delivered to third parties.

ARTICLE XIII - CORPORATE SEAL

The Board of Directors shall provide a suitable seal containing the name of the Association.

ARTICLE XIV - AMENDMENTS

Except as may be otherwise provided by the Articles of Incorporation or the Declarations or Deeds of Dedication, these Bylaws may be amended at a regular or special meeting of the members, by a vote of a majority of the eligible voting power of the Association present in person or represented by absentee ballot.

ARTICLE XV - MISCELLANEOUS

Section 1. FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and end on the last day of December of every year.

Section 2. ASSOCIATE MEMBERSHIP

Associate Membership in the Association may, at the discretion of the Board of Directors, be granted, from time to time, to persons who are not Owners of Property subject to the Declarations and Deeds of Dedication, which will permit such persons to enjoy the privileges of membership in the Association, including the use of the common areas or facilities but not including any claim, title, or interest in the real or personal property of the Association or any of its assets or rights with respect thereto upon dissolution of the Association. Annual dues for Associate Members shall be determined, from time to time, by the Board of Directors and may be an amount less than set for other Members. Associate Members shall not have any voting rights and shall not be counted when considering a quorum for meetings.

Section 3. MEMBER CONDUCT

No immoral, obnoxious, offensive, or unlawful use shall be made of any private lot or Association common areas or any part thereof, and all valid laws, zoning ordinances, and regulations of all governmental agencies having jurisdiction thereof shall be observed. All laws, orders, rules, regulations, or requirements of any governmental agency having jurisdiction thereof relating to any portion of the Property shall be complied with, by and at the sole expense of the Property Owner or the Board of Directors, whichever shall have the obligation to maintain or repair such portion of the Property, and, if the latter, then the cost of such compliance shall be a common expense.

AMENDMENT HISTORY

Revision	Approval Date	Article	Section	Initialed for LHCC Records Entry by:
Historical	4/10/2000			
2008 Amendments	10/25/2008	II IV VII XI	9 2, 3, 4 2 7-(d)	
2011 Amendments	10/22/2011	II VI X XI	6-8, 11, 14 New 3 4 2	
2017 Amendments	10/28/2017	IV VI VII IX	2, 3, 4 2 2 1	ALM
2018 Amendments	10/27/2018	VI VII IX X	1 1(f) & (g) 1(c) 7	ALM
2021 Amendments	10/23/2021	II IV VI	1 1, 2, 3, 4, 5 2	EH

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected Secretary of LAKE HOLIDAY COUNTRY CLUB, INC., a Virginia nonstock corporation, and

THAT the foregoing Bylaws constitute the Amended Bylaws of LAKE HOLIDAY COUNTRY CLUB, INC., as duly adopted at a meeting of the Board of Directors held on September 26, 2017, and approved by the members of LAKE HOLIDAY COUNTRY CLUB, INC., in accordance with the applicable governing provisions, at a meeting held on October 27, 2018, pursuant to notice in accordance with the applicable governing provisions, which Amended Bylaws hereby duly amend all previously promulgated Bylaws and their amendments.

IN WITNESS WHEREOF, I have hereunto subscribed my name and office, and affixed the seal of LAKE HOLIDAY COUNTRY CLUB, INC., this 17th day of March, 2021.

ELIZABETH HAIR
SECRETARY (Signature on File)

-End of the Text of the Amended Bylaws of Lake Holiday Country Club Inc.-