

AMENDED AND RESTATED BY-LAWS OF SCHOONER BAY ASSOCIATION, INC (2022)

**ARTICLE I - NAME, PURPOSE, AND OFFICES**

**SECTION 1. NAME.** The name of the corporation shall be Schooner Bay Association, Inc. (hereinafter referred to as the "Association").

**SECTION 2. PURPOSE.** The purpose for which the corporation is organized is to uphold the agreements and promote social interaction between members.

**SECTION 3. OFFICES.** The principal office of the Association shall be situated in Accomack County, Virginia at such place as the Board of Directors may from time to time designate. The Association may have offices and other places of business at such other places within or outside of the Commonwealth of Virginia as the Board of Directors may determine in its sole discretion from time to time.

**ARTICLE II - MEMBERSHIP**

**SECTION 1. MEMBERS.** The Association shall have one class of members. The members of the Association shall be the owners of lots within the Subdivision; however, each lot shall have a maximum of one designated voting member regardless of the number of persons who hold title to a particular lot. Lots with more than one record owner shall designate the voting member to the Secretary of the Association in writing. Termination of ownership of a lot within the Subdivision shall terminate such person's membership in the Association and a new membership shall be automatically issued to the successor owners of lots in the Subdivision. No certificate of membership shall be issued.

**SECTION 2. DUES.** Unless the Association's Articles of Incorporation provide otherwise, no member shall be required to pay dues to become or remain a member of the Association. Members may pay voluntary dues solicited by the Board of Directors from time to time for the benefit of the Association and in furtherance of its purposes, but the payment of such voluntary dues shall not extend to such member any additional or special rights different from those enjoyed by members who choose not to pay such dues.

**SECTION 3. VOTING RIGHTS.** Except as otherwise provided in the Association's Articles of Incorporation, the designated voting member for each lot within the Subdivision shall have the right to vote on any matter put before the membership by the Board of Directors, including but not limited to changes in the Association's Covenants and Restrictions. Voting members may vote in person or by a written proxy signed by such members.

**SECTION 4. MEETING OF MEMBERS.**

**A. Annual Meeting.** The annual meeting of the members of the Association shall be held each year in Accomack County, Virginia during the month of June at such specific place, date and time as the Board of Directors may designate, or at such other place, date and time as the Board of Directors shall designate by proper written notice to the members in accordance with these By-Laws.

**B. Special Meetings.** Special meetings of the members for any purpose or purposes may be called by the Chairman of the Board of Directors at any time and must be called by the Chairman of the Board of Directors within thirty (30) days after receipt by the Board of a written request for such special meeting made by twenty-five percent (25%) or more of the members.

**C. Notice of Meetings.** Written notice of the annual meeting and of special meetings of the members stating the date, time, place, and purpose or purposes of same shall be mailed by first-class U.S. mail to each member not less than ten (10) nor more than thirty (30) days prior to each such meeting unless otherwise waived as provided below.

**D. Waiver of Notice.** Any member may waive notice of an annual or special meeting in writing received by the Association either before or subsequent to such meeting. Attendance of a member at any annual or special meeting, either in person or by proxy, shall be deemed a waiver of written notice for that meeting unless such member appears in person or by proxy to object to the lack of proper notice at the time the meeting is called to order. Waiver of notice as provided above shall be deemed to be the equivalent of proper notice.

**E. Quorum.** A quorum for any annual or special meeting of the members shall be thirty percent (30%) of all the designated voting members of the Association, present at such meeting in person or by a written proxy signed by such member.

### **ARTICLE III - DIRECTORS AND OFFICERS**

#### **SECTION 1. DIRECTORS.**

**A. Number and Qualifications.** The business and affairs of the Association shall be managed and controlled by a Board of Directors consisting of five (5) persons who shall be elected by the members of the Association at the annual meeting of the members. Any person with an ownership interest in a lot in the Subdivision shall be eligible to serve as a Director, provided, however, that no more than one co-owner of a Subdivision lot shall be eligible to serve on the Board at any one time.

**B. Term.** The term of office for Directors shall be one year beginning on July 1st and ending on June 30th of the following year or until his or her successor has been duly elected

**C. Resignation; Vacancies; Removal.** Any Director may resign by tendering such Resignation in writing to the Secretary or other officer of the Association. Any vacancy occurring on the Board of Directors may be filled for the remaining unexpired term thereof by a majority vote of the remaining Directors, or at the discretion of the Board, such vacancy may remain unfilled until the next annual or special meeting of the members. A Director may only be removed from office by a majority vote of the members cast at an annual or special meeting of the members.

**D. Meetings.** Regular meetings of the Board of Directors shall be held quarterly, at such date, place, and time as is designated by the Chairman of the Board. Working meetings of the Board of Directors may be called at any time by the Chairman. Voting on issues may not take



place at the working meetings. Special meetings of the Board shall be called by the Chairman of the Board at any time. Special meetings of the Board shall be called upon the receipt of a written request for the same made by at least three (3) Directors. Directors may attend meetings of the Board either in person or by a written proxy signed by such Director.

**E. Quorum.** A quorum for any meeting of the Board of Directors shall be three (3) Directors present in person or by written proxy. A majority vote of the Directors in person or by proxy shall be required for any affirmative action of the Board; provided, however, that if only three (3) Directors are present at a meeting, either in person or by proxy, a unanimous vote of those Directors shall be required to carry a vote put before the Board. Proxies must be in writing and signed by the Director so represented.

**F. Advisory Votes.** The Board of Directors in its sole discretion may, but in no case shall be required to, put certain matters to an advisory vote of the membership. The results of such vote shall be advisory in nature and shall not be binding upon the Board.

## **SECTION 2. OFFICERS.**

**A. Number and Qualifications.** The officers of the Association shall consist of a Chairman, a Secretary, and a Treasurer who shall be elected annually by the Board of Directors at the first meeting of the Board immediately following the annual meeting of members. The Board of Directors may elect such other officers, including one or more assistants, as it may from time to time deem appropriate in its sole discretion. Such additional officers shall have such authority and duties as is prescribed from time to time by the Board. Officers may, but are not required, to be voting members or Directors of the Association.

**B. Term.** The office of Director may be held for four (4) consecutive years. Each year shall begin on July 1st and end on June 30th of the following year.

**C. Resignations; Vacancies; Removal.** Any officer may resign from office at any time by tendering such resignation in writing to the Board. Any vacancy of an office may be filled by the Board of Directors or such office may remain vacant as the Board of Directors may determine; provided, however, that vacancies in the offices of Chairman and Secretary must be filled by the Board no later than the first meeting of the Board following the occurrence of the vacancy. Any officer may be removed from office, with or without cause by a majority vote of the Board of Directors.

**D. Powers and Duties of Officers.** The officers of the Association shall have such powers and duties as are customary for such office as well as such powers and duties as may be prescribed by applicable Virginia law or specifically conferred or imposed from time to time by the Board of Directors. The Chairman shall be the chief executive officer of the Association and shall preside over all meetings of the Board and the members, using such rules of order as he or she may prescribe in his sole discretion. The Treasurer shall have primary responsibility for the preparation of the annual budget and the handling of Association funds. The Secretary shall maintain minutes of all meetings of the Board and the members, shall maintain a roster of the members, and shall be responsible for the giving of all required notices.

### **SECTION 3. COMMITTEES.**

The Board of Directors or Officers may appoint from time to time such committees as it or they deem necessary to assist in the performance of their functions and duties and may delegate such functions and duties to those committees; provided, however, that any such delegation of functions and duties shall not relieve the Board or Officers of their responsibility with respect to same.

### **SECTION 4. ACTIONS IN WRITING IN LIEU OF MEETINGS.**

Any action which is required to be, or which may be, taken at a meeting of the Board of Directors may be taken without a meeting if one or more consents in writing, setting forth the action so taken, shall be signed by each of the Directors and delivered to the Secretary of the Association for inclusion in the Association minute book. Any action so taken shall be deemed effective as of the date on which the last Director executed the written consent unless a specific effective date is expressly set forth therein, in which case the action so taken shall be effective as of such date regardless of whether such date is before or after the date on which any or all of the Directors executed their consent.

## **ARTICLE IV - ELECTION OF DIRECTORS**

**SECTION 1. NOMINATIONS.** The Board of Directors shall formulate a proposed slate of Directors for election at the next annual meeting of the members which slate shall be mailed to the members with the notice of the annual meeting. There shall be no nominating committee unless such a committee is designated by the Board of Directors at its sole discretion.

**SECTION 2. VOTING.** The election of Directors shall be by written ballot cast by the designated voting members of the Association. Such ballots shall be mailed to each designated voting member no later than the notice of the annual meeting. Ballots shall contain the names of the proposed slate of Directors nominated by the Board and shall also contain space for designated voting members to write in any other nominees they choose. Each lot shall have only one designated voting member, regardless of the number of persons having an ownership interest in such lot. Each designated voting member may cast one vote for each Director position to be filled. Designated voting members may cast their ballots in person or through their written proxy at the annual meeting of the members or may send their ballots in absentia to the Secretary prior to the annual meeting. No ballots received after the call for the same made at the annual meeting shall be counted.

## **ARTICLE V - FISCAL MATTERS**

**SECTION 1. FISCAL YEAR.** The fiscal year of the Association shall begin on July 1st of each year and end on June 30th of the following year.

**SECTION 2. DEPOSITORIES.** The funds of the Association shall be deposited in such bank or trust company, and checks drawn against such funds shall be signed in such manner, as may be determined from time to time by the Board of Directors



#### **ARTICLE VI - INDEMNIFICATION.**

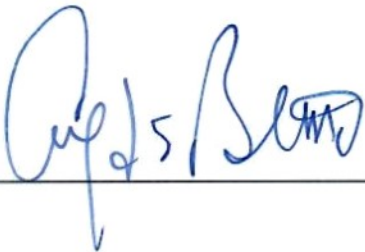
The Association shall indemnify and hold harmless any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative (including action or suit by the Association) by reason of the fact that such person is or was an Officer, Director or agent of the Association from and against judgments, fines and expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit provided such person acted in good faith and in a manner he/she reasonably believed to be in the best interest of the Association, or, with respect to criminal action, had no reasonable cause to believe that his/her conduct was unlawful. However, no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duties to the Association. The Board of Directors shall have the power and authority to purchase and maintain officers and directors errors, omissions, and liability insurance in support of this indemnification provision.

#### **ARTICLE VII - AMENDMENTS.**

Unless otherwise provided in the Association's Articles of incorporation, these By-Laws may be amended or repealed in whole or in part only by a majority vote of the Board of Directors.

#### **CERTIFICATE**

I do hereby certify that I am the duly elected Secretary of the Association and that the foregoing is a true and correct version of the amended and Restated By-Laws of the Association duly adopted at a meeting of the Board of Directors held on **April 28, 2022**.

A handwritten signature in blue ink, appearing to read "A. J. Smith", is written over a horizontal line.

(Secretary)