

Mallard Bay Property Owners' Association
Bylaws

Article I
Name and Location

The name of this corporation is the Mallard Bay Property Owners Association, Inc. (MBPOA) hereinafter referred to as the Association. The principal office of the corporation in the State of Virginia shall be located in Northumberland County, Virginia. The mailing address is Mallard Bay Property Owners Association, PO Box 87, Heathsville, VA 22473.

Article II.
Membership and Voting Rights

Membership in the corporation is as defined in the Declaration: The Association's membership will be made up of all the owners of interest in lots 1 through 169. When more than one (1) person holds an interest in any lot, all such persons shall be members, but in no event shall more than one (1) vote be cast with respect to any one (1) lot or any group of lots which are subject to a single Annual Association Assessment.

Only members in good standing shall be entitled to vote in the affairs of the Association. When any member is in default in payment of dues or assessments he shall for purposes of voting, not be considered a member in good standing. Where there are 2 or more owners of a lot, only one vote per lot (or group of lots subject to a single annual assessment) shall be allowed. Such owners shall designate and register with the Secretary of the Association the name of the lot owner entitled to cast such single vote. In the absence of such registration, the Association will accept the first vote received for that lot or group of lots. All votes shall be cast in person or by proxy, executed in writing by the member or by his duly authorized attorney-in-fact.

Article III
The Board of Directors

General Powers and Tenures:

The business and affairs of the Association shall be managed and controlled by a Board of Directors (hereinafter referred to as the Board) of no fewer than 3 directors. It is recommended that there be a 5-member board of which at least three be local Mallard Bay property owners. Each director shall serve for a two-year term. To ensure continuity, to the greatest extent possible, vacancies shall be filled in alternate years so that at least two directors will remain in office for the term following elections. Directors may serve as often as they are elected by the membership. Joint owners may not serve on the Board concurrently.

Vacancies:

A vacancy on the Board may be filled by appointment by the remaining Board members until the next annual election at which time the membership will elect a person to fill the unexpired term.

Removal of Directors:

Directors may resign at any time. Any Director who is no longer a member in good standing of the Association is automatically removed and the position made vacant. Directors may be removed prior to the expiration of their term by a two-thirds majority vote of the members present at an annual or special meeting specifically called for that purpose so long as all rules governing special meetings are followed. Any director who misses three consecutive regularly scheduled Board meetings may be removed from office if a majority of the other directors so vote.

Directors-at-Large:

The Board has the power to appoint Directors-at-Large to perform specific duties such as acting as the Registered Agent for the Association. Directors-at-Large must be Mallard Bay property owners and shall have no voting rights at Board meetings.

Officers:

Officers of the Board shall at minimum be the President, Secretary and Treasurer. If there are at least 4 Directors, the office of Vice President shall be filled. Officer positions will be filled by election by the members of the Board.

Officer Duties are listed below. The Board may establish additional duties as required.

President:

Presides at all Board Meetings and Membership meetings and establishes the agenda for all such meetings. Exercises supervision of the affairs and activities of the Association.

Vice President (if filled):

Assumes duties of the president when that office holder is absent, incapacitated.

Assumes the office of President if the office becomes vacant.

Treasurer:

Receives all Association funds and keeps them in a bank or banks approved by the Board. Further, the treasurer:

- shall keep Association account records or see that they are kept, using generally acceptable accounting procedures
- shall be one of the officers to hold the key to any safe deposit box leased by the Association
- will disburse funds as approved by the Board and in accordance with any rules and regulations set governing disbursements

- will prepare documentation required regarding need for change in the annual assessments or for any special assessments or for any special assessments of the membership
- will present financial activity reports at scheduled Board meetings
- will prepare a statement of income and expenditures for presentation to the membership at the annual meetings
- will prepare the annual budget
- will ensure that Association tax returns are filed
- will keep a current list of property owners for annual assessments, for tracking the payments of such assessments and for taking appropriate action when any member is in default in the payment of dues or other assessments. These actions include filing liens against the member's property, working with a collection agency or taking any other legal action approved by the Board.

Execution of Instruments: All checks issued by the Association shall require the signatures of two officers. (In the case where there are not two officers living in the community, the Board may appoint a Director at Large who has the authority to sign checks.)

If approved by the Board, the treasurer may make use of professional bookkeeping and/or accounting services and income tax preparation services.

Secretary:

Assures that all meeting minutes are recorded and kept on file and acts as custodian of all corporate records not kept by the treasurer.

Regular Board Meetings:

After each annual membership meeting, the elected Board will meet for the purpose of electing officers to take office for the coming year and for setting dates for subsequent Board meetings. So long as a majority of the Board members is present, no prior notice of such meeting will be required. If a majority of the Board is not available, the Board members present must ensure that such a meeting is called and held within one month of the annual meeting.

Special meetings of the Board may be called by the president or by the written request of two Board members. The person or persons calling the meeting must state the specific purpose for any special meeting in advance.

Regular and Special Board meeting dates and place shall be published and/or posted on the Mallard Bay Clubhouse Bulletin Board.

The Board may meet in closed session to consider personnel matters, consult with legal counsel, discuss and consider contracts, potential or pending litigation and matters involving violations of the declaration so long as this is done in compliance with the appropriate legal codes of the Commonwealth of Virginia (The Property Owners' Association Act Title 55, Chapter 26).

Quorum:

A majority of the Board members shall constitute a quorum at all meetings of the Board.

Fiduciary Duty; Disqualification:

Board members have a duty to act in the best interests of the Mallard Bay community. A Board member who has a substantial personal interest (beyond that interest common to the membership of the Association) in a matter being considered by the Board is disqualified from voting on any motion or question associated with that matter, and may not be present at any closed session of the Board lawfully called to consider that matter.

Members of the Association who are employees of, or contractors or Subcontractors with, the Association, may serve on the Board but are disqualified, as set out in the preceding paragraph, with respect to any matter concerning their employment or contractual relationship with the Association.

**Article IV
Membership Meetings**

An Annual meeting of the members for the purpose of hearing reports from the Board of Directors and for the election of persons to fill current or upcoming vacancies on the Board of Directors will be held on the third Saturday in October unless otherwise set by the Board. Newly elected Board members will assume office on January 1. To provide continuity in the transfer of leadership from one Board to the next, new officers are encouraged to use this transition period to become familiar with their office.

Special Meetings:

Special meetings of the membership may be called by the Board or by members representing 25% of the votes entitled to be cast at such a meeting.

Notice of Meetings:

Written notice stating the time, place, day and purpose of the annual or special meeting shall be delivered to all members entitled to vote at such meetings not less than 14 days and not more than 60 days prior to the meeting.

Quorum:

Members representing 25% of the votes entitled to be cast at the meeting, in person or by proxy, shall constitute a quorum.

**Article V
Committees**

The Board will appoint at least three Association members to form the Architectural Review Committee (hereinafter referred to as the ARC) one of which is appointed as

Chair. The ARC is empowered to administer and enforce the architectural Requirements and procedures as defined in the community covenants. The ARC Chair will report on the status of all plans and activities to the Board. The ARC has the responsibility and authority to notify property owners when they are in violation of community covenants. If a property owner does not adequately respond to such notification, the ARC Chair will bring the matter to the Board for appropriate action.

The Board may establish additional ad hoc or standing committees as necessary, including but not limited to committees to nominate members to fill upcoming Board positions, social committees and landscaping committees.

Members and Chairs of all committees serve at the pleasure of the Board and may be removed or replaced by a majority vote of the Board.

Article VI Amendments

These bylaws may be amended by a majority vote of those members voting in person or by proxy at an annual meeting of the membership or at a meeting specially called for that purpose so long as the membership is notified of proposed changes in advance and changes are published once enacted.