

AMENDED AND RESTATED

BYLAWS

OF

**INDIAN SPRINGS HOMEOWNERS' ASSOCIATION, INC.
A VIRGINIA NONSTOCK CORPORATION**

Approved May 2, 2017

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**AMENDED AND RESTATED BYLAWS OF
INDIAN SPRINGS HOMEOWNERS' ASSOCIATION, INC.
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WHEREAS, the Indian Springs Homeowners' Association, Inc. (the "Association") has drafted and executed bylaws setting forth the governance of the Association which bylaws were dated May 28, 2014; and

WHEREAS, Article VII of the said bylaws authorizes the Association by a 2/3 vote of the Members of the Association to make, alter, or amend the said bylaws at any regular or special meeting of the Association; and

WHEREAS, at a meeting duly called to approve these amended and restated Bylaws, at least 2/3 of the Members of the Association have approved same.

NOW, THEREFORE, in consideration of the premises and after a 2/3 approval vote of the Members as provided above, the Association hereby amends the bylaws and restates same in their entirety hereinbelow.

ARTICLE I - GENERAL

Section 1.01. Applicability. These Bylaws provide for the governance of Indian Springs Homeowners' Association, Inc., a nonstock corporation incorporated under the laws of the Commonwealth of Virginia, and its successors and assigns (the "Association"). The Association shall be organized for the purpose of operating and managing that certain residential community in the County of Albemarle, Virginia commonly known as Indian Springs.

Section 1.02. Mailing Address. The mailing address of the Association shall be located at P.O. Box 353, Earlysville, Virginia 22936, or at such other place as may be designated by the Board, as established pursuant to the Articles of Incorporation of the Association filed with the State Corporation Commission of the Commonwealth of Virginia on July 2, 2004, as the same may be amended or supplemented (the "Articles"), and as governed in accordance with ARTICLE III of these Bylaws.

Section 1.03. Definitions. Capitalized terms used but not otherwise defined herein shall have the same meaning as set forth in the Indian Springs Amended and Restated Statement of

Covenants, Conditions and Restrictions as the same may be amended or restated from time to time (the “CCRs”).

ARTICLE II – MEMBERSHIP AND VOTING RIGHTS

Section 2.01. Composition; Performance of Responsibilities. The Association shall consist of all of the Members in accordance with the Bylaws, the CCRs, the Articles, and any rules and regulations as may be adopted by the Board, all as may be amended from time to time (collectively, the “Governing Documents”). Except as to those matters which the Governing Documents or applicable law specifically require to be decided by the vote of the Members, the discharge and administration of the exercise of all powers, privileges, duties, and obligations of the Association shall be performed by the Board and/or the Managing Agent as more particularly described and set forth in ARTICLE IV of these Bylaws.

Section 2.02. Voting. The Association shall have one class of voting membership with the voting rights as set forth and more particularly described in the Declaration. No Member shall vote at any meeting of the Members or be elected as an Officer or Board member if said Member is delinquent in the payment of any Assessment provided, however, that the attendance of any such delinquent Member at a meeting may at the option of the Board be calculated in determining the presence at such meeting of any required quorum.

ARTICLE III – MEETINGS OF MEMBERS

Section 3.01. Annual Meetings. The annual meetings of the Association shall be held within five months after the close of the most recent fiscal year, at such time as shall be determined by the Board. At such annual meetings, the Board shall be elected by ballot of the Members as provided in these Bylaws.

Section 3.02. Special Meetings. The President shall call a special meeting of the Association if so directed by resolution of the Board or upon a petition signed and presented to the Secretary by Members composed of not less than ten percent (10%) of the Members. The notice of any special meeting shall state the time, place, and purpose thereof. No business shall be transacted at a special meeting except as stated in the notice.

Section 3.03. Place of Meetings. Meetings of the Association shall be held on the premises of the Association, at the principal office of the Association, or at such other suitable place convenient to the members as may be designated by the Board in a written notice provided to the Members.

Section 3.04. Notice of Meetings. The Secretary shall send to each Member a written notice of each meeting of the Members at least thirty (30) but not more than sixty (60) days in advance of any annual or regularly scheduled meeting or any other meeting. Such notice shall specify the place, day, and time of the meeting, and, to the extent otherwise required in these Bylaws, the purpose for which the meeting is called. Amendments or additions to the agenda may be sent to the Members at any time up to fifteen (15) days before the meeting. The delivery of a notice of meeting in the manner provided in accordance with the provisions of the Virginia Nonstock Corporation Act as in effect at the time of such notice shall be considered proper service of notice upon the Members.

Section 3.05. Voting.

(a) Except as otherwise provided by statute or by the Articles of Incorporation, any action of the Association to be taken by the vote of the members shall be authorized by a majority of votes cast at a meeting of members entitled to vote thereon.

(b) Votes may be cast in person or by proxy. All proxies shall be in writing and filed with the Secretary prior to the taking of any vote by the Members. No proxy shall be revocable except by actual notice to the person presiding over the meeting that such proxy is or has been revoked. A proxy shall be void if not signed by a person having authority at the time of the execution thereof to execute deeds on behalf of the person providing the proxy. Any proxy shall expire or terminate immediately after the meeting that the proxy precedes, or upon the conveyance by the Member granting the proxy of his or her Lot. Such instrument shall be exhibited to the Secretary at the meeting prior to taking the vote and shall be filed with the records of the Association.

(c) In the instance where a Lot is owned by more than one person, if one of the co-Owners of the Lot is present at a meeting, that person shall be entitled to cast the vote for that Lot. If more than one of such persons is present, the vote appertaining to the subject Lot shall be cast only in accordance with their unanimous agreement and such consent shall be conclusively presumed if any one of the Owners purports to cast the vote appertaining to the

subject Lot without protest being made forthwith by any of the other co-Owners to the person presiding at the meeting.

(d) Any resolution in writing, signed by all of the members entitled to vote thereon, shall be and constitute action by such members to the effect therein expressed with the same force and effect as if the same had been duly passed by unanimous vote at a duly called meeting of members, and such resolution so signed shall be inserted in the Minute Book of the Association under its proper date.

Section 3.06. Order of Business. The order of business at special meetings of the Members shall be as specified in the notice of such meeting. At annual meetings of the Members the order of business shall be as follows: i) roll call and certifying of proxies; ii) proof of notice of meeting; iii) report of Board and Officers; iv) reports of committees, if any; v) election of Board; vi) unfinished business; vii) new business; and viii) adjournment.

Section 3.07. Conduct of Meetings. The President or his/her designee authorized in writing to act for or on behalf of the President at such meeting shall preside over all meetings of the Members and the Secretary shall keep the minutes of the meeting and record in a minute book all resolutions adopted and all transactions occurring at the meeting. The then current edition of Robert's Rules of Order shall govern the conduct of all Annual and Special Meetings of the Association when not in conflict with the Governing Documents. All votes shall be tallied by the President or other authorized person presiding over the meeting.

ARTICLE IV - BOARD OF DIRECTORS

Section 4.01. Number, Election, and Term of Office.

(a) The number of directors of the Association shall consist of up to five (5) members, elected by the members of the Association at the annual meeting. The Board shall select the director who shall serve as President of the Association and may elect a Vice President, Second Vice Presidents, a Treasurer and/or a Secretary.

(b) Directors are elected for a three (3) year term. Board members may be reelected, except that no member may serve for more than six (6) years in any eight (8) year period. Each director shall hold office until his successor is elected and qualified, or until his prior death, resignation or removal.

Section 4.02. Powers. The Board of Directors shall have the power to:

(a) exercise for the Association all powers, duties, and authority vested in or delegated to this Association by the CCRs, and all powers, duties, and authority necessary for the administration of the affairs of the Association, and all such acts and things as are required or permitted by the CCRs, the Articles and/or these Bylaws to be exercised or done by the Members of the Association;

(b) declare a directorship to be vacant in the event the holder thereof shall be absent from three (3) consecutive regular meetings of the Board of Directors;

(c) employ a managing agent, an independent contractor or such other employees as they deem necessary, and to prescribe their duties; and

(d) otherwise manage the affairs of the Association and to exercise all powers commensurate therewith, except as expressly prohibited or restricted by the laws of the Commonwealth of Virginia, these Bylaws, the Declaration or the Articles.

Section 4.03. Duties. It shall be the duty of the Board of Directors to:

(a) keep or 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 third (1/3) of the Members who are entitled to vote;

(b) supervise all officers, agents, and employees of this Association, for the purpose of ensuring that their duties are properly performed;

(c) as more fully provided in the Declaration, to:

(1) administer the collection and use of the maintenance assessments as provided for therein;

(2) fix the amount of the annual assessments;

(3) send written notice of the annual assessment to every Owner subject thereto; and

(4) foreclose the lien against any Lot for which assessments are not paid or to bring an action at law against the Owner personally obligated to pay the same;

(d) issue, or cause to be issued, within two (2) business days upon request by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board of Directors for the issuance of these certificates. If a certificate states that an assessment has been paid, such certificate shall be conclusive

evidence of such payment. The person or entity keeping such records may be paid such reasonable compensation by the Association as may be determined by the Board of Directors;

(e) procure and maintain adequate liability and hazard insurance on property owned by the Association, as it may deem appropriate;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) promote the enjoyment, health, safety and welfare of the residents of Indian Springs;

(h) provide for the Maintenance and/or improvements of the Common Area in Indian Springs, as provided for in the Declaration; and

(i) perform all other duties and obligations required of or delegated to the Association by the Declaration and/or the Articles, the Bylaws or the laws of the Commonwealth of Virginia.

Section 4.04. Annual and Regular Meetings; Notice.

(a) A regular annual meeting of the Board of Directors shall be held immediately following the annual meeting of the members, at the place of such annual meeting of members.

(b) The Board of Directors, from time to time, may provide by resolution for the holding of other regular meetings of the Board of Directors, and may fix the time and place thereof.

(c) Notice of any regular meeting of the Board of Directors shall not be required to be given, and if given, need not specify the purpose of the meeting; provided, however, that in case the Board of Directors shall fix or change the time or place of any regular meeting, notice of such action shall be given to each director who shall not have been present at the meeting at which such action was taken, with the time limited and in the manner set forth in paragraph (b) of Section 4.05 with respect to special meetings, unless such notice shall be waived in the manner set forth in paragraph (c) of such Section 4.05.

Section 4.05. Special Meetings; Notice.

(a) Special meetings of the Board of Directors shall be held whenever called by the President or by one of the directors, at such time and place as may be specified in the respective notices or waivers of notice thereof.

(b) Notice of special meetings shall be delivered to each director in person or by mail, telephone, telegram, fax, or e-mail not later than twenty-four (24) hours before the meeting is to be held.

(c) Notice of any special meeting shall not be required to be given to any director who shall attend such meeting without protesting prior thereto or at its commencement, the lack of notice to him, or who submits a signed waiver of notice, whether before or after the meeting. Notice of any adjourned meeting shall not be required to be given.

Section 4.06. President. At all meetings of the Board of Directors, the President, if present, shall preside. If the President is absent, then the Vice President shall preside; and if both be absent then the Treasurer shall preside.

Section 4.07. Quorum and Adjournments.

(a) At all meetings of the Board of Directors, the presence of a majority of the entire Board shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws.

(b) A majority of the directors present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice, until a quorum shall be present.

Section 4.08. Manner of Acting.

(a) At all meetings of the Board of Directors, each director present shall have one vote.

(b) Except as otherwise provided by statute, by the Articles of Incorporation, or by these Bylaws, the action of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Any action authorized, in writing, by all of the directors entitled to vote thereon and filed with the minutes of the Association shall be the act of the Board of Directors with the same force and effect as if the same had been passed by unanimous vote at that duly called meeting of the Board.

Section 4.09. Vacancies. Vacancies on the Board occurring for any reason shall be filled by a majority vote of the remaining directors, even if there is less than a quorum, at any meeting of the Board, or, in the absence of any remaining directors, vacancies may be filled by the Association. Each person so elected shall serve the unexpired portion of the term of the vacancy filled.

Section 4.10. Resignation. Any director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Association. Unless otherwise

specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or such officer, and the acceptance of such resignation shall not be necessary to make it effective.

Section 4.11. Removal. Any director may be removed with or without cause at any time by the members, at a special meeting of the members called for that purpose, and may be removed for cause by action of the Board.

Section 4.12. Salary. No salary shall be paid to directors.

Section 4.13. Contracts.

(a) No contract or other transaction between the Association and any other association shall be impaired, affected or invalidated, nor shall any director be liable in any way by reason of the fact that any one or more of the directors of the Association is or are interested in, or is a director or officer, or are directors or officers, of such other association, provided that such facts are disclosed or made known to the Board of Directors.

(b) Any director, personally and individually, may be a party to or may be interested in any contract or transaction of the Association, and no director shall be liable in any way by reason of such interest, provided that the fact of such interest be disclosed or made known to the Board of Directors, and provided that the Board of Directors shall authorize, approve or ratify such contract or transaction by the vote (not counting the vote of any such director) of a majority of a quorum, notwithstanding the presence of any such director at the meeting at which such action is taken. Such director or directors may be counted in determining the presence of a quorum at such meetings. This Section shall not be construed to impair or invalidate or in any way affect any contract or other transaction which would otherwise be valid under the law (common, statutory, or otherwise) applicable thereto.

Section 4.14. Committees. The Board of Directors, by resolution adopted by a majority of the entire Board, may from time to time designate from among its members an Executive Committee consisting of three (3) or more members, with such powers and authority (to the extent permitted by law) as may be provided in such resolution. The Board of Directors, by resolution adopted by a majority of the members voting, may appoint such other committees, as they deem desirable, with such powers and authority (to the extent permitted by law) as may be

provided in such resolution. Members to these other committees shall be appointed from time to time by the President. Each such committee shall serve at the pleasure of the Board.

ARTICLE V - OFFICERS

Section 5.01. Number, Qualifications, Election and Term of Office.

(a) The officers of the Association shall consist of a President, a Vice President, Second Vice Presidents, a Secretary, and a Treasurer. Any officer other than the President may be, but is not required to be, a director of the Association. Any two or more offices may be held by the same person, except the offices of President and Treasurer.

(b) The officers of the Association shall be elected by the Board of Directors at the regular annual meeting of the Board following the annual meeting of members. In addition, the Board of Directors may, from time to time as needed, elect Second Vice Presidents of the Association.

(c) Each officer shall hold office until the annual meeting of the Board of Directors next succeeding his election, and until his successor shall have been elected and qualified, or until his death, resignation or removal.

Section 5.02. Resignation. Any officer may resign at any time by giving written notice of such resignation to the Board of Directors, or to the President or Secretary of the Association. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or by such officer, and the acceptance of such resignation shall not be necessary to make it effective.

Section 5.03. Removal. Any officer may be removed, either with or without cause, and a successor elected by the Board at any time.

Section 5.04. Vacancies. A vacancy in any office by reason of death, resignation, inability to act, disqualification, or any other cause, may at any time be filled for the unexpired portion of the term by the Board of Directors.

Section 5.05. Duties of Officers. Officers of the Association shall, unless otherwise provided by the Board of Directors, each have such powers and duties as generally pertain to

their respective offices, as well as such powers and duties as may be set forth in these Bylaws, or may from time to time be specifically conferred or imposed by the Board of Directors.

(a) President. The President shall preside at all meetings of the Board of Directors; report at least annually to the Board; see that orders and resolutions of Board of Directors are carried out; sign all leases, mortgages, deeds, and other written instruments; sign checks and promissory notes of the Association as authorized by the Board; oversee the day to day operations of the affairs of the Association; and perform such other duties as are customarily incident to the office of President or are required by the Board.

(b) Vice President. The Vice President shall preside at all meetings of the Board of Directors in the absence of the President; and perform such other duties as are customarily incident to the office of President or are required by the Board.

(c) Second Vice President. Association members who serve on committees serving the Association may be declared Second Vice Presidents in order for them to be indemnified by the Directors and Officers Liability Insurance coverage, if determined necessary by the Board. Second Vice Presidents shall serve at the pleasure of the Board and perform such duties as are customarily incident to the tasks assigned to the appointed committee.

(d) Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board of Directors and of the Members; keep appropriate current records showing the Members of the Association, together with their addresses; and perform such other duties as are customarily incident to the office of Secretary or are required by the Board.

(e) Treasurer. The Treasurer shall receive, collect, and deposit in appropriate bank accounts all monies, including dues of Members, of the Association; disburse such funds as directed by resolution to the Board of Directors; sign checks and promissory notes of the Association as authorized by the Board; keep proper books of account; prepare an annual budget and statement of income and expenditures to be presented at the annual meeting of the Members; deliver a copy of each such document to the Members present at such annual meeting; and perform such other duties as are customarily incident to the office of Treasurer or are required by the Board.

Section 5.06. Sureties and Bonds. In case the Board of Directors shall so require, any officer, employee or agent of the Association shall execute to the Association a bond in such sum, and with such surety or sureties, as the Board of Directors may direct, conditioned upon

the faithful performance of his duties to the Association, including responsibility for negligence and for the accounting for all property, funds or securities of the Association which may come into his hands.

ARTICLE VI - FISCAL YEAR

The fiscal year of the Association shall be fixed by the Board of Directors from time to time, subject to applicable law.

ARTICLE VII - AMENDMENTS

These Bylaws may be amended by an affirmative vote of at least two-thirds of all of the then-current Members at a duly called meeting of the Association at which a quorum is present and for which notice was given as provided herein. Such notice shall state the proposed amendments to these Bylaws to be presented to the Members for approval and shall contain the text of the amendments to be presented or a summary thereof.

ARTICLE VIII - COMPLIANCE WITH CCRS

It is intended that the provisions set forth in these Bylaws shall be in compliance with the CCRs. In the event of any conflict between the provisions hereof and said CCRs, or any ambiguity in the provisions hereof, said CCRs shall control.

The foregoing amended and restated Bylaws were adopted by the Association as of the 2nd day of May, 2017.

For the Association:

President, Mark J Cronin

Secretary, Denise E. Walsh