

**BY-LAWS
OF
THE TUCKAHOE VILLAGE WEST RECREATION ASSOCIATION**

**ARTICLE I
NAME**

The name of the corporation is THE TUCKAHOE VILLAGE WEST RECREATION ASSOCIATION. The corporation shall hereinafter be referred to as the ASSOCIATION.

**ARTICLE II
PURPOSE**

The corporation is organized for the purpose of providing recreational facilities for the enjoyment and entertainment of its Members, which facilities may include, by way of illustration and not by way of limitation, swimming facilities, tennis facilities, playgrounds and any other recreational facility or facilities deemed to be in the best interest of the membership.

**ARTICLE III
MEMBERS**

Section 1. The membership of the Association shall be limited to 275 family units, or such lesser amount as the Board of Directors deems appropriate for the safety of the Members of the Association, whose names appear on the books of the Association as Members. The record books of the Association shall be conclusive evidence as to the Members entitled to vote at any meeting of the Association and entitled to participate in any activities or to use any facilities of the Association.

Section 2. The term "Member" shall be defined as any eligible family unit which has been elected to membership in the Association by a vote of not less than three-fourths (3/4) of the votes entitled to be cast by Directors present at any meeting of the Board of Directors. In order to be eligible for membership in the Association, all initiation fees and other dues required must have been paid by the family unit prior to election to such membership. In the event that any eligible family unit is not elected to membership, all such fees and dues will be immediately refunded.

Section 3. The term "Family Unit" shall be defined as any person or persons who are residents of a single family home.

Section 4. Any and all rights, privileges, duties and obligations granted or imposed by law, the Association's Articles of Incorporation or these By-Laws shall be exercised or performed by each individual Member as a unit and in the event that the constituents of any Member disagree among themselves with respect to the exercise of any such right or privilege, the same shall be forfeited. In no event will the Association or its Board of Directors take any part in the resolution of any such disagreement.

ARTICLE IV
INITIATION FEE AND DUES

Section 1. The initiation fee for membership in the Association shall be Three Hundred Fifty and 00/100 Dollars (\$350.00), payable as follows:

- (a) \$150.00 cash at the time of application, which is non-refundable except in the event that the applicant is not elected to membership.
- (b) The balance of said initiation fee must be paid by May 1 of the calendar year elected to membership.

Section 2. Dues

- (a) Dues for all Members are payable annually and are due in full on May 1 of each year for the current calendar year. A Member who is current in the payment of all dues for the current calendar year shall be deemed in good standing. A Member who fails to pay dues in full by May 1 shall not be permitted use the facilities or amenities of the Association during the current calendar year unless the Board of Directors extends such date.
- (b) The amount of annual dues shall be determined and set from time to time by the Board of Directors.
- (c) The Board may provide for rebates for early payment, and penalties for late payment, of dues.
- (d) Annual dues for Family Units whose membership commences or terminates after May 1 may be prorated in such manner as the Board of Directors may from time to time determine.
- (e) The Board may provide for other non-voting annual membership types that do not include the payment of an initiation fee.
- (f) Any Member in good standing who has previously paid an initiation fee is considered a voting Member.

Section 3. Initiation fees are not refundable. Once received and membership is validated, it is deemed to be earned by TVWRA.

ARTICLE V
MEETINGS OF THE MEMBERS

Section 1. The annual meeting of the Members of the Association shall be held on the second Saturday in September in each year, at such place in Henrico County, Virginia, as may be designated in the notice of the meeting.

Section 2. Special meetings of the Members of the Association may be called in the manner prescribed by the laws of the Commonwealth of Virginia, and shall be held at such place in Henrico County, Virginia, as may be designated in the notice of the meeting, provided, however, that such a meeting may be called by no fewer Members than those having one-tenth (1/10) of the votes entitled to be cast at such a meeting.

Amended by votes of membership 9/9/1989, 5/31/1993, 9/9/1995, 9/6/1996 and 10/16/2011.

Section 3. Written notice of any annual or special meeting of the Members shall be given in the manner prescribed by law to each Member of record entitled to vote, provided, however, that his notice requirement may be waived in writing by any such Member. A Member attending a meeting shall be deemed to have had timely and proper notice of the meeting unless such Member attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4. Each member shall be entitled to one vote on each matter submitted to a vote at a meeting of the Members. A Member may vote in person or by proxy.

Section 5. Three-tenths (3/10) of the Members entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the members. If a quorum is established, the affirmative vote of the majority of the members entitled to vote on the subject matter shall be the act of the Members, unless otherwise provide by law, the Articles of Incorporation, or these By-Laws.

ARTICLE VII BOARD OF DIRECTORS

Section 1. The business and affairs of the Association shall be under the management and control of the Board of Directors, President, all of whom shall serve without compensation.

Section 2. Four Directors shall be elected at each annual meeting of the Members of the Association held at the time and place hereinabove designated, to serve as successors to those Directors whose terms have then expired, and the persons so elected shall hold office for a term of three years and until their successors are elected and qualified. Vacancies in the Board shall be filled by the Board of Directors.

Section 3. The Board of Directors shall hold meetings at such times and places as it may designate, or in the absence of designation by the Board of Directors, at such times and places as shall be designated in the notice of the meeting, and a meeting may be called at any time by the President or by not less than one-third (1/3) of the Directors; provided, however, that a Board meeting shall be held immediately following each annual meeting of the Members, for the election of officers for the ensuing year and the transaction of such other business as may properly come before the meeting.

Section 4. Due notice of the time and place of each meeting of the Directors shall be given to all Directors by the Secretary, provided, however, that this notice requirement may be waived in writing by any Director. A Director who attends a meeting shall be deemed to have had timely and proper notice of the meeting unless he attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5. A majority of the Directors duly elected and serving at the time of any given meeting shall constitute a quorum at any meeting of the Board. If a quorum is present, the affirmative vote of a majority of the Directors present shall be the act of the Board of Directors, unless otherwise provided by law, the Articles of Incorporation, or these By-Laws.

Section 6. Committees. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees each of which shall consist of one (1) or more Directors, which committees, to the extent provided in such resolution, the Articles of Incorporation or in the By-Laws, shall have and exercise the authority of the Board of Directors, except to approve an amendment of the Articles of Incorporation or a plan of merger or consolidation. Other committees with limited authority may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present.

Amended by votes of membership 9/9/1989, 5/31/1993, 9/9/1995, 9/6/1996 and 10/16/2011.

ARTICLE VII OFFICERS

The executive officers of the Association shall be a President and one (1) or more Vice Presidents, a Secretary and a Treasurer, all of whom shall be elected by the Board of Directors at their regular meeting following the annual meeting of the Members, and such other officers or assistant officers as may from time to time be elected or appointed by the Board.

Only Directors of the Association shall be eligible to serve as its officers, provided, however, that the Registered Agent of the Association need not be a Director, and, if so elected, he may also serve as an Assistant Secretary of the Association. Any person may hold two (2) or more offices, except that the offices of President and Secretary may not be combined. An Officer of the Association may only be removed from office by the affirmative vote of two thirds (2/3) of the Directors present at any meeting called expressly for that purpose.

ARTICLE VIII PRESIDENT & VICE PRESIDENT

Section 1. The President shall be the chief executive officer of the Association. He shall attend and preside at all meetings of the Board of Directors and Members, shall exercise general supervision over the property, business affairs of the Association and shall do everything and discharge all duties generally pertaining to his office as the executive head of an Association of this character, subject to the control of the Board of Directors. At each annual meeting of the members, he shall render a general report of the Association's condition and business.

Section 2. In case of the absence of the President, or his inability to act as such, his duties shall be performed by a Vice President or the Vice Presidents as may be directed by the Board, who in that event shall have and exercise all of the above specified powers of the President. The Vice Presidents, or Vice President, shall perform such other duties as may be prescribed by these By-Laws, or by the Board of Directors.

Section 3. In the absence of both the President and the Vice Presidents, the Board of Directors may designate some other one of their own number to discharge such executive duties as may be required for the time being.

ARTICLE IX SECRETARY

The Secretary or an Assistant Secretary shall keep a record of the proceedings of the meetings of the Members and Directors of the Association; shall cause written notice of all annual or special meetings of the Members of the Association to be given in the manner prescribed by law; shall have charge of the seal of the Association; and shall perform such other duties as pertain to said office, and as the President or Board of Directors may from time to time direct.

Amended by votes of membership 9/9/1989, 5/31/1993, 9/9/1995, 9/6/1996 and 10/16/2011.

ARTICLE X
TREASURER

The Treasurer shall have charge and custody of the funds, securities and other like property of the Association, and shall have such powers and perform such duties as pertain to said office, and as the President or Board of Directors may from time to time direct. The Treasurer shall present financial reports at each meeting of the Board of Directors and any other called meeting of the Members of the Association. The Treasurer shall keep a record containing the names of all persons who are now or may hereafter become Members of the Association, showing their place of residence and the time when each became a Member.

ARTICLE XI
PROPERTY AND FINANCE

Section 1. The Board of Directors shall approve and authorize in an annual budget or supplements or amendments thereto, amounts of expenditure and obligations to be incurred by the Association.

Section 2. All disbursements of funds of the Association and all payments made by the Association shall be made by means of check. Any disbursement over Two Hundred Fifty Dollars (\$250.00) shall require the signatures of any two (2) of the following officers: the President, any Vice President, and the Treasurer.

Section 3. Real estate of the Association shall not be sold, rented, encumbered or otherwise transferred without the concurrence of a majority of the votes entitled to be cast by Members present at a meeting called expressly for that purpose.

Section 4. The funds of the Association shall be deposited in national banks, state banks or trust companies operating in accordance with the laws of the Commonwealth of Virginia and only in institutions the deposits of which are insured by the Federal Deposit Insurance Corporation or other similar agency.

Section 5. The assets of the Association may not be loaned to or invested with any Officer, Director or Member of the Association.

Section 6. The Board of Directors shall cause the accounts and records of the Association to be audited or reviewed annually by a qualified person (not a Director or Officer) selected by the board.

Section 7. The Board of Directors shall secure for the protection of the Association, public liability and property damage insurance and other forms of insurance, including fidelity bonds for the Association's Officers, in such amounts as may be deemed necessary.

Amended by votes of membership 9/9/1989, 5/31/1993, 9/9/1995, 9/6/1996 and 10/16/2011.

ARTICLE XII
USE PRIVILEGES

Section 1. All Members of the Association shall be eligible to use all facilities of the Association.

Section 2. Rules and regulations governing the use of the facilities of the Association, and amendments thereto, and provisions for enforcing these rules and regulations shall be promulgated by the Board of Directors in such manner as it deems appropriate, provided, however, that all Members shall be deemed to have actual notice of all such rules and regulations.

Section 3. The Board of Directors may from time to time at its discretion allow the use of the Association's facilities to individuals and non-profit organizations upon such terms and conditions as it may deem appropriate.

Section 4. The Board of Directors may, for good cause shown and by the affirmative vote of two-thirds (2/3) of the Directors present at any meeting called expressly for that purpose, suspend the privilege of using any or all of the Association's facilities by any Member for a period not exceeding three (3) months or terminate the Membership of such Member, provided, however, that no such action shall be taken unless such Member has been given notice of the meeting at which such action is proposed and has been given an opportunity to be heard, in person or by attorney. Good cause for such action shall be deemed to include, but not be limited to, conduct which is disorderly or prejudicial to the welfare of the Association; conduct not authorized by or in violation of these By-Laws or the rules and regulations of the Association; and conduct unbecoming a lady or gentlemen.

Section 5. The Board of Directors may terminate membership of any Member who has not paid in full dues to the Association for two or more consecutive years. An affirmative vote of two-thirds (2/3) of the Directors present at any meeting called expressly for that purpose is required to terminate membership of such Member, provided, however, that no such action shall be taken unless such Member has been given notice of the meeting at which such action is proposed and has been given the opportunity to be heard, in person or by attorney.

ARTICLE XIII
CORPORATE SEAL

The Corporate seal of the Association shall consist of two concentric circles, between the circumferences of which shall be engraved the words "THE TUCKAHOE VILLAGE WEST RECREATION ASSOCIATION" and across the center thereof the word "SEAL".

Amended by votes of membership 9/9/1989, 5/31/1993, 9/9/1995, 9/6/1996 and 10/16/2011.

ARTICLE XIV
INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including an action or suit by or in the right of the Association to procure a judgment in its favor) by the reason of the fact that he is or was a Director, Officer, employee or agent of the Association, or is or was serving at the request of the Association as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against judgment, fines, amounts paid in settlement, and expenses (including attorney's fees actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in the manner he reasonably believed to be in or not opposed to the best interest of the Association. The termination of any action, suit or proceeding by judgment, order or settlement shall not of itself create a presumption that the person did not act in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Association.

Section 2. Notwithstanding the provision of Section 1 of this Article, no indemnification shall be made in an action or suit by or in the right of the Association to procure a judgment in its favor in respect of any claim, issue or matter to which such person shall have been finally adjudged to be liable for gross negligence or willful misconduct in the performance of his duty to the Association unless and only to the extent that the Court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification.

Section 3. To the extent that a Director, Officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

Section 4. Any indemnification under Sections 1 and 2 of this Article (unless ordered by a court), shall be made by the Association only as authorized in the specific case, upon a determination that indemnification of the Director, Officer, employee or agent is proper in these circumstances because he has met the applicable standard of conduct set forth in such Sections 1 and 2. Such determination shall be made either (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in written opinion or (3) by the Members. If the determination is to be made by the Board of Directors, it may rely, as to all questions of law, on the advice of independent counsel.

Section 5. Expenses incurred in defending an action, suit or proceeding, whether civil, administrative or investigative, may be paid by the Association in advance as authorized in the manner provided in Section 4 of this Article, upon receipt of an undertaking by or on behalf of the Director, Officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this section.

Section 6. Every reference herein to Director, Officer, employee or agent shall include former Directors, Officers, employees or agents and their respective heirs, executors, administrators and personal representatives. The right of indemnification hereby provided shall not be exclusive of any other rights to which any Director, Officer, employee or agent may be entitled, including any right under policies of insurance that may be purchased and maintained by the Association or other, with respect to claims, issues or matters in relation to which the Association would not have the power to indemnify such Director, Officer, employee or agent under the provisions of this Article.

Amended by votes of membership 9/9/1989, 5/31/1993, 9/9/1995, 9/6/1996 and 10/16/2011.

ARTICLE XV
FISCAL YEAR

The fiscal year of the Association shall consist of twelve (12) months ending on the last day of December in each year.

ARTICLE XVI
BY-LAWS

Section 1. These By-Laws shall constitute the entire By-Laws of the corporation and supersede any previously enacted By-Laws.

Section 2. These By-Laws shall only be changed, deleted or otherwise modified by a vote of the Members at a meeting called for the specific purpose of voting on By-Laws or at the corporation's annual meeting of the Members of the Association.

Section 3. Written notice of proposed By-Laws, deletions or modifications shall be given to the Members entitled to vote prior to the meeting. A Member attending a meeting shall be deemed to have had timely and proper notice of the meeting unless such Member attends for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

Section 4. A simple majority of the Members present at such meeting is required to approve any By-Law action.