

BYLAWS OF
CARISBROOKE COMMUNITY ASSOCIATION, INC.
As amended 25 SEPTEMBER 2021

ARTICLE I
NAME AND LOCATION

The name of the corporation is “Carisbrooke Community Association, Inc.,” hereinafter referred to as the “Association”. The principal office of the corporation shall be located at Carisbrooke Subdivision in Newport District, Isle of Wight County, Virginia, but meetings of members and directors may be held at such place within the state of Virginia, as may be designated by the Board of Directors.

ARTICLE II
DEFINITIONS

Section 1. “Association” shall mean and refer to the Carisbrooke Community Association, Inc., its successors and assigns, as defined in Title 55 Chapter 19 Code of Virginia. The Association shall be a non-stock, nonprofit organization and shall not engage in or provide facilities for activities which would jeopardize or tend to jeopardize its eligibility for tax exempt status under 26 USCA, Section 42—43. All current lot owners hold full membership in the Association.

Section 2. “Lot” shall mean and refer to any plot of land owned by a member and situated on the land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

Section 3. “Properties” shall mean and refer to all that certain real property as shown upon the plats entitled, “Carisbrooke, Sections I, II, and III,” Isle of Wight County, Virginia, of record in the Clerk’s Office of the Circuit Court of Isle of Wight County.

Section 4. “Common Area” shall mean all real property and improvements owned by the Association for the use and enjoyment of the members of the Association.

Section 5. “Membership” in the Association is conferred to each lot owner in the Carisbrooke subdivision. To be qualified for membership, an individual must own a fee simple interest in at least one lot in the Carisbrooke Subdivision. To be a member in good standing requires payment of the annual assessment and all special assessments. The annual assessment is payable by 31 May of each year and covers membership in the Association from 1 June of the current year to 31 May of the following year.

Section 6. “Owner” shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties but excluding those having such interest merely as security for the performance of an obligation.

Section 7. “Covenants” shall mean and refer to the Covenants, Conditions, and Restrictions applicable to the Properties recorded in the Office of the Clerk of the Circuit Court of Isle of Wight County, Virginia.

Section 8. “Articles of Incorporation” shall mean the Articles of Incorporation of the Association as amended from time to time.

Section 9. “Fiscal Year” shall mean and refer to the calendar year.

Section 10. “Ballot” shall mean and refer to a written or electronic voting form delivered to the Secretary of the Board of Directors either in person at the Annual or Special meeting or within designated ballot instructions. The member votes in the negative or affirmative on any issues theretofore announced on the agenda of and subject to a vote at the next membership meeting, and/or a vote for one or more persons as members of the next Board of Directors.

Section 11. “Executive Session” is a special meeting within a regular meeting that provides an opportunity for the Board to meet privately to handle sensitive and confidential issues.

ARTICLE III
PURPOSE

The purpose for which the Association is formed is to acquire, own, lease, operate, manage, regulate, control, repair, and maintain land, improvements thereon, assets, equipment and facilities for the entertainment, recreation, and enhancement of the pleasure of residents of Carisbrooke Subdivision in Newport District, Isle of Wight County, Virginia, and in doing so, to enhance the value of property located therein and the general pleasure, satisfaction, and desirability of living in said subdivision, and in particular to acquire title or an interest in, and to manage, control, maintain, and regulate a swimming pool, other recreational facilities and a certain lake known as Lake Windemere, for the common use, benefit, and enjoyment of members of the Association and their families.

ARTICLE IV
MEMBERSHIP

Section 1. Members. The membership of the Association shall consist of those individuals or entities who qualify as members as aforementioned under Article II, Section 1, or persons owning a lot or lots in Carisbrooke Subdivision whose title to said lots require membership. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Persons admitted to membership shall remain members until their ownership of a lot or lots in Carisbrooke Subdivision is terminated.

Section 2. Voting. Members of the Association shall have one vote at membership meetings for every lot in Carisbrooke subdivision owned by them for which they have paid the current assessment.

Section 3. Suspension of Membership—Assessments. During any period in which a member shall be in default in the payment of any annual or special assessment levied by the Association, providing that the member has received notification of the violation by the Association, the voting rights and the right to the use of the recreational facilities of such member may be suspended by the Board of Directors until such arrears have been paid.

Section 4. Suspension of Membership—Violation of Community Rules and Regulations. Such rights of a member may also be suspended after notice and hearing, for a period not to exceed thirty (30) days, for violation of any rules and regulations established by the Board of Directors governing the use of the Common Area and facilities, and for successive periods not to exceed thirty (30) days provided the member again violates any rule or regulation or continues in violation. This provision shall not apply to suspension of the right to the use of the pool.

Section 5. Notice. Any notice required under Article IV, Section 3 and Section 4, above, shall be sent to the member by the Board of Directors, or its delegate, by mail, email, or hand delivery; and no suspension may occur within fifteen (15) days of the mailing of said notice. Refusal to accept any notice shall not act as a bar to the action contemplated in said notice.

ARTICLE V
PROPERTY RIGHTS

Each member of the Association shall be entitled to the use and enjoyment of the Common Area and facilities as provided in the Covenants, except for the swimming pool which requires payment of a special charge prior to its use.

ARTICLE VI
BOARD OF DIRECTORS: GENERAL

Section 1. The affairs of this Association shall be managed by a Board of not less than seven (7) nor more than eleven (11) Directors. Directors must be members in good standing of the Carisbrooke Community Association.

Section 2. Nomination. Nominations for election to the Board of Directors shall be made by a Nominating Committee, which shall consist of three persons. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall nominate candidates for the Board of Directors.

Section 3. Election. Election to the Board of Directors shall be by secret ballot. At such election, the members may cast, in respect to each vacancy, as many votes as they are entitled.

Section 4. Term of Office. Members of the Board of Directors shall hold office for three (3) years unless they shall sooner resign or shall be removed or otherwise disqualified to serve. The term of office shall commence on 1 January following election and shall be counted in terms of calendar years.

Section 5. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation, or removal of a director, a successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of their predecessor.

Section 6. Compensation. No director shall receive compensation for any service they may render to the Association as a director. However, any director may be reimbursed for their actual expenses incurred in the performance of his duties.

Section 7. Action Taken Without a Meeting of the Board of Directors. The directors shall have the right to take any action otherwise proper under these Bylaws without first obtaining authorization at a regular meeting by oral agreement of two-thirds (2/3) of the directors. This authority shall not exist during a period occurring more than thirty-two (32) days after the last preceding regular meeting of the Board of Directors unless by written or electronic ballot.

ARTICLE VII
MEETINGS

Section 1. Annual Association Meeting. The annual meeting of the Association shall be held during the month of September of each year, at such time and place as the Board shall designate, for the election of Directors, and for the transaction of other business which properly may be brought before the meeting for action. Notice of this Annual Meeting, an agenda, and ballot therefore shall be communicated by the Secretary to each regular member in good standing at least ten (10) days before the date of the meeting.

Section 2. Special Association Meetings. Special meetings of the Association shall be called by the President, acting on behalf of the Board, or upon the written application of twenty-five (25) voting members, not in arrears, filed with the Secretary. Special meetings shall be held at such time and place as determined by the Board, provided that a special meeting requested by petition of twenty-five (25) members shall be scheduled for a date not later than twenty (20) days following the filing of the petition with the Secretary. A notice giving time and place of the meeting, stating the nature of the business to be transacted, and a ballot if appropriate shall be communicated by the Secretary to each member of the Association at least ten (10) days prior to the meeting, and at such meeting no other business than that stated may be transacted.

Section 3. Quorum of Association Meetings. There is no quorum required for any action which is subject to a vote of the members at an open meeting of the Association provided that the notices specified in Article VII / Section 1 and Article VII / Section 2 are furnished to Association members in good standing.

Section 4. Order of Business at Association Meetings. The order of business at the Annual meeting of the Association shall be as follows:

Call to order, reading and disposition of any unapproved minutes, reports of Officers, election of Directors, unfinished business, new business and adjournment.

Section 5. Monthly Board Meetings. Regular meetings of the Board shall be held monthly at such time and place as the Board shall designate.

Section 6. Special Board Meetings. Special meetings of the Board shall be held on call of the President, acting on his own initiative or upon written application to the President of three Directors, such meetings to be held at such time and place as the President shall designate. Notice of such special meetings of the Board shall be made communicated to all Directors not less than five (5) days before the date of such meeting and shall state the purpose thereof.

Section 7. Quorum of Board Meetings. A quorum at any meeting of the Board shall consist of a majority of the Directors. If a quorum fails to attend at the time and place of the meeting, the meeting may proceed for discussion only at the discretion of the President, but no decisions may be taken.

Section 8. Order of Business at Board Meetings. The order of business at each regular Board of Directors meeting shall be as follows:

Call to order and the determination of the presence of a quorum, reading and disposal of any unapproved minutes, reports of officers and Committees, election of officers or directors, if pertinent, unfinished business, new business, and adjournment.

Section 9. Executive Session: The Board President or presiding officer is authorized to call the Board into executive session on sensitive matters such as litigation matters, hearings with respect to homeowner violation of neighborhood standards, contractual issues, or to discuss personal liability of members to the association.

(a) The specific purpose of the executive session must be stated in a motion from a Board member.

(b) A description of the purpose of the executive session, the motion to enter executive session and the length of time the executive session shall be included in regular meeting minutes.

(1) Minutes of the executive session shall be taken but only accessible to Board members.

(2) The Board may choose to open the minutes once the subject of the executive session is no longer confidential

(c) Board of directors must restrict discussion to the specific stated purpose of the executive session.

(d) No motion agreed to in the executive session will be effective unless a vote is performed in an open meeting.

(e) The president or presiding officer shall designate Board members that shall participated in the executive session

ARTICLE VIII
POWERS AND DUTIES OF THE BOARD OF
DIRECTORS

Section 1. The Board of Directors shall have power to:

- (a) adopt and publish rules and regulations governing the use of the Common Area, facilities, and other properties under the control of the Association and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof.
- (b) 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, or the Covenants.
- (c) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors, provided that a majority of all the Directors is in favor; and
- (d) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

- (a) 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 meetings.
- (b) supervise all officers, agents, and employees of this Association, and to see that their duties are properly performed.
- (c) as more fully provided herein, and in the Covenants, to announce by written notice the number of annual assessments and charges at least fifteen (15) days in advance of each annual fiscal period, as defined in Article II, Section 9.
- (d) cause an appropriate officer to issue a receipt for assessments and charges paid in cash.
- (e) procure and maintain adequate liability and hazard insurance on property owned by the Association
- (f) and cause the Common Area to be maintained.

ARTICLE IX
OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be president, vice president, secretary, and treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the meeting of the Board of Directors which shall follow the annual meeting of the members.

Section 3. Term. The Officers of the Association shall be elected annually by the Board of Directors and each shall hold office for one (1) year. The term of office shall be for the calendar year, commencing 1 January.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time determine.

Section 5. Resignation and Removal. Any officer may be removed from office in pursue by the 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 6. Vacancies. A vacancy in any office shall be filled by selection by the members of the Board. The officer shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. No person shall simultaneously hold more than one of any of the other offices except in the case of approved majority vote of the Board. Chairmanships of committees may be held by members of the Board of Directors.

Section 8. Duties. The duties of the officers are as follows:

- (a) The president, who shall be chosen from the Directors, shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds, and other written instruments affecting Association property; provide liaison service between home owners in Carisbrooke and the local governing body and other agencies and organizations; and shall co-sign all checks which are in amounts in excess of Five Hundred dollars (\$500.00) for expenses not previously approved by the Board of Directors and all promissory notes.
- (b) The vice president shall act in the place of the president in the event of his inability to act; shall serve as a member of the Finance Committee; and shall exercise and discharge such other duties as the Board or president may delegate to him.
- (c) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and 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 and of the members; keep appropriate correct records showing the members of the Association

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together with their addresses; at the January Board meeting, the secretary for the previous year shall provide a year—end summary of the activities of the Board, specifically noting items of historical significance; and shall perform such other duties as required by the Board.

- (d) The treasurer shall receive and deposit in an appropriate financial institution all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall serve as a Chair of the Finance Committee; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an triennial independent audit of the Association books to be made at the completion of each year of the community directory by the Audit Committee; and shall prepare an annual operating statement of income and expenditure and distribute same to each member of the Association, in good standing, within ninety (90) days of the end of the fiscal year (55—344 VA Code). The treasurer shall also make, at least ten (10) days before each annual or special members’ meeting, a complete list of the members, in good standing, with the address of each. Such list shall be available at the time and place of the scheduled meeting and subject to the inspection of any member (13.1—845 VA Code).

ARTICLE X
COMMITTEES

Section 1. Standing Committees. There shall be seven (7) standing committees, which committees, to the extent provided in resolutions of the Board of Directors, shall have and exercise the authority of the Board of Directors in the management of the affairs of the Association. Unless otherwise stated in Section 2 of this Article, the chairman of each standing committee shall be appointed by the President, and each committee shall consist of a minimum of two (2) additional members to be appointed by the committee chairman. The seven (7) Standing Committees shall be:

- (a) Finance
- (b) Architectural Review
- (c) Beautification and Maintenance
- (d) Recreation
- (e) Pool
- (f) Audit
- (g) Nomination Committee

Section 2 Duties of Standing Committees. The duties of each committee shall be as follows:

- (a) Finance Committee
Shall consist of the Treasurer, who shall serve as committee Chair, the Vice President, and one non—Board member, and shall be responsible for the following:
 - (1) Prepare a budget for the fiscal year beginning the first day of January, and to submit it to the Board at its regular meeting in December. The Finance Committee can, from time to time, submit supplements to the budget for the current fiscal year.
 - (2) Assist the Treasurer in collecting assessments.
 - (3) Design and create ways to finance various projects of the Association
- (b) Architectural Review
 - (1) To publish a document related to covenant and procedure to be made available to each lot owner, regardless of Association status, informing each lot owner of the current restrictions and reservations of Carisbrooke Subdivision as recorded at Isle of Wight County Courthouse, Isle of Wight, Virginia, and a document outlining interpretations of same restrictions and reservations by the Architectural Review committee must be made available to all lot owners.
 - (2) Review all plans for construction in Carisbrooke and upon approval, issue written clearance to begin construction.
 - (3) Report in writing to the Board of Directors all actions taken upon review of applications submitted to it setting forth the action taken and a brief statement of the reasons for such actions.
 - (4) Review needs for restrictions in Carisbrooke and submit plans for establishment or revocation of same.
- (c) Beautification and Maintenance
 - (1) Undertake projects to enhance and beautify Carisbrooke Subdivision, including conducting periodic cleanup projects.
 - (2) Coordinate and work with The Ladies of Carisbrooke to maintain the facilities at the main entrance of Carisbrooke and common area.
- (d) Recreation
 - (1) To plan, promote, and execute recreational events for the membership, including the annual 4th of July picnic.
 - (2) To coordinate, maintain, and develop existing and new recreational facilities and functions, excluding the Pool facilities.
 - (3) To furnish to the Board of Directors regulations as specified in Article VIII, Section 1._
- (e) Pool
 - (1) To supervise, regulate, and control the use, maintenance, and operation of the equipment, facilities, and internal

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grounds of the community pool.

- (2) To employ and supervise individuals or contractors to maintain the pool facilities, and to provide lifeguard services during the operating period.
- (3) To furnish to the Board of Directors and Pool Members regulations for the pool as specified in Article VIII, Section 1.

(f) Audit

The number of members on this committee shall be at the discretion of the chairman; however, the committee shall consist entirely of non-Board members, and shall be responsible for the following:

- (1) To audit the Association’s book and records including the Treasurer’s accounts at the close of the triennial fiscal year and to provide a written report to the Board including recommended corrective action.
- (2) To report at the Annual Membership Meeting on its findings in (f) (1) above, and the corrective action, if any, implemented by the Board of Directors.

(g) Nominating Committee

For duties see Article VI, Section 2.

Section 3. Budgets. Each Standing Committee at the discretion of the Board shall submit an annual budget to the Finance Committee for approval by the Board of Directors.

Section 4. Special Committees. Other special committees may be designated by a resolution adopted by the Board of Directors, to perform such duties and to have such powers as may be provided in the resolution. The chairman of each special committee shall be appointed by the President, and any additional committee members shall be appointed by the committee chairman.

Section 5. Rules. Each committee may adopt rules for its own government not inconsistent with the terms of the resolution of the Board of Directors designating the committee, or with rules adopted by the Board of Directors. Changes or additions to committee rules must be approved by the Board of Directors.

ARTICLE XI
ASSESSMENTS AND CHARGES

Section 1. Purpose of Assessments. The assessments levied by the Association shall be used exclusively for the purpose of promoting the recreation, health, safety, and welfare of the members of the Association. Priority shall be given for the improvement and maintenance of properties, services, and facilities devoted to this purpose and related to the use and enjoyment of the Common Area.

Section 2. Purpose of Charges. Same as Section 1, above, except it provides only for the swimming pool.

Section 3. Establishment. The Board of Directors shall determine the annual membership assessment required for the adequate performance by the Association of its functions, as authorized by Title 55 Section 344 Code of Virginia. In addition, the Board of Directors shall determine the annual charge for the use of the swimming pool by Association members. Assessments and charges shall be made payable at such intervals as determined by the Board of Directors. The amount of the annual assessment may not be increased by more than 10% of the then current assessment amount per year. Whenever the annual assessment is increased in two successive years, the annual assessment ~~may~~ will not be increased in the third successive year.

Section 4. Loss of Voting Rights. Any member who shall not have paid any assessments payable by him/her within thirty (30) days of an election or special vote, shall not be entitled to vote as a member while such arrearage continues.

Section 5. Amendment. Notwithstanding the provisions of Article XVI of the Bylaws dealing with amendments, no provision of this Article nor any other provisions dealing with members’ financial obligations concerning assessments to the Association, shall be amended except by the members at a special meeting called for that purpose, or at an annual meeting where notice of the proposed change accompanied the notice of the meeting, upon the affirmative vote of more than seventy— five (75) per cent in voting power of the members present or represented by proxy at a meeting at which a quorum is present. This Section 5 of Article XI, however, shall be amended only upon the affirmative vote, given in like manner, of more than ninety (90) per cent in voting power of the members present or represented by proxy at a meeting at which a quorum is present.

ARTICLE XII
BOOKS AND RECORDS

Section 1. The books, records, and papers of the Association shall at all times, during reasonable hours, be subject to inspection by any member. The Articles of Incorporation and the Bylaws of the Association and any Restrictive Covenants shall be available for inspection by any member at the home of the Secretary where copies may be purchased at reasonable costs.

Section 2. A recordable statement setting forth the unpaid regular or special assessments currently levied against a lot will be issued in response to a written request from a lot owner, who having executed a contract for the disposition of said lot, addressed to the Association President, upon payment of a fee (not to exceed \$15) to be established by the Board of Directors (55-344D VA Code).

ARTICLE XIII
CORPORATE SEAL

The official seal of the Association shall be circular in design and shall have inscribed thereon in the outer circle the words "Carisbrooke Community Association, Inc.," and in the inner circle the words "Seal 1973."

ARTICLE XIV
CONFLICTS

In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control.

ARTICLE XV
MISCELLANEOUS

Should the corporation become insolvent, or be dissolved, the Board of Directors representing the Association shall, to the extent possible, dispose of all assets of the corporation to cover any outstanding debts of the Corporation, if any. Any proceeds remaining, after debts have been satisfied, shall be donated to a charitable organization determined by a two-thirds (2/3) vote of the Association members.

ARTICLE XVI
AMENDMENTS

These Bylaws may be amended by a two-thirds (2/3) vote of the members represented in person or by ballot at any valid meeting of the Association, provided that notification of the proposed amendment or amendments shall be communicated to members at least ten (10) days prior to the meeting at which the amendment or amendments are to be considered. These restrictions shall not apply to the amending of a proposed amendment when being acted upon by the Association at its meeting.