

BY-LAWS
OF
WALTON PARK COMMUNITY ASSOCIATION, INC.

ARTICLE I - Name

The name of this organization shall be the Walton Park Community Association, Inc., and may be referred to hereinafter as the Association.

ARTICLE II - Purpose

Section 1. The purposes of the Association are to unite the residents of the community served by this Association for involvement in civic and social affairs and to establish and maintain recreational facilities for the use and enjoyment of the members of the Association.

Section 2. The Association shall be a non-profit corporation, organized under the Virginia Nonstock Corporation Act.

ARTICLE III - Membership

Section 1. Memberships in the Association shall be held by family units. A family unit shall consist of the persons residing at a qualifying address. Except as otherwise provided herein, each family unit shall be entitled to one vote in Association matters.

Section 2. There shall be four classes of members of this Association:

A. Civic Members - A family unit residing at a qualifying address shall be a Civic Member of this Association upon election to such membership by the Board of Directors and payment of the annual civic dues as set by the Board. Civic Members are not entitled to use of the recreational facilities owned by the Association. Civic Members may not vote on any question before the Association membership which pertains to the recreational area.

B. Recreation Members - A family unit residing at a qualifying address shall be a Recreation Member of this Association upon election to such membership by the Board of Directors and payment of the annual civic dues, an initiation fee, and annual maintenance fee, as set by the Board. Recreation Members are entitled to full use of all Association facilities, subject to rules adopted by the Board. Recreation Members may vote on any issue presented to the Association membership. Residents of Stonehenge West, as it currently exists, can be Recreation Members of the Association.

C. Non-Resident Recreation Members - A family unit formerly residing at a qualifying address which was a Recreation Member of this Association prior to September 10, 1988, and which has not received a refund of the initiation fee, shall be a Non-Resident Recreation Member of this Association upon payment of the annual maintenance fee as set by the Board. Non-Resident Recreation Members are entitled to full use of all Association facilities subject to rules adopted by the Board. Non-Resident Recreation members may vote on any question before the Association membership which pertains to the recreational area, but not on any other matter.

D. Summer Recreation Members - A family unit residing at other than a qualifying address shall be a Summer Recreation Member of this Association upon election to such membership by the Board of Directors and payment of the annual summer fees for such membership as set by the Board. Summer Recreation Members are entitled to full use of all Association facilities during that portion of the year that the pool facility is in operation, subject to rules adopted by the Board. Summer Recreation Memberships are granted for a single year. The Board of Directors may limit the number of Summer Recreation Members elected for any year. Summer Recreation Members may not vote on any question before the Association membership which pertains to the recreational area or any other matter.

Section 3. Eligibility for Civic or Recreation membership in this Association shall be limited to residents residing in the Walton Park subdivision of Chesterfield County, Virginia, or on lots 3, 4, 5, 6, 7, 8, 9, 10, 11, and 12 on Walton Park Road and lots 30, 31, 32, and 33 on Old Country Terrace, in the Stonehenge West subdivision, referred to herein as qualifying addresses. Eligibility for Non-Residential Recreation Membership in this Association shall be limited to former residents of addresses qualifying for Recreation Membership who were Recreation Members of this Association prior to September 10, 1988 under provisions of the previous Bylaws of the Association which allowed non-residents of qualifying addresses to become Recreational Members may continue such membership by payment of the annual maintenance fee as set by the Board. Such members shall have all the rights, privileges and duties of Non-Resident Recreation Members designated herein.

Section 4. The amount of the dues, initiation fees, and maintenance fees charged the various classes of members of the Association and the dates such payments are due shall be set by the Board of Directors. The Board shall cause a statement of all moneys due the Association to be sent to each member, prior to the date the payment is due.

Section 5. Any member who fails to pay any sum owed the Association when due shall be suspended from membership automatically, and may not use Association facilities or vote on Association matters until all financial obligations to the Association are current.

Section 6. Resignations from the Association will be handled as follows:

A. The resignation of any member shall be submitted to the Secretary in writing who shall transmit it to the Board. Such resignation shall not relieve the resigning member of the obligation to pay any fees or other charges accrued and unpaid.

B. Upon the resignation of a member who was a member on or before September 10, 1988, the initiation fee, without interest, and without consideration as to the enhanced value of the Association assets, will be refunded to the resigning member by the Board as soon as practical, based upon the availability of funds for such purpose as determined by the Board in its sole discretion.

C. Members who resign, but do not relocate outside Walton Park are not entitled to any refund of initiation fees or any other dues paid unless approved by the Board of Directors. It is the responsibility of the resigning member to submit a letter to the Board upon their relocation outside of Walton Park at which time a refund will be considered, based upon the availability of funds for such purpose as determined by the Board in its sole discretion.

D. Members who became members of the Association after September 10, 1988, shall not be entitled to any refund of their initiation fee.

Section 7. Any member may be suspended from membership by a majority vote of the Board of Directors for actions which may endanger the good order, welfare or character of the Association or its facilities. The Board shall set the length of suspension, not to exceed fifteen (15) days. A suspended member shall have the right to a personal hearing, within five (5) days of suspension, before the Board. Any member causing damage to the facilities may be prosecuted. Immediate suspension from individual membership will be in affect. The Board will set a date for a personal hearing within five (5) days. An agreement between the Board and the responsible adult may be reached for the cost of repair.

Section 8. For two years nonpayment of maintenance fees or other just cause, the Board of Directors, after a personal hearing, may expel any member. The member involved may appeal expulsion to the next scheduled membership meeting occurring at least fifteen (15) days after receipt of notice of expulsion from the Board. The expelled member shall give written notice of the appeal to the Board at least fifteen (15) days prior to the membership meeting. On appeal, a vote of at least two-thirds (2/3) of the members present and voting shall sustain the Board's action. Upon expulsion, the Board may at their discretion make a refund of initiation fee to the expelled member.

ARTICLE IV - Meetings

Section 1. The annual meeting of the Association shall be in the fourth (4th) quarter of each year, at a time and place set by the Board.

Section 2. Regular meetings of the Association shall be held quarterly at a time and place set by the Board.

Section 3. Special meetings of the Association membership shall be called by the President, upon his own motion or upon request in writing signed by a majority of the members of the Board of Directors or by fifteen (15) members of the Association.

Section 4. A written call for any annual, regular, or special meeting shall be distributed to all members at least seven (7) days prior to the date on which the meeting is scheduled. The call for any meeting shall include a proposed agenda for the meeting. At any special meeting, only those matters included in the call may be considered by the membership.

Section 5. A quorum, at any annual meeting, special or general membership meeting, shall consist of five percent (5%) of those eligible to vote.

Section 6. Proxy votes shall not be permitted.

ARTICLE V - Board of Directors

Section 1. The Board of Directors shall consist of seven (7) members, including the President, Vice-President, Secretary, and Treasurer of the Association, and three (3) directors elected from the members eligible to vote at their election.

Section 2. A majority of the members of the Board shall constitute a quorum.

Section 3. The Board of Directors shall meet at least monthly.

Section 4. Any vacancy in the membership of the Board of Directors shall be filled by appointment by the President. Such an appointee shall serve until the next regular meeting of the membership, at which time a permanent successor shall be elected by the membership.

Section 5. The President, or in his absence of the Vice-President, shall preside over all meetings of the Board. Minutes will be kept of all Board meetings by the Secretary, or in his absence by a Board member designated by the presiding officer.

Section 6. The Board of Directors shall have general charge and management of the affairs, funds, and property of the Association. The Board shall have full power, and it shall be the Board's duty, to carry out the purposes of the Association according to its Articles of Incorporation and Bylaws.

Section 7. The Board of Directors shall have the authority to make, or authorize to be made, any expenditures necessary for the operation of the Association, so long as the expenditures are for items included in the annual budget approved by the membership, and such expenditures do not exceed the budget by an amount in excess of the single expenditure limit set by the membership at the time of approval of the budget. Any borrowing necessary for acquiring or constructing capital facilities or for operating expenses shall be done by the Board only after approval by vote of the membership.

Section 8. The Board of Directors shall secure for the protection of the Association, public liability and property damage insurance and other forms of insurance in such amounts as may be deemed necessary to fully cover operations of the Association.

Section 9. The Board of Directors shall appoint such committees as it deems necessary for the orderly functioning of the Association.

Section 10. The Board of Directors shall set the rules for use of the Association facilities, including guest privileges, and will establish the dues and fees required of members.

ARTICLE VI - Officers

Section 1. The Officers of the Association shall consist of a President, Vice-President, Treasurer, and Secretary.

Section 2. Each officer must be a member of the Association in good standing.

Section 3. The President shall chair all meetings of the Board of Directors or membership. The President shall, together with the Secretary, execute all contracts and papers relating to the affairs of the Association. He shall serve as an ex officio member of all committees except the Nominating Committee.

Section 4. The Vice-President shall in the absence of the President perform all the duties of the President and shall serve as an ex officio member of all committees except the Nominating Committee.

Section 5. The Secretary shall record the minutes of all the meetings of the Association and the Board of Directors, will receive and deposit all Association funds, and will be responsible for all the correspondence pertaining to the affairs of the Association.

Section 6. The Treasurer shall be accountable for and disburse all the funds of the Association as directed by the Board of Directors. The Treasurer shall keep an accurate record of all Association funds, which records shall be subject to annual audit. All Association funds shall be maintained in an insured financial institution.

ARTICLE VII - Nominations and Elections

Section 1. The Nominating Committee shall be elected at the regular meeting prior to the annual meeting and shall be composed of nine (9) members who shall serve for one year. One member of the committee shall be appointed by the President; two members shall be appointed by the Board of Directors, and six members shall be elected by the membership. Election to the committee shall be by a majority vote of those present and voting. Written notice of the names and addresses of those serving on the Nominating Committee shall be sent to the membership immediately following their election.

Section 2. The Nominating Committee shall elect its own chairman and shall present a slate of the names of members consenting to nomination for election to the offices to be filled at the next annual meeting. The Nominating Committee will propose at least one candidate for each office and will attempt to obtain more than one candidate for each office.

Section 3. The report of the Nominating Committee will be contained in the call for the annual meeting of the membership.

Section 4. The election of the President, Vice-President, Secretary, Treasurer, and one Director, shall be held at the annual meeting of the membership. Additional nominations shall be accepted from the floor. Election shall be by majority vote of those present and voting.

Section 5. Each Officer shall serve for a minimum term of one (1) year. The Vice-President shall serve as President Elect the first year and as President the following year. Each non-officer director shall serve for a term of three (3) years, with the terms staggered so that one (1) Director is elected each year.

Section 6. Any Officer or Director may be removed from office by a vote of two-thirds of the members present and voting at any meeting of the membership, provided notice of the proposed removal has been included in the call for the meeting. Notice of a proposed removal shall be included in the call for a meeting upon majority vote of the Board of Directors, or upon petition filed with the Board of Directors, signed by ten (10) or more members in good standing entitled to vote on the election of Officers and Directors.

ARTICLE VIII - Bonding and Indemnification

Section 1. The Board of Directors shall secure the fidelity of the President, Vice-President, Secretary, and Treasurer of the Association and may secure the fidelity of other Officers or employees by a bond or otherwise and in such amount as they shall deem proper.

Section 2. The members of the Board of Directors shall be indemnified by the Association against any expense reasonably incurred by them or damages imposed upon them in connection with defense of or as a result of any action legally taken or alleged to have been taken by them as members of the Board of Directors of this Association. This indemnification shall not be effective in the case of any action or omission in violation of any statute, for acts of gross negligence, or for intentional tort.

ARTICLE IX - Audit

Section 1. An audit shall be made of the accounts of the Association for each calendar year by an individual who was not a member of the Board of Directors for the year being audited.

Section 2. An annual property inventory shall be conducted.

ARTICLE X - Fiscal Year

The fiscal year of the Association shall be the calendar year.

ARTICLE XI - Books, Records, Statements, and Budget

Section 1. The Association shall keep accurate and complete books. The books shall reflect the records of account, minutes of the proceedings of meetings of the membership and the Board of Directors, and shall register the names and addresses of members. All books and records of the Association may be inspected by any member or his agent for any proper purpose at any reasonable time.

Section 2. A financial statement setting forth the transactions of the previous year and accounting for the expenditures as they relate to the previous year's budget shall be submitted at the first regular meeting following the annual meeting.

Section 3. A proposed budget shall be presented to the membership for their approval at the first membership meeting of the calendar year. Revisions may be presented by the Board to the members at any regular meeting for membership approval.

Section 4. A copy of the financial statement and proposed budget shall be included in the call for the first membership meeting of the calendar year.

ARTICLE XII - Liquidation and Distribution of Assets

In case of dissolution of the Association and liquidation of its affairs, any money or other assets remaining after payment of all obligations shall be distributed equally among the Recreation Members and Non-Resident Members in good standing at the time of the liquidation.

ARTICLE XIII - Rules of Order

The rules contained in Roberts Rules of Order, Newly Revised, shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the ByLaws of the Association and the statues of Virginia. The President may secure a parliamentarian from outside the Community to be present at any membership meeting.

ARTICLE XIV - Amendments

Section 1. The ByLaws may be amended at any membership meeting, provided a copy of the proposed amendment has been included in the call for the meeting.

Section 2. Amendments to the ByLaws shall be adopted by a two-thirds majority vote of those present and voting, and shall become effective immediately upon their adoption unless a different effective date is contained within the amendment.