

BY-LAWS  
WALTON PARK COMMUNITY ASSOCIATION, INC.

ARTICLE I – Name

The name of the organization is the Walton Park Community Association, Inc. and referred to as the Association. It is a Virginia non-stock corporation.

ARTICLE II – Purposes

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.

ARTICLE III – Membership

Membership in the Association shall be as follows and is subject to the following conditions and terms:

A. Voting Members:

1. Owners of record, as determined and shown by the land records of the Chesterfield County Circuit Court, of any lot in the Walton Park subdivision and the Stonehenge West subdivision (hereinafter “Qualifying Address”) shall be entitled to membership in the Association along with their household members.

2. Each Qualifying Address shall be entitled to one (1) vote on any question before the Association membership regardless of the number of record owners. Tenants of owners are not entitled to vote.

3. Dues and fees, as set by the Board of Directors of the Association, must be timely paid in full for the current year before any Voting Member shall be entitled to vote on any question before the Association membership.

4. Any dispute as to which Voting Member’s vote shall be attributed to the Qualifying Address shall be settled by the Board of Directors.

B. Nonvoting Members

1. The tenants and renters of a Qualifying Address, and their household members, shall be entitled to membership in the Association upon payment of all necessary fees and dues as set by the Board of Directors.

2. Former owners of record of any Qualifying Address shall be entitled to membership in the Association upon payment of all necessary fees and dues as set by the Board of Directors.

3. Such other persons as the Board of Directors allows, who pay the

necessary fees and dues, shall be entitled to membership in the Association.

4. None of the persons who fall into this category of “Nonvoting Members” shall be entitled to vote on any matter which comes before the Association membership.

### C. Miscellaneous

1. All Members must abide by the rules and regulations promulgated by the Board of Directors and by the managers of the Association facilities.

2. Only Members and their guests are entitled to use the Association facilities, except the swimming pool, the pool deck, and their amenities which require payment of additional fees.

3. Members have a duty to be informed of all Association matters that are posted on its official website (currently at [waltonpark.net](http://waltonpark.net) and hereinafter “the Official Website”) on a continuous basis, and they will be charged with the knowledge of such matters.

4. The Official Website address of the Association may be changed by the Board of Directors upon notice being posted on the Official Website at least thirty (30) days prior to such change.

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

6. Any Member may be suspended from the Association by a majority vote of the Board of Directors for actions which endanger the good order, welfare, or character of the Association or the Association facilities. The length of the suspension shall be at the discretion of the Board of Directors. Any Member who is suspended shall be notified in writing. A suspended Member shall have a right to a hearing before the Board within ten (10) days of the suspension. Additionally, after a hearing before the Board and for good cause, a Member may be expelled from the Association. Any Member who is suspended or expelled may not use the Association facilities or, if a Voting Member, vote on any Association matters. Any Member who is suspended or expelled shall not be entitled to a refund of any dues or fees previously paid to the Association.

## ARTICLE IV – Meetings

1. The annual meeting of the Association membership shall be in May each year and regular meetings of the Association shall be held quarterly, all at times and places set by the Board. Notice of annual and regular meetings shall be posted on the Official Website at least ten (10) days before the date of such meeting.

2. Special meetings of the Association membership shall be called by the President on his own motion or by request in writing by a majority of the

members of the Board of Directors or ten (10) Voting Members of the Association. At any special meeting, only those matters included in the call posted on the Official Website may be considered by the Association membership.

3. A quorum at any annual meeting, special meeting, or general meeting of the Association membership shall consist of ten (10) Voting Members.

4. Proxy votes shall not be permitted.

#### ARTICLE V - Board of Directors

1. The Board of Directors shall consist of seven (7) Members elected by a majority vote of the attending Voting Members at the annual meeting of the Association membership. The Board shall consist of the President, Vice-President, Secretary and Treasurer and three directors elected from Members eligible to be Directors.

2. Directors shall be owners of record of any Qualifying Address.

3. All persons who desire to run as a candidate for the Board of Directors shall so advise the President in writing, or by electronic mail, at least seven (7) days prior to the date of the annual meeting.

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 Association membership, at which time a successor director shall be elected by the Voting Members.

5. The Board of Directors shall have general management duties of the affairs, funds, and property of the Association. The decisions of the Board of Directors related to the general management of the Association shall be in its sole discretion. The Board of Directors shall appoint such committees and facility managers as it deems necessary for the orderly functioning of the Association. The Board shall set dues and fees each year for membership, use of facilities, and for special assessments as may be needed. 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. 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 Association membership.

6. The Board of Directors shall set the rules and regulations for use of the Association facilities and will establish the dues and fees required of Members. The Board may delegate to the managers of its facilities the task of establishing rules and regulations related to the use of the facilities, subject to the exclusive control and enforcement of those rules and regulations by the Board.

## ARTICLE VI – Officers

1. The required Officers of the Association shall consist of a President, Vice-President, Treasurer and Secretary. Each officer must be a Member of the Association in good standing and a member of the Board of Directors.

2. The President shall preside over meetings of the Board of Directors and membership meetings. The President shall, together with any other Director, execute all contracts and papers relating to the affairs of the Association.

3. The Vice-President shall perform all the duties of the President in the absence of the President.

4. The Secretary shall record the minutes of all meetings of the Association and the Board of Directors and will be responsible for the correspondence pertaining to the affairs of the Association.

5. The Treasurer shall be accountable for all the funds of the Association as directed by the Board of Directors. The Treasurer shall keep an accurate record of all Association funds. Association funds shall be maintained in an insured financial institution. All funds of the Association must be deposited in the accounts maintained by the Association in a timely manner.

6. Each officer shall serve a minimum term of one (1) year beginning June 1st of each year and ending May 31st the following calendar year. Officers already in place at the adoption of these By-laws by the Association shall serve until May 31, 2012.

7. Any Officer or Director may be removed from office by a vote of two-thirds (2/3's) of the Voting Members present and voting at any meeting of the Association membership, provided notice of the proposed removal has been included in the call for the meeting posted on the Official Website. Notice of a proposed removal shall be included in the call for a meeting upon a majority vote of the Board of Directors, signed by ten (10) or more Voting Members in good standing entitled to vote on the election of Officers and Directors.

## ARTICLE VII - Bonding and Indemnification

1. The Board of Directors may secure the fidelity of the President, Vice-President, Secretary and Treasurer of the Association and may secure the fidelity of others by a bond or otherwise and in such amount as it deems proper.

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 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 torts.

#### ARTICLE VIII – Records and Budget

1. The Association shall keep accurate and complete books. The books shall reflect the records of accounts, minutes of the meetings of the membership and the Board of Directors, and shall register the names and addresses of Members. All books of the Association may be inspected by any Member or his legal counsel at any reasonable time.

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

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.

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

#### ARTICLE IX – Liquidation and Distribution of Assets

In case of dissolution of the Association and liquidation of its assets, any money remaining after payment of all obligations shall be distributed equally among the Voting Members in good standing who have been Voting Members for at least five consecutive years, and who have consistently and timely paid all dues and fees for not less than five consecutive years immediately preceding the time of the liquidation. Such Voting Members shall be determined on a specific date on which the identity of the record ownership of the Voting Members would be shown on their respective deeds recorded in the Chesterfield County Circuit Court. That specific date for determination of such Voting Members shall be set by the Board of Directors and posted on the Official Website at least sixty (60) days in advance. A Voting Member's share will be paid to the record owner, or record owners jointly, if more than one.

#### ARTICLE X – Amendments

1. The By-laws may be amended at any Association membership meeting, provided a copy of the proposed amendments have been posted on the Official Website for at least thirty (30) days prior to the meeting.

2. Amendments to the By-laws shall be adopted by a majority vote of the attending Voting Members at the membership meeting, and shall become effective immediately upon adoption unless a different effective date is contained within the amendment.

3. These By-laws shall supersede all previous By-laws except that rights previously vested in original members prior to September 10, 1988, as described in Article II, Section 6 in the By-Laws of Walton Park Community Association, Inc., as amended September 21, 1993, shall not be affected provided that those members have complied with the requirements of those previous By-laws.