

# **Serene Creek Run Association Bylaws**

These Bylaws incorporate and are consistent with the Serene Creek Run Association Articles of Incorporation.

## **Article I - Name of the Corporation**

### **1.1 Name**

This corporation shall be known as the Serene Creek Run Association (hereinafter referred to as SCRA), a non-stock, non-profit corporation established under the laws of the Commonwealth of Virginia.

## **Article II - Purposes of the Corporation**

### **2.1 Purpose**

The purpose of SCRA is to maintain and administer the Common Properties in the development known as Serene Creek Run, located on Cottontown Road, situated in the County of Bedford, Virginia.

## **Article III - Membership**

### **3.1 Membership**

There shall be four classes of membership in Serene Creek Run Association Class A, Class B, Class C, and Class D.

### **3.2 Class A Members**

Class A Members in Serene Creek Run Association shall consist of recorded Owners of numbered Lots in Serene Creek Run subdivision. Class A Members shall be entitled to one (1) vote for each Lot owned in Serene Creek Run. Multiple parties or entities holding interest in a Lot may be considered a Member but no more than one (1) vote may be cast with respect to any one (1) lot (one lot, one vote).

### **3.3 Class B Members**

Class B membership is held by the developer of Serene Creek Run, S & R Farm, LLC. The Class B Member shall be entitled to four (4) votes for each of the 35 lots that the developer has not transferred to a Class A Members. Class B membership shall terminate on the date on which the developer transfers Class A members to a total of seventy-five (75%) of the Lots in all Phases of Serene Creek Run. Class B membership shall also terminate upon filing a writing with the County of Bedford certifying termination of membership. Class B membership may not be reinstated after termination by either means.

### **3.4 Class C Members**

The Class C Member shall be the owner of the Farm Parcel as defined in the Declaration for Serene Creek Run, and any Lots further subdivided from the Farm Parcel that are annexed to Serene Creek Run. The Class C Member shall have all the rights and obligation of a Class A member.

#### **3.4.1 Resignation of Class C Member**

The Class C Member may resign membership at any time.

#### **3.4.2 Reestablishment of Class C Membership**

Any owner, or future owner, of the Farm Parcel eligible for Class C membership may reestablish membership upon written request made to the association. Reestablishment of Class C Membership will be automatic upon written request. The reestablished Class C Member shall have all the rights and obligation of a Class A member.

### **3.5 Class D Members**

Class D Members shall be all owners of a Serenity Creek lot, tracts A-K, who do not opt out of the Serene Creek Run Association. Any Member who is a Class D Member on January 1 of any year, shall be a Member for that full calendar year, and shall owe the full amount of the annual Community Assessment (referred to below as "dues") for that year. Multiple parties or entities holding interests in a Serenity Creek lot may be considered Members. Class D Members shall have all the rights and obligations of a Class A member.

#### 3.5.1 Resignation of Class D Member

A Class D Member may resign membership at any time, however, no refund shall be made of any dues for the year in which the Member resigns.

#### 3.5.2 Reestablishment of Class D Membership

Any owner, or future owner, of a Serenity Creek Lot, tracts A-K, who is eligible for Class D membership, may reestablish membership upon written request made to the association. Reestablishment of Class D Membership will be automatic upon written request. The reestablished Class D Member shall have all the rights and obligation of a Class A member, including the obligation to pay the full amount of dues for the calendar year in which the Member reestablishes Membership.

### **Article IV —Privileges and Responsibilities of Membership**

#### 4.1 Dues

All Members of the SCRA are subject to annual dues as well as any special dues as duly approved by a majority of Members, which become owing on January 1 of each calendar year. Dues shall be sent to the Treasurer on the day and month selected by the Board of Directors, which may, at the discretion of the Board of Directors, be required to be paid in one lump sum, or in monthly, quarterly, or semi-annual payments. Upon written request a receipt shall be issued for payment of dues.

#### 4.2 Voting Rights and Privileges

Class A, C, and D Members shall be entitled to one (1) vote for each Lot owned in Serene Creek Run. Multiple parties or entities holding interest in a Lot may be considered a Member but no more than one (1) vote may be cast with respect to any one (1) lot (one lot, one vote). The Class B Member shall be entitled to four (4) votes of each of the thirty-five (35) lots that the developer has not transferred to a Class A Members.

#### 4.3 Voting Calculation

All votes shall be decided by a simple majority of Members present at a meeting and by signed proxy votes. No vote shall be taken unless by a minimum of 10 Members eligible to cast votes. All ballot votes will be audited and kept for documentation.

#### 4.4 Voting Restrictions

Only those members whose dues are current as of the date of the meeting are eligible to vote.

#### 4.5 Presence or Signed Proxy Required to Vote

Members are required to be physically present at a meeting or have a signed proxy completed prior to meeting to cast their vote.

### **Article V —Amendments and Proposals**

#### 5.1 Amendments

Amendments or additions to the bylaws may be proposed by a resolution of the Board of Directors or by any Member. The resolution for amendment or addition shall be submitted to the Members at a regular monthly meeting or by special meeting. The resolution shall be passed subject to majority vote of those Members in attendance at the time of the vote and by signed proxy.

#### 5.2 Proposals

Proposals for additional or changes to services, amenities or facilities may be made by Members or Directors at any regular meeting. The Secretary shall notify all Members of any proposal made at a meeting and shall notify Members of the date and time the proposal shall be voted on. All proposals shall be approved by majority vote Members of those members in attendance at the time of the vote and by signed proxy.

## **Article VI—Officers of the Corporation**

### **6.1 Board of Directors**

The Board of Directors for SCRA shall consist of a President, Vice President, Secretary and Treasurer (collectively the “Directors”). Directors shall not simultaneously hold multiple offices. The Board of Directors shall not be less than one (1) and no more than five (5). Officers shall serve without compensation. Positions can be held by only one member per lot. If multiple lots are owned by the same owner, only one member can hold position.

### **6.2 Duties of the President**

Duties of the President shall include but are not limited to:

- (1) Convening and chairing meetings of the members.
- (2) Maintenance and administration of the Common Properties in the development known as Serene Creek Run.
- (3) The president may temporarily assign all duties of any Director who has resigned or terminated membership from his/her position to another Director, until a vote takes place.

### **6.3 Vice President**

Duties of the Vice President shall include but are not limited to:

- (1) Assisting the Board of Directors in the maintenance and administration of the Common Properties of Serene Creek Run
- (2) Any other duties so delegated by the Board of Directors
- (3) Run meetings in President’s absence.

### **6.4 Duties of the Secretary**

Duties of the Secretary shall include but are not limited to:

- (1) Recording, distributing, and retaining the official minutes of all meetings whether conducting in the physical presence of members, by mail, email, or by telephone.
- (2) Giving written reports to Members detailing the official minutes and providing Members with information regarding the maintenance and administration of Serene Creek Run Association.
- (3) Providing written notice to all members of upcoming meetings stating the place, day and hour of the meeting and the purpose for which the meeting is called.
- (4) Notify Members of any special meetings, events, votes, proxy or other issues within 3 weeks.

### **6.5 Duties of the Treasurer**

Duties of the Treasurer shall include but are not limited to:

- (1) Collecting dues from the members
- (2) Maintaining the SCRA checking account
- (3) Authorizing payment for services
- (4) Paying bills for the services rendered to SCRA as approved by the Members
- (5) Giving written report to the members detailing the current financial status of SCRA, and provide a budget for the upcoming fiscal year.
- (6) The Treasurer’s books shall at all times be open to inspection by the Directors and upon written request of any Member.

### **6.6 Electing Directors**

Directors shall be elected by Members in the annual meeting in January (nominations to be finalized in October meeting) and serve terms of one year. Any vacancies occurring in the Board shall be filled for the unexpired term of office by a majority vote of the members.

### **6.7 Architectural Board**

Made up of 5 members holding lots in Serene Creek Run only with only one member per lot. If multiple lots are owned by the same owner, only one member can participate.

#### **6.7.1 Responsibilities:**

Review all permanent building plans to ensure meeting the existing restrictions and covenants. This includes initial, additional permanent changes to any structure. Meeting to review will be no less than 2 weeks. All approvals must be in writing.

#### **6.7.2 Election of members follows same guidelines as Board of Directors.**

#### 6.8 Creation of Additional Offices

Pursuant to a future need, additional offices may be created upon approval of a majority of the members. Officers for any new position shall be elected pursuant to these Bylaws.

#### 6.9 Positions Held

##### 6.9.1 Conflicts of interest

If any director, board or committee member has a conflict of interest, his/her role shall be temporarily filled by a SCRA member chosen by the rest of the Board or committee where the conflict occurred, until the conflict is no longer an issue.

##### 6.9.2 Resignation from office

Any Director or member of any board or committee may resign from any position by submitting their resignation, in writing, to the board. Such resignation shall not relieve the person of responsibility for actions prior to the resignation. The secretary shall immediately notify all SCRA members of a vote for the position.

##### 6.9.3 Termination of office

If the SCRA membership of any Director or member of any board or committee terminates before the elected term expires, the secretary shall immediately notify all SCRA members of a vote for the position.

### **Article VII—Meetings**

#### 7.1 Required Meetings

The SCRA shall hold quarterly meetings in January (Annual Meeting), April, July, and October. The date and time for each meeting shall be set by the Members in attendance at the previous meeting.

#### 7.2 Additional Meeting

Additional meetings may be called by the President or any Member of the SCRA pursuant to all the provisions of these bylaws.

#### 7.3 Place of Meeting

The quarterly meeting shall be held at the Club House, unless the President or a majority of Members present at a meeting agree to meet at another location at which time the Secretary will properly notify all Members of the new location.

#### 7.4 Notice of Meeting

The Secretary shall send out minutes of the past meeting and will send written notice stating the place, day and hour of the next meeting. Any additional meeting the Secretary shall notify members of the place, day, hour and the purpose for which the meeting is called. Notice of any additional meetings shall be delivered to all Members not less than three (3) weeks before the scheduled meeting. All meetings are open to any Serene Creek Run association member. Board or Director meetings and Architectural Review Board meetings are open to any SCRA member for observation.