

**Bylaws of the Sherbrooke Neighborhood Association, Inc.**  
*Last Amended March 28, 2017*

**BYLAW I – MEMBERSHIP**

**1.1. DESCRIPTION.**

1.1.1 The Sherbrooke Neighborhood Association, Inc., (the “Association”) is a Virginia Non-stock Corporation, Corporate ID: 0399764. The purpose of the Association is to maintain property values, maintain common areas, promote the safety, harmony, and social welfare of the owners of certain residences located in the County of Henrico, Virginia subdivision known as “Sherbrooke” (also referred to as ‘Property’). The Association operates under the Restated and Amended Declaration of Sherbrooke Neighborhood Association, Inc. (the “Declaration”), the Articles of Incorporation of Sherbrooke Neighborhood Association, Inc., Section 501(c) (4) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States tax code the Virginia Non-stock Corporation Act, Va. Code § 13.1-801, and any other applicable statutes, regulations or governing documents required by the Commonwealth of Virginia.

**1.2. QUALIFICATIONS AND OBLIGATIONS OF MEMBERSHIP.**

1.2.1 Membership in the Sherbrooke Neighborhood Association, Inc. is voluntary. Any person who is the owner, tenant or resident of a Lot located within the Property may become a Member of the Association. Owners, tenants and residents who are current on the payment of Annual Assessments and Special Assessments shall be Members in Good Standing and shall be entitled to vote on issues to be decided by the Members. All issues to be decided by the Members of the Association, except otherwise set forth herein or by law shall be decided by a simple majority of Association Members in Good Standing who vote at a meeting at which a Quorum is present.

1.2.2 For purposes of these Bylaws, a “Lot” is defined as a residence constructed on a lot described in the recorded plat or plats of the subdivision located in the County of Henrico, Virginia known as “Sherbrooke”.

1.2.3 The Board of Directors of the Association shall appoint an Architectural Review Committee (the “ARC”). Each owner, tenant and resident of a Lot is encouraged to maintain his or her Lot or home as determined by the ARC and in accordance with the recommended guidelines established by the Restated and Amended Declaration of Sherbrooke Neighborhood Association, Inc.

**1.3 VOTING PRIVILEGES.**

1.3.1 There shall be one (1) vote for each Lot within the Property that is owned or occupied by a Member in Good Standing no matter how many individuals may be record owners or residents of the Lot. Membership rights shall not be transferable. Members may vote in person or by proxy.

1.3.2 Members in Good Standing may vote in elections for the Board of Directors, and on other issues as are specifically reserved to the Members in Good Standing by the Declaration, the Articles of Incorporation, and applicable law.

1.3.3 Members may vote in an Election using the furnished Ballot or by Proxy. Proxies may be submitted electronically but the Proxies must be voted by a Member in Good Standing present at the meeting. Votes at Board and Committee meetings will be by voice vote or roll call. At Membership Meetings vote may be held by voice vote (those in favor say “aye” and those opposed say “no” with no exact count), roll call (each member answers “yes” or “no” when his or her name is called), by division (members raise their hands or stand), or by written ballot. Members in Good Standing will also be permitted to vote by proxy.

1.3.4 The failure of any Member to pay any Assessments set by the Board within thirty (30) days after

the due date thereof shall result in the revocation of that Member's voting privileges in the Association and such Member shall no longer be a Member in Good Standing of the Association. Upon payment of Assessments due for the current calendar year, however, the Member's voting privileges shall be restored.

#### **1.4 ANNUAL MEETING.**

1.4.1 The Annual Meeting of the Members will be held once each year for the purpose of bringing together those persons who are interested in the common good and civic betterment of the Sherbrooke neighborhood, for the election of Directors to fill available positions on the Board of Directors (if any), and to vote on such other issues as are to be decided by the Members in Good Standing of the Association (if any).

1.4.2 The Annual Meeting shall be held in the Spring of each year. The Quorum for conducting business at the Annual Meeting shall be no less than ten percent (10%) of the Members who are in Good Standing. Financial reports of the current expenses and proposals for future projects will be shared at the Annual Meeting. Every two years on even years, elections for the Board of Directors will be held at the Annual Meeting. If there is a vacancy to fill, elections may be held at other Annual or Special Meetings of the Members.

#### **1.5 SPECIAL MEETINGS.**

1.5.1 Special Meetings of the Members may be called for any purpose or purposes by the President, by the Board, or by the Secretary at the request of a majority of the Board or by not less than ten percent (10%) of the Members in Good Standing.

#### **1.6 PLACE OF MEETINGS.**

1.6.1 Unless otherwise required by law, the Board or the President may designate in the Notice of Meeting any place within Henrico County, VA as the place of meeting for any Meeting of the Members.

#### **1.7 NOTICE OF MEETINGS**

1.7.1 Notice of the place, day, and hour of the Annual Meeting and, in case of a Special Meeting, the purpose or purposes for which the Meeting is called, shall be published on the Sherbrooke web site (<http://www.sherbrooke-shortpump.com/>) and delivered not less than fourteen (14) nor more than sixty (60) days prior to the date of the Meeting, by U.S. mail, or by hand delivery by the Officer or his agent (provided that the Officer or his agent certifies in writing that notice was delivered to the Member), by or at the direction of the President or the Secretary to each Member in Good Standing at the Member address on file with the Board.

#### **1.8 QUORUM.**

1.8.1 At any Meeting of Members, one-tenth (1/10) of the Members in Good Standing, represented in person, or by proxy, shall constitute a Quorum of Members. Approval of any matter requires the approval of a majority of the Members voting at a Meeting at which a Quorum is present. If less than said number of Members are present at a Meeting, a majority of the Members so present may adjourn the meeting or reschedule the Meeting. Additional notice is not needed if the new date is announced prior to the adjournment of the initial Meeting.

1.8.2 At each Meeting of the Members, the President of the Association shall preside (or the Vice President in the President's absence). The person presiding at the Meeting shall determine the order of business and shall have the authority to establish rules for the conduct of the meeting.

#### **1.9 CONDUCT OF MEETINGS**

1.9.1 At each Meeting of the Members, the Treasurer will verify Proxy Ballots are from Members in Good Standing and that the person appointed as proxy is in attendance at the Meeting. The Proxy Ballot counts toward the Quorum. Ballots for any issues to be voted on by ballot may be distributed to Members in Good

Standing who are in attendance, one per Lot.

1.9.2 The Agenda for meetings of the Members may be as follows:

- a) Call to Order
- b) Treasurer Report
- c) Approval of Minutes from the last Meeting. Announcements
- d) Member Voice
- e) Certification of Quorum present in person or by proxy
- f) Proof of Notice (Copy of notice and statement when it was sent)
- g) Election of Directors
- h) Adjourn the Meeting

1.9.3 The new Board shall notify Members in Good Standing of the result of the Election and the State Corporation Commission of the new Board of Directors.

## **BYLAW II – BOARD OF DIRECTORS**

### **2.1 NUMBER AND TENURE.**

2.1.1 The Board of Directors (the “Board”) of the Association shall consist of between three (3) and five (5) persons based on the number of volunteers willing to serve on the Board. As long as there are at least five (5) persons willing to serve on the Board the number of Directors shall be five (5) but that number may be reduced down to three (3) if there are not a sufficient number of volunteers. In the event of a vacancy on the Board there may occasionally be fewer Directors until such time as the vacancy is filled. All members of the Board of Directors must be Members in Good Standing of the Association. The members of the Board shall be elected by the Members at the Annual Meeting. The members of the Board shall determine among themselves who will serve as Officers of the Association, including President, Vice President, Secretary, and Treasurer. All Officers must be Members in Good Standing of the Association who have been elected to serve on the Executive Board.

2.1.2 Each Board member shall hold office for a two-year term or until resignation, death, incapacitation, or removal by the Members in Good Standing of the Association. A vacancy in a Board position shall be filled by majority vote of the remaining Board members until the next meeting of the Members of the Association at which time the Members shall vote to fill the vacancy for the remainder of the term; provided, however, if there are no volunteers to fill a vacancy the vacancy may remain unfilled as long as there are at least three (3) Directors. Each Committee member, including Committee Chairs, shall serve at the will of the Board of Directors for so long as appointed by the Board. If an Officer position is vacant the vacancy shall be filled with another member of the Board by majority vote of the Board.

### **2.2 GENERAL POWERS OF THE BOARD.**

2.2.1 The business and affairs of the Association shall be managed under the direction of its Board of Directors. The Board may adopt such rules and regulations for the conduct of Board Meetings and the management of the Association as it may deem proper, so long as the rules and regulations adopted by the Board are consistent with these: Declaration and Covenants, Articles of Incorporation, Bylaws, and the laws of the Commonwealth of Virginia. The Board shall establish and dissolve Committees.

### **2.3 REGULAR MEETINGS OF THE BOARD.**

2.3.1 Meetings of the Board may be held quarterly and generally will be held monthly for the purpose of conducting Board business. Notice of the time, date and place of each Meeting of the Board of Directors or of any subcommittee or other committee thereof shall be published where it is reasonably calculated to be available to a majority of the Lot owners.

2.3.2 Officers, Directors and Members shall be given notice of any such Meeting at least

fourteen (14) days in advance of such Meetings by U.S. mail, email, phone, announcement at the prior Meeting, or in such other manner as may be agreed upon by such Officers and Directors.

#### **2.4 SPECIAL MEETINGS OF THE BOARD.**

2.4.1 Special Meetings of the Board may be called by or at the request of the President or any two (2) Board members. The person or persons authorized to call Special Meetings of the Board may fix the place for holding any Special Meeting in Henrico County, Virginia. Notice of the time, date and place of each Meeting of the Board of Directors or of any Subcommittee or other Committee thereof shall be published where it is reasonably calculated to be available to a majority of the Lot owners.

2.4.2 Officers, Directors and Members shall be given notice of any such Meeting at least seven (7) days in advance of such Meetings by U.S. mail, email, phone, announcement at the prior Meeting, or in such other manner as may be agreed upon by such Officers and Directors.

#### **2.5 OPEN MEETINGS.**

2.5.1 All Meetings of the Board of Directors, including any Subcommittee or other Committee thereof, shall be open to all Members in Good Standing. However, Members who are not on the Board of Directors shall not vote at such Meetings and may only speak during such periods of time as may be reserved for Member comment on any matter relating to the Association.

2.5.2 The Board or a Committee may meet in Executive Session without Members present to consider personnel matters; consult with legal counsel; discuss and consider contracts, pending or probable litigation, and matters involving violations of the Declaration or rules and regulations adopted pursuant thereto for which a Member, his family members, tenants, guests or other invitees are responsible; or discuss and consider the personal liability of Members to the Association, upon the affirmative vote in an Open Meeting to assemble in Executive Session. The motion shall state specifically the purpose for the Executive Session. Reference to the motion and the stated purpose for the Executive Session shall be included in the Minutes. The Board of Directors shall restrict the consideration of matters during such portions of Meetings to only those purposes specifically exempted and stated in the motion. No contract, motion or other action adopted, passed or agreed to in Executive Session shall become effective unless the Board of Directors or subcommittee or other committee thereof, following the Executive Session, reconvenes in Open Meeting and takes a vote on such contract, motion or other action which shall have its substance reasonably identified in the Open Meeting.

2.5.3 Directors may participate in Meetings by telephone conference, video conference or similar electronic means. If a Meeting is conducted by telephone conference or video conference or similar electronic means, at least two members of the Board of Directors shall be physically present at the Meeting place included in the notice. The audio equipment shall be sufficient for any Member in attendance to hear what is said by any member of the Board of Directors participating in the Meeting who is not physically present.

#### **2.6 RECORDS**

2.6.1 Any Sherbrooke business discussed at Sherbrooke Meetings outside of Executive Session shall be recorded in the Minutes. All Meeting Minutes shall be available to the Members in Good Standing on the Sherbrooke website or by written request to the Board.

2.6.2 The Association shall keep detailed records of receipts and expenditures affecting the operation and administration of the Association. All financial books and records shall be kept in accordance with generally accepted accounting practices and shall be available for inspection by a Member in Good Standing within ten (10) business days of the date of a written request to the Board of Directors.

2.6.3 Prior to providing copies of any books and records to a Member in Good Standing under this section, the Association may impose and collect a charge, reflecting the reasonable costs of materials and labor, not to exceed the actual costs thereof. Charges may be imposed in accordance with a cost schedule adopted by

the Board of Directors and available to Members upon request

## 2.7 QUORUM

2.7.1 At any Meeting of the Board a majority of the Directors shall constitute a Quorum for the transaction of business

## 2.8 MANNER OF ACTING BY THE BOARD.

2.8.1 Provided that a Quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present at a Meeting shall be the act of the Board.

## 2.9 REMOVAL OF OFFICERS OR DIRECTORS.

2.9.1 Any or all of the Directors may be removed from the Board with or without cause by a majority of the Association Members in Good Standing voting at a Special Meeting of the Members at which a Quorum is present. Notice of Special Meetings (1.5) applies. An Officer may be removed from his or her position as an Officer by majority vote of the Board of Directors but he or she shall continue to serve on the Board unless removed by a majority vote of the Association Members in Good Standing.

2.9.2 Any Officer or Director who loses his or her status as a Member in Good Standing shall be notified that he or she is no longer a Member in Good Standing and shall be automatically removed from all Director and Officer positions if the Assessments owed are not paid to bring his or her membership to Good Standing status within thirty (30) days of the date notice is provided.

## 2.10 COMMITTEES.

2.10.1 The Board, by resolution, may designate Committees from the Members in Good Standing as it shall deem appropriate. No person may serve on a Committee who shall have a conflict of interest in connection with the purpose of the Committee. The determination as to whether a conflict of interest exists shall be made by the Board and such decision shall be binding and conclusive.

## 2.11 INDEMNIFICATION OF BOARD MEMBERS AND OFFICERS

2.11.1 The Association shall indemnify, to the fullest extent permitted by the Virginia Non-stock Corporation Act as such Act exists now or may hereafter be amended, its Board members, Officers, and Committee members who are made a party to any proceeding by reason of their office for acts or omissions performed in their official capacity.

## 2.12 LIMITATION OF LIABILITY OF OFFICERS.

2.12.1 There shall be no liability for the acts or omissions of any Board member, Officer, or Committee member of the Association in any proceeding brought by Members (or a Member) of the Association unless otherwise provided by the laws of the Commonwealth of Virginia, arising out of any single transaction, occurrence, or course of conduct pursuant to Section 13.1 – 870.1 and 13.1-870.2 of the Code of Virginia, as may be amended from time to time. However, pursuant to Section 13.1-870.1C of the Code of Virginia, the liability of a Board member or Officer shall not be limited as provided in this Section if the Officer or Director engaged in willful misconduct or a knowing violation of the criminal law.

## **BYLAW III – OFFICERS**

### 3.1 NUMBER.

3.1.1 The Officers of the Association shall be a President, a Vice-President, a Secretary, and a Treasurer each of whom shall be members of the Board. The members of the Board shall determine among themselves who shall serve as Officers and in which Officer roles.

## 3.2    **AUTHORITY**

3.2.1    The Board has the authority to administer both the recorded Covenants or Declaration that may be applicable to the Lots and the Bylaws. All records and other documents of the Association used by the Board must be maintained for seven (7) years. At the end of each Board member's service, all records for each position must be transferred to next person within a reasonable amount of time.

## 3.3    **ELECTION AND TERM OF OFFICE.**

3.3.1    The Officers of the Association shall consist of members of the Board. The members of the Board shall determine among themselves who shall serve in which Officer role and shall fill any vacancies occurring in the office of President, Vice President, Treasurer, or Secretary. Once elected, Officers shall serve for a two-year term. As a general rule, members of the Board shall be elected at the Annual Meeting in even numbered years but vacancies occurring on the Board as a result of the death, resignation, incapacity or removal of a member of the Board may result in the election of a person to fulfill the remainder of a term at other Membership Meetings. The Board shall meet within thirty (30) days of the Annual Meeting at which its members are elected to determine who shall fill each of the Officer roles.

## 3.4    **OFFICERS**

3.4.1    The **President** shall be the principal executive officer of the Sherbrooke Neighborhood Association. The duties of the President shall be to conduct meetings, present a budget for Board approval, maintain community ties, appoint Committee members, and represent the Association. The President shall in general supervise and control all of the business and affairs of the Association.

3.4.2    The duties of the **Vice President** shall be to assist the President. The Vice President shall act in the absence of the President or in the event of his death, inability, or refusal to act. The Vice President so designated shall perform the duties of the President, and when so acting shall have all the powers of, and be subject to all restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the President.

3.4.3    The **Secretary** shall keep the Minutes of the Board and Member Meetings in electronic and written form; see that all notices are duly given in accordance with the provision of these Bylaws or as otherwise required; be custodian of the corporate records to include the records of the Architectural Review Committee; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President.

3.4.4    The **Treasurer** shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with these Bylaws; and, in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President. Records kept by the Treasurer are subject to audit or review as specified by these Bylaws or as otherwise directed by the Board.

3.4.5    The Board may also appoint Members in Good Standing to serve in positions such as Web Master, Communication Specialist, Project Coordinator or in whatever capacity deemed necessary for the good of Sherbrooke as determined by majority vote of the Board of Directors.

## **BYLAW IV – FINANCIAL**

### 4.1    **FISCAL YEAR; ASSESSMENTS**

4.1.1    The fiscal year of the Association shall begin on January 1 and end on December 31 of the same year. The annual fee assessment is set by the Board, subject to the limits set forth in Section 4.3 of

these Bylaws, and is not prorated or refunded. The Annual Assessment shall be used by the Board of Directors for maintenance and upkeep of the Common Areas, enforcement of the Declaration, community activities and events, projects that the Board deems to be in the best interests of Sherbrooke and its Members, administrative expenses, and such other purposes as are consistent with these Bylaws.

#### **4.2 FINANCIAL AUDIT**

4.2.1 Each year a review shall be performed after close of business December 31 and the receipt of the bank statement for the December transactions. This review should be performed by a Committee appointed by the Board, an accountant hired by the Association who is not on the Board, or the members of the Board who are not permitted to sign checks to certify the financial condition of the Sherbrooke Neighborhood Association, Inc. and any unpaid Assessments. The notice for the billing for the Annual Assessment and any other possible Special Assessments may include the report of the most recent review, the report of past expenses, the future year budget, and (if desired) a letter from the President. Any Member in Good Standing of the Association may request an audit by an accountant at such Member's expense; provided however, if a major discrepancy is found during the audit the Association shall reimburse the Member for the cost of the audit.

4.2.2 If the review cannot be completed before the billing letter is distributed, then it will be performed as soon as possible and the results made available to Sherbrooke Lot owners

#### **4.3 APPROVAL OF INCREASES IN ASSESSMENTS, SPECIAL ASSESSMENTS, BORROWING, AND CONTRACTS**

4.3.1 Annual Assessments. The Board of Directors shall have the authority to increase the Annual Assessment up to ten percent (10%) over the prior year's Annual Assessment without approval of the Members of the Association. Any increase in the Annual Assessment in excess of ten percent (10%) over the prior year's Annual Assessment shall require the approval of a majority of the Members in Good Standing voting at an Annual or Special Meeting at which a Quorum is present. In the event that a proposed Assessment increase requires Member approval, notice of the proposed Assessment increase must be included in the notice of the Meeting that is provided to Members.

4.3.2 Special Assessments. If the Annual Assessment imposed in any year is not sufficient to pay the expenses of the Association, the Board of Directors may impose a Special Assessment in such amount as it deems necessary to adequately fund the Association; provided, however, that any such Special Assessment shall require the approval of a majority of the Members in Good Standing voting at an Annual or Special Meeting at which a Quorum is present. In the event that a Special Assessment will be voted on by the Members, notice of the proposed Special Assessment must be included in the notice of the Meeting that is provided to Members.

4.3.3 Borrowing and Pledge of Income. The Board of Directors shall have the authority to borrow money on behalf of the Association and to pledge the Association's future assessment and other income as collateral for such loan; provided, however, that any such loan or pledge shall require the approval of a majority of the Members in Good Standing voting at an Annual or Special Meeting at which a Quorum is present. In the event that a loan or pledge of Association income will be voted on by the Members, notice of the proposed loan and/or pledge must be included in the notice of the Meeting that is provided to Members.

4.3.4 Contracts. The Board of Directors shall have the authority to enter into contracts and agreements on behalf of the Association related to maintenance and upkeep of the Common Area, enforcement of the Declaration, community activities and events, projects that the Board deems to be in the best interests of the Association and its Members, administrative matters, and such other purposes as are consistent with these Bylaws; provided, however, that in either case: (1) any contract or agreement that is for a term of more than twelve (12) months, and/or (2) any contract or agreement that requires total payments by the Association in excess of twenty percent (20%) of the Association's total Annual Budget shall require the approval of a majority of the Members in Good Standing voting at an Annual or Special Meeting at which a Quorum is present. In the event that a contract will be voted on by the Members, notice of the proposed contract must be included in the notice of the Meeting that is provided to Members in Good Standing.

## **BYLAW V – AMENDMENTS**

### **5.1 ALTERATIONS**

5.1.1 These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted with the approval of a majority of the Association Members voting at a Meeting at which a Quorum is present.