

Sommerville Homeowner's Association
By-Laws

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BY-LAWS OF SOMMERVILLE HOMEOWNER'S ASSOCIATION, INC.**ARTICLE I – NAME AND LOCATION**

The name of the Corporation is SOMMERVILLE HOMEOWNER'S ASSOCIATION, INC., hereinafter referred to as the "Association." The principal mailing address of the Corporation shall be; P.O. Box 9, Seaford, Virginia 23696. The principal email address shall be; sommerville411@gmail.com. The Association's website shall be; SommervilleHOA.com. The Association's Social Media Group page will be; Sommerville411. Meetings of Members and Directors may be held in person or electronically at such places within the State of Virginia, reasonably convenient as may be designated by the Board of Directors.

ARTICLE II – DEFINITIONS

- A. "Association" shall mean the Virginia non-stock, non-profit corporation known as Sommerville Homeowner's Association, Inc., comprised of Members being Owners of Lots in the Development.
- B. "Board of Directors" shall mean the executive body of the Association.
- C. "Common Area" shall mean all portions of the Property and any improvements thereon other than the portions of the Property designated as either Lots or as Conservation Area.
- D. "Conservation Area" shall mean that portion of the Property comprising approximately twenty-one (21) acres in the western portion of the Property which is designated on Exhibit A attached hereto, and which is set aside for perpetual preservation pursuant to Paragraph 1 of Activity - Specific Conditions contained in United States Army Corps of Engineers Permit 91-0126 issued to Declarant.
- E. "Declarant" shall mean "Sommerville Homeowner's Association, Inc.," a Virginia non-stock, non-profit corporation comprised of Members being Owners of Property/Lots in the Development.
- F. "Covenants" shall mean and refer to the Declaration of Covenants, Conditions, Standards and Restrictions applicable to the Property/Lots, recorded in the Office of the Clerk for the Circuit Court for York County, Virginia.
- G. "Development" shall mean the single-family residence, development known as "Sommerville" constructed upon the Lots and subject to these Covenants.
- H. "House" shall mean a single-family residence constructed upon Lots located upon the Property.
- I. "Lot" shall mean any certain parcel created within the Property as designated on subdivision plats of the Property recorded in the Office of the Clerk of the Circuit Court for York County, Virginia, upon which a House has been constructed and conveyed in fee simple absolute by general warranty fee to an Owner.
- J. "Director" shall mean a Member of the Association elected by the membership to serve on the executive body of the Association. A Director may also be appointed by other members of the Board of Directors to fill a vacated seat on the Board to serve the remaining term.

- K. "Officer" shall mean a Member of the Association who is appointed to serve in a volunteer position reporting directly to the Board of Directors. Examples of an Officer of the Association may be, but is not limited to; the Secretary, Treasurer and or the Architectural Review Board (ARB) Committee Chairperson as well as other committee chairpersons. Officers are non-voting members of the Board of Directors.
- L. "Member" shall mean and refer to those persons entitled to membership as provided in the Covenants.
- M. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of a fee simple title to any Lot which is a part of the Property, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.
- N. "Property" shall mean that certain real property described in Article II, Section 1 and such additions made thereto from the Additional Land described in Article III of the Covenants.
- M. "By-Laws" shall mean a governing document, subordinate to the Association Covenants, that establishes the required administrative duties, responsibilities and powers of the Sommerville Homeowner's Association and its elected Officers, the processes and procedures for managing the Association, electing Directors, determination of Board positions, meeting of Members, collecting assessments, enforcement and penalties, maintaining books and records, and appointing other volunteer Officers and committee members. The provisions of these By-Laws are legally binding and enforceable.

ARTICLE III – MEETING OF MEMBERS

Section 1. Annual Meetings.

The Board of Directors shall hold an Annual Meeting of the Members during the month of November each year at a date and reasonable time announced to the Membership no later than 30 days prior to the meeting.

Section 2. Special Meetings.

Special meetings of the Members may be called at any time by the President, by any two members of the Board of Directors, or upon written request of one-quarter (1/4) of all Members who are entitled to vote.

Section 3. Notice of Meetings.

Notice of each meeting of the members shall be provided by U.S. Postal Service or email (supplied by the Member to the Association for purpose of Notifications) at least 30 days prior to the date of the Meeting. Such notice shall specify the place, day, and time of the meeting as well as the purpose of the meeting.

Section 4. Quorum.

The presence at the meeting of Members entitled to cast, or of proxies/absentee ballots entitled to cast, one-tenth (1/10) of the votes of the membership shall constitute a quorum for any action

except as otherwise provided in the Articles of Incorporation, the Covenants, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

ARTICLE IV – BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number of Directors.

The affairs of this Association shall be managed by a Board of three (3) Directors, who shall be Members of the Association.

Section 2. Term of Office.

At the first annual meeting, the Members elected one Director for a term of three years, one Director for a term of two years and one Director for a term of one year. At each annual meeting thereafter the Members shall elect one Director for a term of three years to replace the Director whose three-year term is expiring.

Section 3. Removal and Replacement.

- (1) Any Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association.
- (2) Any Director may be removed from the Board of Directors after being absent from three (3) consecutive regular meetings of the Board of Directors.
- (3) In the event of death, resignation, or removal of a Director, a successor shall be selected by the remaining Directors of the Board and shall serve for the unexpired term of the predecessor.

Section 4. Compensation.

No Director shall receive compensation for any service that the Director may render to the Association. However, any Director may be reimbursed for actual expenses incurred in the performance of the Director's duties.

Section 5. Action Taken Without a Meeting.

The Directors shall have the right to take any action in the absence of a meeting, which they could take at a meeting, by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors. An approved action shall be recorded in the minutes of the next meeting.

ARTICLE V – NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination.

Nomination for election to the Board of Directors shall be made by any Member in good standing through written or electronic communication to the Board of Directors. Nominations may also be made from the floor at the annual meeting.

Section 2. Election.

Election to the Board of Directors shall be by secret written ballot at the annual meeting of the Members. At such election the Members, their proxies, or their absentee ballots may cast, in respect to each vacancy, one vote as they are entitled to exercise under the provisions of the Covenants. One ballot or absentee ballot shall be distributed for each Lot or proxy, and shall be checked against a list of Properties.

The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted. Votes shall be counted by at least two (2) Members in good standing, with the assistance of the Association attorney, if present, and shall not include the current Directors on the Board or candidates nominated for election.

ARTICLE VI – MEETINGS OF DIRECTORS

Section 1. Regular Meetings.

Regular meetings of the Board of Directors shall be held as determined by the Board of Directors, at such place and hour as may be fixed from time to time by resolution of the Board. Meetings may be held in person or via electronic media. Meeting notices (date, time and place) may be made through all available electronic means or prominently posted on the Sommerville bulletin board.

Section 2. Special Meetings.

Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two Directors, after not less than one (1) day notice to each Director.

Section 3. Quorum.

A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII – POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers.

The Board of Directors shall have power to:

- (1) 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 By-Laws, the Articles of Incorporation, or the Covenants.
- (2) 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.
- (3) Contract and prescribe the duties of independent contractors as the Board deems necessary.
- (4) Pursue reasonable actions at law for non-compliance of the Covenants and or collection of delinquent Association assessments.

Section 2. Duties.

It shall be the duty of the Board of Directors to:

- (1) Cause to be kept a complete record of all its acts and corporate affairs in accordance with Article X, and present a summary thereof at the annual meeting of the Members.
- (2) Present a complete record to the Members at the annual meeting of the Members or at any special meeting, when requested in writing by one-tenth (1/10) of the Members who are entitled to vote.
- (2) Supervise all officers, contractors, agents, and employees of this Association, and to see that their duties are properly performed.
- (3) As more fully provided in the Covenants:
 - (a) Fix the amount of the semi-annual assessment against each Lot at least thirty (30) days in advance of each semi-annual assessment period.
 - (b) Provide written or electronic (with Owner's written concurrence) notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each semi-annual assessment period.
 - (c) Assess reasonable late fees (10% of amount delinquent) against any Owner for which assessments are not paid after the due date.
 - (d) Bring an action at law with reasonable attorney fees and court costs against any Owner for which assessments are not paid within sixty (60) days after the due date.
 - (e) Bring an action at law with reasonable attorney fees and court costs against any Lot for which an Owner refuses to comply with or has remained in Non-Compliance of Covenants for greater than ninety (90) days from formal notification of the same. A Due Process hearing will first be held by the Board of Directors as soon as possible after the 90 day period of non-compliance notification has passed providing the Owner an opportunity to address the Board of Directors as to why the Owner cannot or will not comply or requires additional time to comply with the Covenants.
- (5) Issue, or cause an appropriate officer to issue, upon demand by any person, a Disclosure Certificate setting forth whether or not any assessment has been paid, will become due (prorated for period of membership) by next assessment due date, and whether or not the Lot is in compliance with the Covenants and Architectural guidelines. A reasonable administrative fee may be assessed by the Board for the issuance of these certificates. A Disclosure Certificate shall be provided to Realtor, Seller and or Buyer no later than 14 days prior to the closing date of the Lot, or as required by Virginia law. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment.
- (7) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.
- (8) Cause the Common Area and Conservation Area to be maintained.
- (9) Appoint officers and committees as hereinafter provided.

ARTICLE VIII – DIRECTORS, OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices.

The Directors of this Association shall be a President, a Vice-President, and a Director-at-Large who shall at all times be voting Members of the Board of Directors (BOD).

Section 2. Determination of Board Positions.

At the first meeting of the Board of Directors following each Annual Meeting, the new Board members shall determine among themselves who shall fulfill the positions of President, Vice-President, and Director-at-Large for the upcoming year.

Section 3. Appointment of Officers

Officers shall be appointed at the first meeting of the BOD following each Annual Meeting. These Officers will include Secretary, Treasurer, Chairperson of the Architectural Review Board as well as other Officers necessary to conduct the business of the Association. Officers are non-voting members of the Board of Directors.

Section 4. Term of Officers.

Members who are appointed to be Officers of the Association shall serve a term of one year or until that Officer resigns unless an Officer shall be removed, or otherwise disqualified to serve by the Board of Directors. Officers of the Association may serve more than one term on the Board.

Section 5. Special Appointments.

The Board may appoint 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 of Directors may, from time to time, determine or assign.

Section 6. Resignation and Removal.

Any Officer may be removed from office, with or without cause, by the Board of Directors. Any Officer may resign at any time giving written notice to the Board of Directors or the Secretary. Such resignation shall take effect on the date of the 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 7. Vacancies.

A vacancy in any office may be filled by appointment by the Board of Directors.

Section 8. Multiple Offices.

The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other office except in the case of special offices created pursuant to Section 5 of this Article.

Section 9. Duties.

The duties of the Directors and Officers are as follows:

- (1) President – The President 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; shall co-sign or electronically approve (or one member of the Board of Directors designated by the President) all checks, electronic pay, and promissory notes; and shall exercise and discharge such other duties as required by By-Laws and Covenants.
- (2) Vice-President – The Vice-President shall act in the place and stead of the President in the event of President’s absence, or inability or refusal to act and or as delegated; shall exercise and discharge such other duties as required by the By-Laws and Covenants.
- (3) Director-at-Large – The Director-at-Large shall be a full voting member of the Board of Directors; shall act in the place and stead of the President and or Vice President in the event of their absences, or inability or refusal to act and or as delegated; and shall exercise and discharge such other duties as required by the By-Laws and Covenants.
- (4) Secretary – The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of 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 current records showing the Members of the Association together with their addresses; and shall perform such other duties as required by the Board.
- (5) Treasurer – The treasurer shall;
 - (a) Report directly to the Board of Directors monthly the financial status of SOA accounts, expenditures and receipts, shall receive and deposit in appropriate bank accounts all monies of the Association received and shall disburse such funds as directed by resolution of the Board of Directors.
 - (b) Prepare an annual budget, statement of income, and expenditures to be presented to the membership at its annual meeting and provide a copy of each to Members with the annual meeting notice.
 - (c) Co-sign (written or electronically approve) all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year. One member of the Board of Directors will Co-Sign all checks and promissory notes of the Association in addition to the Treasurer.
 - (d) Shall prepare and send out Owner assessments invoices semi-annually.
 - (e) Prepare a financial Disclosure Certificate setting forth whether or not any assessment has been paid, will become due (prorated for Seller/Buyer for period of membership) by next assessment due date in support of an Owner’s sale of Lot. A Disclosure Certificate for the sale of a Lot shall be provided to the Realtor/Seller/Buyer upon request no later than 14 days prior to the closing date.
 - (f) Archive all financial records and correspondence back seven (7) years.

- (g) File Federal and State income tax returns as may be required.
 - (h) Any financial responsibility and or duty not specifically delegated to Treasurer is reserved to the Board of Directors.
 - (i) A single laptop computer, printer, and storage device will be used and maintained by the Treasurer for the sole purpose of managing the Association's financial records.
- (6) Architectural Review Board (ARB) – The Chairperson shall;
- (a) Report all ARB requests submitted with recommendations to approve/disapprove directly to the Board of Directors.
 - (b) The Chairperson and Committee members shall follow the Guidelines, Standards and Restrictions as set forth in Article VIII sections of the Covenants.

ARTICLE IX – COMMITTEES

The Board of Directors shall appoint such committees as are deemed appropriate and necessary in carrying out the proper functions of the Association and for the common benefit of all Members.

ARTICLE X – BOOKS AND RECORDS

The books, records, and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Covenants, the Articles of Incorporation, and the By-Laws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at a reasonable cost.

ARTICLE XI – ASSESSMENTS

As more fully provided in the Covenants, each member is obligated to pay to the Association semi-annual and special assessments. Any assessments which are not paid when due shall be delinquent and subject to late fees and or actions of law.

ARTICLE XII – CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: Sommerville Homeowner's Association, Inc.

ARTICLE XIII – AMENDMENTS

Section 1. These By-Laws may be amended at the Annual Meeting of the Association or at a special meeting for the purpose of amending the By-Laws, by a vote of a 2/3 majority of the members voting in person, by proxy, and or by absentee ballot. Written or electronic notification of the meeting and proposed changes is required. A quorum of Association Members as defined by the Covenants (ART VI, Sec 3, Para 3) must be represented at the meeting for By-Laws to be changed or revised.

Section 2. All Members of the Association shall be notified of proposed amendments no later than 30 days prior to the meeting at which a vote to accept will occur.

Section 3. In the case of any conflict between the Articles of Incorporation and these By- Laws, the Articles shall control; and in the case of any conflict between the Covenants and these By-Laws, the Covenants shall control.

ARTICLE XIV – USE OF TECHNOLOGY AND SOCIAL MEDIA

Section 1. Association Website.

The Board of Directors shall maintain a Sommerville Homeowner's Association website that lists all contact information for all currently elected Directors and appointed Officers to include; the Secretary, Treasurer, Architectural Review Board Chairperson and other Committee Chairpersons. Website shall include all Association governing documents, forms, meeting notices and calendar of events.

Section 2. Association Social Media Group Page.

The Board of Directors shall maintain a Sommerville Homeowner's Association Social Media Group Page, called "Sommerville411," for the exclusive use of its Members only. The primary purpose will be to; inform Sommerville Owners of community items of mutual interest and benefit; promote harmony and sense of community for all; for the Board of Directors and its Officers to inform the Members of important Association business, happenings and events; for Members to report timely issues of concern, ask questions as well as to use for neighborhood watch updates. The Association's Social Media Group Page shall not be used to promote any commercial or individual business other than to provide recommendations of local contractors that would provide beneficial services to all Owners.

Section 3. Technology/Computer Equipment.

The Board of Directors shall provide a single laptop computer, printer, and storage device to be used by the Treasurer for the sole purpose of managing the Association's financial records, accounts, budgets, reports, and archiving all Association records as required by the By-Laws, Covenants and or Board of Directors. It will be the responsibility of the Board of Directors to maintain and account for all technology equipment annually. An inventory will be completed by a member of the Board no later than December 31st each year and the results recorded in the monthly meeting minutes of the first Board meeting in January, the month following the inventory.

ARTICLE XV – MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

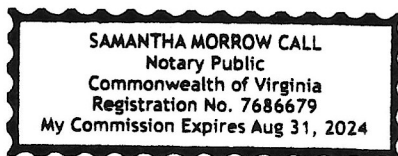
IN WITNESS WHEREOF, Sommerville Homeowners Association, Inc. has caused its name to be signed hereto.

SOMMERVILLE HOMEOWNERS ASSOCIATION, INC

By: Paul L Barnard 10/18/2023
Paul Barnard Date
President

By: Geoff Swanson 10/18/2023
Geoff Swanson Date
Vice President

NOTARY:



By: Samantha Call 10/18/2023
Samantha Call

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