

Amended and Restated Bylaws of Mountain Brook of Troy, Inc.

These bylaws amend, restate, and replace all prior bylaws of Mountain Brook of Troy, Inc.

The name of this organization is Mountain Brook of Troy, Inc. (MBT). The organization shall have a mailing address of P.O. Box 1029, Troy, Virginia 22974. The organization has not been formed for the making of any profit or personal financial gain. The assets and income of the organization shall not be distributable to, or inure to the benefit of the trustees, directors, officers, members, or other individual(s). The assets and income shall only be used to promote corporate purposes as described in the latest revision of the Recorded Covenants. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. The organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not participate in any political campaign in any manner and shall not attempt to influence legislation.

ARTICLE I DEFINITIONS

- 1.1 "Mountain Brook Subdivision"** refers to the subdivision described as Mt. View Estates, Section III, Phase I, II & III (Mt. Brook I, II & III).
- 1.2 "MBT"** shall refer to Mountain Brook of Troy, Inc., the governing body of Mountain Brook Subdivision.
- 1.3 "MBT Archives"** refers to a secure (password-protected) online compilation of official MBT documentation, historical and current, to include quarterly financial reports and records, invoices, bank statements, meeting minutes, official Board correspondence, including newsletters, as well as written, "hard copy" versions of the same.
- 1.4 "MBT Board"** shall refer to the members of the Board of Directors of Mountain Brook of Troy, Inc.
- 1.5 "Majority Vote"** is defined as a minimum of 51% of Members in Good Standing; there shall be one vote per lot.
- 1.6 "Member in Good Standing"** refers to a MBT Property Owner who has paid all assessments and applicable fees and is not subject to disciplinary action from the MBT Board.
- 1.7 "Property Owner"** shall mean and refer to the lot owner of record, whether one or more persons or entities, of fee simple title in any such parcel.

- 1.8 **“Common Areas”** refer to the median of the Landover Rd. entrance and the easements to the lakes, as well as any additional common areas that may be added in the future.

ARTICLE II MEETINGS

- 2.1 The Board of Directors shall meet formally four times a year during the first Tuesday of March, June, September, and December at 7:00 pm at a place to be designated by the Board. All quarterly meetings shall be public and open to all Property Owners and may also incorporate a general membership meeting, if needed.
- 2.2 Quarterly MBT Board meeting dates and locations shall be communicated to the membership by posting on the official MBT website 30 days prior to a meeting and by public signage at both entrances a minimum of one week prior to a meeting.
- 2.3 Board members may use informal work sessions or electronic communications (e-mail) to prepare for the quarterly meetings and/or to decide on routine matters related to the approved annual budget. These informal sessions or communications cannot be used to circumvent or supersede the requirement that the quarterly Board meetings be open to all Property Owners. All Board members must be informed of these informal or electronic Board meetings.
- 2.4 The President of the Board of Directors will develop a timed agenda for each meeting and preside at the meetings. Meeting formats for deliberation and debate will use standard Robert's Rules of Order procedures to the extent desired.
- 2.5 One week prior to each quarterly Board meeting, the minutes from the prior meeting, a detailed summary of payments made, monies received, and accomplishments of the MBT Board shall be posted to the official MBT website. Property Owners who do not have internet access may request a hard copy and will be accommodated. Prior to each quarterly meeting, Board members shall review all quarterly bank statements, invoices, and bank checkbook and each Board member shall sign and date each bank statement and invoice.
- 2.6 At each quarterly meeting, the Board of Directors' first order of business shall be a brief overview of the quarterly finances and Board actions.
- 2.7 The Board shall make all reasonable efforts to ensure that the facility chosen for each quarterly Board meeting is adequately equipped with an appropriate sound system. If meetings are held elsewhere, every effort will be made to ensure adequate sound.

ARTICLE III MEMBERS

- 3.1** Every Property Owner in the Mountain Brook Subdivision who is subject to the Eighth Amended Restrictive Covenants and Easements, as recorded in the County of Louisa Circuit Court Clerk's Office, is a member of this Corporation.

ARTICLE IV DIRECTORS

- 4.1** The corporation shall be managed by a Board of Directors consisting of five directors.
- 4.2** Each director shall serve a term of two years. Board membership shall be limited to two consecutive terms. All directors must remain residents in Mountain Brook and Members in Good Standing while serving on the Board.
- 4.3** In the event of resignation or death of any member of the MBT Board, or removal for cause, a majority of the MBT Board shall have full authority to designate a successor to serve until the next election. The standards listed in 4.2 above shall apply.
- 4.4** A MBT Board quorum is defined as three of the five members, and a board vote is passed if three members vote for approval. All meetings, informal or otherwise, where three or more Board members assemble to decide matters relevant to MBT Board business must be announced to all members of the Board. If members cannot attend, they may vote electronically within 48 hours of the close of meeting.
- 4.5** No Board member shall actively promote policies or actions contrary to those approved by majority vote of the MBT Board or refuse to work within the Board structure on specific matters, including by publicly representing himself/herself as an individual Property Owner (rather than as a Board member). Further, no Board member shall exercise undue influence on any Board election by promoting one or more candidates over others.
- 4.6** Quarterly *MBT Board* meeting dates and locations shall be communicated to the membership by posting on the official MBT website 30 days prior to the meeting and by public signage at both entrances to the community, a minimum of one week prior to the meeting.
- 4.7** Thirty days prior to a meeting during which a property owner vote is planned, notice of the time, date and location of the meeting along with the proposed wording of the item to be voted upon and estimated budget amounts, shall be mailed to the owners of lots in the subdivision at their address as noted on the records of the Louisa County Commissioner of Revenue and be posted to the MBT website.

ARTICLE V OFFICERS

- 5.1 The officers of the corporation shall be drawn from the Board of Directors and include a President, a Vice President, a Secretary, a Treasurer, and a Member-at-Large. The individual officer positions shall be determined by the MBT Board at its first meeting after each election.
- 5.2 Any officer who violates his/her fiduciary responsibilities, is unable or unwilling to perform duties appropriate to the position, or refuses to discharge duties in general, may be removed for cause from office by either a majority vote of the Board of Directors or by Majority Vote of MBT Property Owners in Good Standing.

a. President. The President shall be the chief executive officer, assuming general charge of the day- to-day administration of MBT and serving as spokesperson for the Board of Directors in most matters. He/she can execute contracts, orders, and other documents approved by an MBT Board vote in the name of MBT as its agent. The President shall preside over all Board meetings with timed and focused agendas. The President serves at the will of the Board of Directors and can be reassigned to another Board position by a majority vote of the Board.

b. Vice President. The Vice President shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of its leadership duties. The Vice President shall assume additional duties as assigned by the Board of Directors.

c. Secretary. The Secretary shall have the authority to certify any records, or copies of records, as the official records of the organization as approved by majority vote of the MBT Board. Such authority shall extend to any amendments to the Recorded Covenants and these Bylaws by ensuring use of a formal, Board-approved verification and certification process for MBT Property Owner signatures and other procedures as enumerated in the Recorded Covenants. The Secretary shall draft, maintain, and publish the minutes of each Board of Directors' meeting within 14 days of each meeting. He/she shall be responsible for maintaining the complete MBT Archives of official documents available to every MBT Property Owner online through secure password protection with passwords to be changed annually. The Secretary shall also maintain an annual MBT calendar of important dates and an up-to-date directory of MBT Property Owners' names, addresses, and other contact information for formal Board communications.

d. Treasurer. The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors, and shall make reports of MBT finances as required, but no less than at each quarterly meeting of the Board of Directors. The Treasurer shall produce an annual report to Property Owners

on the financial status of the corporation, to be included with the January letter to Property Owners on the annual assessment (reference 6.6 below). He/she shall also be responsible for preparation of any federal or state tax returns or other reporting requirements, ensuring that related payments are made on time.

e. Member-at-Large. The Member-at-Large shall augment the Board's functions by serving as MBT Director of Communications. In this role, he/she shall assist the President and Secretary by managing the development, distribution, and maintenance of all MBT print and electronic communication media, including the official MBT website and any community newsletters or other informational materials. He/she shall ensure timely notifications to Property Owners of quarterly Board meeting dates and locations as required herein and in the latest revision of the Recorded Covenants. The Member-at-Large shall ensure that any Property Owner's question or new construction request posted to the website or provided in letter or e-mail to the Board is responded to within three business days and fully answered in a timely manner. He/she shall provide a "Welcome" letter to new Property Owners with the names and contact information of the Board of Directors, the MBT website address, and other information as required by the Virginia Act (Section 55.508 et seq. of the Code of Virginia, 1950, as amended). He/she shall also recommend and develop working relationships with external entities for purposes of enhancing MBT image and property values, as needed.

ARTICLE VI POWERS

- 6.1** The Board of Directors, acting on behalf of MBT, shall be entitled to open bank accounts, pay bills, manage land in common areas, purchase supplies and materials, purchase insurance, hire contractors, obtain professional advice and services, and do all things necessary to fulfill their duties under the latest revision of the Recorded Covenants. The MBT Board may appoint a temporary or standing committee or committees of Property Owners to assist it in execution of its duties and responsibilities. Such committee(s) shall be subject to the authority and oversight of the MBT Board at all times.
- 6.2** The Board of Directors shall solicit three competitive bids from licensed, insured contractors for all contractual or other maintenance work in excess of \$500. The successful bidder will be chosen based on reasonable price, the ability to perform the work in a timely manner, and references demonstrating quality of work. No contracts or indebtedness may be incurred in excess of the amount of funds for routine and continuing maintenance budgeted by the MBT Board from collected dues or assessments, unless an exception or special assessment has been approved by a Majority Vote of Property Owners.
- 6.3** The Board of Directors shall collect and deposit in the bank the annual Property Owner assessment as prescribed in the latest revision of the Recorded Covenants.

- 6.4** All checks shall require two signatures: the Treasurer and also either the President or Vice President if the President is not available.
- 6.5** The Board of Directors is prohibited from obtaining or using a debit card or credit card. Borrowing money must be restricted to approval by a Majority Vote of Property Owners in Good Standing.
- 6.6** During its December meeting, the Board of Directors shall decide the following year's projected budget and assessment, the latter to be levied by January 15 and due on February 15. The annual budget shall have three components.
- a.** An operating budget shall be prepared for routine and annually recurring expenses related to continuing upkeep and maintenance of the Mountain Brook Subdivision as specifically defined in the latest revision of the Recorded Covenants; insurance coverage; taxes; and administrative expenses.
 - b.** A cash reserve fund shall be developed for eventual repair, replacement, and restoration of the capital components for which all Property Owners have a shared obligation. Such fund may not exceed \$10,000 at any time. Capital components include the entrance signs; lake overflow drainage pipes and related dam components; lake spillway materials and riprap; gates to easement areas; easement foundations (gravel); lake "use and warning" signs; "No Parking" signs for the Landover median and other areas as determined by the MBT Board; and Landover median trees and shrubs needing replacement. The Board's analysis of capital components shall include, at a minimum, the current estimated replacement cost and the estimated remaining life of each of the components. The Board shall reassess the amount of cash reserves needed at least every two years to determine if reserves are sufficient; adjust the annual budget to build or maintain the needed reserves, spreading the replacement cost of each component over the total number of useful years of life; and set aside the necessary funds annually.
 - c.** The MBT Board shall also be permitted to raise a contingency or emergency fund on a cumulative basis over a five-year period not to exceed \$10,000.
- 6.7** All books, records, bank statements, invoices, minutes of meetings, and other financial records shall be kept at a location or locations designated by the Board of Directors, including the online MBT Archives. Any Property Owner without a computer may request copies upon reasonable notice.

ARTICLE VII ELECTIONS

- 7.1** The Board of Directors shall conduct elections to the Board as required by the latest revision of the Recorded Covenants. Such elections shall coincide with the September meeting of the Board of Directors.

- 7.2** The Board of Directors shall notify each Property Owner 30 days in advance of the date, time, and location of the election, the date nominations must be received, and where they must be delivered.
- a.** Any MBT Member in Good Standing residing in the Mountain Brook Subdivision who wishes to be a candidate for election to the Board of Directors must so notify the Board in writing by the announced date. This notification must include a resume, not to exceed one page, stating specific reasons and goals for wanting to serve on the Board of Directors.
 - b.** Fourteen days before that meeting, the Board of Directors shall mail to each Property Owner a ballot containing the names of the candidates with room for two write-in candidates. This mailing will include candidate resumes. No more than two write-in candidates shall be elected to the Board during each election.
 - c.** Ballots must either be returned to the Board of Directors by mail to the Board's post office box or delivered in person at the September meeting. Each MBT lot is entitled to one vote.
 - d.** The candidates receiving the most votes shall be declared the winners. The new members of the Board of Directors shall take office immediately following the election. A minimum of three Board members (a quorum) must exist in order for an election to be successfully concluded. In the event a quorum is attained, but Board membership lacks one or two members, the MBT Board shall have full authority to designate a new member(s).
 - e.** Board members no longer serving as a result of the election shall ensure that any official electronic or hardcopy files, documents, or handwritten notes in their possession that relate to their Board responsibilities shall be turned over to their new Board counterparts no later than five days from the election outcome.
- 7.3** Only resident MBT Property Owners in Good Standing are eligible to hold office, vote, or give written consents and approvals. If a Board member changes residence, notice must be given to the Board within 10 days, and a replacement chosen for the position.
- 7.4** For the purpose of compiling ballots and voter lists, an MBT Property Owner must be a Member in Good Standing 21 days prior to an election to be a candidate and seven days prior to an election to vote. A list of unpaid assessments and fees for a Property Owner will be made available to that member by the Treasurer for inspection prior to any election.

ARTICLE VIII CORPORATE SEAL

- 8.1** The corporation shall not have a corporate seal.

ARTICLE IX INDEMNIFICATION

9.1 Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this corporation while exercising his/her fiduciary responsibility acting in good faith shall be indemnified and held harmless by the corporation to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent such amendment permits the corporation to provide broader indemnification rights).

ARTICLE X LIMITATIONS

10.1 If any provisions of these Bylaws and the Eighth Declaration of Amended Restrictive Covenants and Easements as recorded in the County of Louisa Circuit Court Clerk's Office are in conflict, the Eighth Declaration of Amended Restrictive Covenants and Easements shall take precedence.

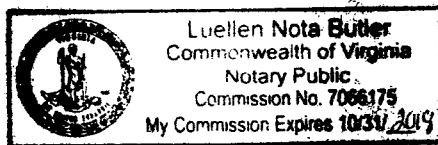
ARTICLE XI AMENDMENT TO BYLAWS

11.1 These Bylaws may be amended only by the written consent of a minimum of 51% of MBT Property Owners in Good Standing using procedures as outlined in the latest revision of the Recorded Covenants.

CERTIFICATION

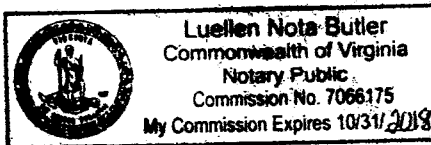
I certify that the foregoing is a true and correct copy of the Bylaws of the above-named corporation, duly adopted by the Board of Directors on JULY 21ST 2016 (date).

David White
Secretary, Board of Directors



The undersigned President of the Board of Directors, being the principal officer of the Association, does hereby certify that this Amendment has been signed by a majority of the recorded owners of lots in the Mountain Brook subdivision, as required by the amendment provision of Section 6.6 of the Seventh Declaration of Amended Covenants.

By: Gail Hartung
President of Mountain Brook of Troy, Inc.



County/City of Louisa
Commonwealth/State of Virginia
The foregoing instrument was acknowledged before me
this 21 day of July, 2016, by
David C White / Gail E Hartung
(name of person seeking acknowledgment)
Luellen Nota Butler
Notary Public My commission expires: 10/31/2019