

SECOND AMENDED AND RESTATED BYLAWS

SEPTEMBER 2, 2003

FOR

**THE VILLAGES AT WESTMINSTER
HOMEOWNERS ASSOCIATION, INC.**

THESE SECOND AMENDED AND RESTATED BYLAWS (“Amendment”) are made this
day of _____, 2024 by The Villages at Westminster Homeowners Association, Inc., a
Virginia nonstock corporation (the “Association”)

WITNESSETH:

WHEREAS, the Declaration of Covenants, Conditions and Restrictions of The Villages at
Westminster, Section 1A was recorded in the Clerk’s Office of the City of Williamsburg and the
County of James City, Virginia as Instrument Number 97-16141, as amended (the
“Declaration”);

WHEREAS, the Bylaws were previously amended and restated on September 2, 2003, and
Article XIII, Section 1 of Bylaws provides that the Bylaws may be amended at a regular or
special meeting of the members by vote of a majority of a quorum of members present, in person
or by proxy;

WHEREAS, at an Association meeting properly called and held on _____, 2024 at least
a majority of the votes of members present, in person or by proxy, voted in the affirmative to
approve the Amendment; and

WHEREAS, the President of the Board of Directors (“Board”) of the Association has determined
that the Amendment was approved in accordance with Article XIII, Section 1 of the Bylaws.

NOW, THEREFORE, the Association does hereby amend and restate the Bylaws as follows:

ARTICLE I

NAME AND LOCATION. The name of the Corporation is THE VILLAGES AT WESTMINSTER
HOMEOWNERS ASSOCIATION INC., hereinafter referred to as the Association. The principal
office of the corporation ~~shall be~~ located at 4820 Wellesley Blvd, Williamsburg, Virginia
2318812 ~~Eaton Street, Hampton, Virginia 23669~~, but meetings of members and directors may

be held at such places within the State of Virginia, reasonably convenient as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

~~—Section 1. Association. Shall mean and refer to THE VILLAGES AT WESTMINSTER HOMEOWNERS ASSOCIATION, INC., its successors and assigns.~~

~~—Section 2. Properties. Shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.~~

~~—Section 3. Common Area. Shall mean all real property owned by the Association for the common use and enjoyment of the Owners.~~

~~—Section 4. Lot. Shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.~~

~~—Section 5. Owner. Shall mean and refer to the record owner, whether One or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the obligation.~~

~~—Section 6. Declarant. Shall mean and refer to Warhill Associates, L.L.C., a Virginia limited liability company Villages at Westminster Homeowners Association Inc., its successors or assigns if such successors or assigns should acquire more than one undeveloped Lot from the Declarant for the purpose of development.~~

~~—Section 7. Declaration. The capitalized terms used in these Bylaws shall mean the same as those set forth and refer to defined in the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Office of the Clerk for the Circuit Court for James City County, Virginia, as Instrument number 97-16141, as amended.~~

~~—Section 8. Member. Shall mean and refer to those persons entitled to membership as provided in the Declaration.~~

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings. The ~~first~~ annual meeting of the members ~~shall~~ must be held ~~within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held~~ in December each year ~~thereafter, at 7:00pm,~~ on a date and at a time and location to be set by the Board of Directors.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the president or by any two members of the Board of Directors, or upon written request of the members who are entitled to vote one-quarter (1/4) of the all the votes of the Class A Membership.

Section 3. Notice of Meetings. To the extent not inconsistent with the Virginia Nonstock Corporation Act, written notice of annual or regular meetings of the members ~~shall~~ must be given by, or at the direction of, the ~~secretary or person authorized to call the meeting~~ president, by mailing a copy of such notice, postage prepaid, at least fourteen (14) days but no more than forty-five (45) days before such meeting, and at least seven (7) days but no more than thirty (30)

days with respect to a special meeting of the members, to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association for the purpose of notice. Such notice ~~shall~~must specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, twenty percent (20%) of the votes of ~~each class of the m~~Membership ~~shall~~will constitute a quorum for any action except as otherwise provided in the Article of Incorporation the Declaration, or these ~~Bylaws~~By-Laws. If, however, such quorum ~~shall~~is not ~~be~~ present or represented at any meeting, the members entitled to vote thereat ~~shall~~will have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid ~~shall~~is ~~be~~ present or be represented.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies ~~shall~~must be in writing and filed with the ~~secretary~~Board. Every proxy ~~shall~~must be revocable and ~~shall~~will automatically cease upon conveyance by the member of ~~his~~their lot.

ARTICLE IV

BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of this Association ~~shall~~are ~~be~~ managed by a Board of five (5) Directors. Four (4) of the five (5) Directors ~~shall~~will serve in a capacity representing either

Kensington Village, Cambridge Village, Somerset Village or Oxford Village, with each one of the said four Directors representing a separate Village. The fifth Director ~~shall~~will serve in an at-large capacity. Each Director must be a member of the Association and must reside within the Villages at Westminster within a Lot.

Section 2. Term of Office. ~~At the first annual meeting, the members shall elect 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 the second annual meeting, the members shall elect three directors. The director receiving the highest number of votes shall serve a three-year term; and the director receiving the third highest number of votes shall serve a one-year term.~~ At each annual meeting ~~thereafter,~~ the members shall elect directors for a term of three years. A director's term begins upon the closing of the annual meeting at which the director was elected and expires at the close of the third subsequent annual meeting.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation, ~~or~~ removal ~~of a director,~~ or other vacancy his ~~their~~ such director's successor ~~shall~~will be ~~selected~~ appointed by the remaining members of the Board and ~~shall~~will serve ~~for the unexpired term of his predecessor. until the next annual meeting, at which time there is an election to fill the vacancy.~~ for the unexpired term of their predecessor, or three years, whichever is less.

Section 4. Compensation. No director ~~shall~~may receive compensation for any service ~~they~~ may render to the Association. However, any director may be reimbursed for ~~their~~ his actual expenses incurred in the performance of ~~his~~ their 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 will~~ have the same effect as though taken at the meeting of directors.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors ~~shall may~~ be made by a Nominating Committee, ~~and~~ ~~Nominations~~ may also be made from the floor at the annual meeting. Any Nominating Committee ~~shall will be appointed by the Board and will~~ consist of a ~~Chairman~~ ~~Chairperson, who shall be a member of the Board of Directors,~~ and two or more ~~persons, all of whom shall must be~~ members of the Association. The Nominating Committee ~~shall will be appointed by the Board of Directors prior to each annual meeting of the members,~~ ~~to~~ serve ~~from the close of such annual meeting~~ until the close of the annual meeting, and such appointment ~~shall will~~ be announced at each annual meeting. The Nominating Committee ~~shall~~ ~~may~~ make as many nominations for election to the Board of Directors as it ~~shall~~ in its discretion determines, provided that such nominations are consistent with Article IV, Section I, of the Bylaws, but not less than the number of vacancies that are to be filled.

Section 2. Election. Election to the Board of Directors ~~shall must~~ be by secret written ballot, ~~unless there is an uncontested election, in which the Membership may vote for the election of directors by acclamation, single candidate for a position and there is consent by the members to a unanimous ballot.~~ At such election the members or their proxies may cast, in respect to each

vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration.

Each member may vote for each Director position which is scheduled to be filled at the election.

The persons receiving the largest number of votes ~~shall~~will be elected. Cumulative voting is not permitted.

Section 3. Quorum. A majority of the number of directors ~~shall~~will 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 quorum is present ~~shall~~will be regarded as the act of the Board.

ARTICLE VI

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors ~~shall~~may be held as determined by the Board of Directors, at such place and hour as may be fixed by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting ~~shall~~will be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board Directors ~~shall~~may be held when called by the president the Association, or by any two directors, ~~after not less than one (1)~~day upon written notice to each director.

Section 3. Quorum. A majority of the number directors ~~shall~~will 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~~will 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~~has the~~have~~ power to:

- (a) Adopt and publish rules and regulations governing the use of the Common Areas and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
- (b) Suspend the voting rights and right to use of the Common Area of a member during any period in which such member ~~shall~~will be in default in the payment of any assessment levied by the Association; ~~Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations.~~
- (c) 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 Declaration;
- (d) Declare the office of a member of the Board of Directors to be vacant in the event such member ~~shall~~is absent from three (3) consecutive regular meetings of the Board of Directors; ~~and~~
- (e) Employ a person, independent contractor, or such other employees as they deem necessary, and to prescribe their duties; ~~and~~

(f) Assess violation charges or suspend an Owner's rights to use the Common Area for the violation of the Association's Declaration (as amended), Bylaws, Articles of Incorporation, or rules and regulations.

Section 2. Duties. It ~~shall is~~ be the duty of the Board of Directors to:

- (a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one fourth (1/4) of the ~~Class A~~ members who are entitled to vote;
- (b) Supervise all officers, agents and employees of this Association and to see that their duties are properly performed.
- (c) As more fully provided in the Declaration to:
 - (1) Fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period.
 - (2) Send written ~~to~~ notice subject thereto at least thirty (30) days ~~period~~ prior; and
 - (3) ~~Foreclose the lien against any property~~ Take reasonable collection action against any Lot for which assessments are not paid within (30) days after due date, to include but not limited to or to filing a lien or bringing an action at law against the owner personally obligated to pay the same.
 - (4) Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for issuance of these certificates.

If a certificate states an assessment has been paid, such certificate ~~shall~~will be conclusive evidence of such payment;

- (5) Procure and maintain adequate liability and hazard insurance on property owned by the Association;
- (6) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- (7) Cause the Common Areas to be maintained;
- (8) Elect the officers and appoint committees as hereinafter provided.
- (9) To act for the Association on any matter which does not specifically require action by the members.
- (10) To take such other actions as are necessary to fulfill the purposes of the Association.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association ~~shall~~are a president, who ~~shall~~ at all times must be a member of the Board of Directors, a vice president, a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers ~~shall~~will take place at the first meeting of the Board of Directors after the annual meeting of the members.

Section 3. The officers of this Association ~~shall will~~ be elected annually by the Board, and each ~~shall will~~ hold office for one (1) year unless ~~he~~ they shall sooner resign, or ~~shall be~~ is removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The board may elect such other officers as the affairs of the Association may require, each of whom ~~shall will~~ hold office for such period, have such authority, and perform such duties as the Board may, from time to time determine.

Section 5. Resignation and Removal. Any officer may be removed from office, with or without cause, by the Board. Any officer may resign at any time by giving written notice to the Board, ~~the president or the secretary~~. Such resignation ~~shall is~~ shall will take effect immediately or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation ~~shall is~~ not ~~be~~ necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy ~~shall will~~ serve for the remainder of the term of the office ~~he~~ they replaces.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person ~~shall may~~ simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows which may be delegated to a property management company at the discretion of the Board:

President

- (a) The president ~~shall will~~ preside at all meeting of the Board of Directors; ~~shall will~~ see that orders and resolutions of the Board are carried out; ~~shall will~~ sign all leases, mortgages,

deeds and other written instruments and ~~shall~~will co-sign all ~~checks and~~ promissory notes.

Vice-President

- (a) The vice president ~~shall~~will act in the place and stead of the president in the event of ~~his~~their absence, inability or refusal to act, and ~~shall~~will exercise and discharge such other duties as may be required of ~~him~~them by the Board.

Secretary

- (a) The secretary ~~shall~~will record the votes and keep the minutes of all meeting and proceedings of the Board 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~~will perform other duties as required by the Board.

Treasurer

- (a) The treasurer ~~shall~~will receive and deposit in appropriate bank accounts all monies of the Association and ~~shall~~ disburse such funds as directed by resolution of the Board of Directors; ~~shall~~will sign all checks and promissory note 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; and ~~shall~~will prepare an annual budget

and a statement of income and expenditures to be present to the membership at its regular meeting, and deliver a copy of each to the members.

ARTICLE IX

COMMITTEES

The Association and/or the Board of Directors ~~shall~~ may appoint committees as are deemed appropriate in carrying out its purposes.

ARTICLE X

BOOKS AND RECORDS

The Association ~~shall~~ must, (but may delegate such obligation to through its property management company.) -keep records of

- (a) Its governing documents (i.e., Association documents, rules and regulations and design standards);
- (b) Its actions (Board Resolutions, meeting minutes, etc.); and
- (c) Its financial condition (receipts and expenditures affecting the finances, operation and records for the preceding four (4) years, unless otherwise required under applicable law).

The aforesaid books and records, except for privileged or confidential information, ~~shall~~ are at all times upon reasonable notice to the Association, during reasonable business hours, ~~be~~ subject to inspection by any member, or such members authorized agent, at

the principal office of the Association or office of the Association's property management company, where copies may be purchased at a reasonable cost.

ARTICLE XI

LIABILITY OF DIRECTORS AND OFFICERS

Every member of the Board of Directors and every officer of the Association must be indemnified by the Association against all expenses and liabilities, including reasonable attorneys' fees, reasonably incurred or imposed in connection with any proceeding to which such director or officer may become involved by reason of being or having been a member of the Board of Directors or officer of the Association, or any settlement thereof, whether or not a such person was a director or officer at the time such expenses are incurred, except in such cases wherein such director or officer is found by a court of competent jurisdiction to have acted with willful misconduct or in bad faith, or with willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement, this indemnification will apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. In addition, no director or officer will be liable to the Association for any conduct, omission or matters upon which they are entitled to be indemnified pursuant to this Article. The foregoing right of indemnification is in addition to and not exclusive of all other rights to which such director or officer may be entitled. Directors and officers are not personally liable for contracts made by them on behalf of the Association or the Member unless their conduct in such matters would not otherwise entitle them to indemnification under this Article.

ARTICLE XI

ASSESSMENTS

~~—As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of prime rate plus four (4) points per annum, where the prime rate shall mean and refer to the interest rate established and offered under the name from time to time by NationsBank, N.S. or its successor bank and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waiver or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or nonuse or abandonment of his Lot. [Intentionally Deleted]~~

ARTICLE XII

CORPORATE SEAL

~~The Association shall have a seal in circular form having within this circumference the words: THE VILLAGES AT WESTMINSTER HOMEOWNERS ASSOCIATION, INC.~~

ARTICLE XII

AMENDMENTS

Section 1. These ~~By-L~~aws may be amended at a regular or special meeting of the members, by vote of a majority of a quorum of members present in person or by proxy ~~provided, however, while there is a Class B membership, HUD and/or VA, as applicable, shall have the right to veto any such amendment.~~

Section 2. In the case of any conflict between the Articles of Incorporation and these ~~By-L~~aws, the Articles ~~shall will~~ control; and in the case of any conflict between the Declaration and these ~~By-L~~aws, the Declaration, ~~shall will~~ control.

ARTICLE XIII

MISCELLANEOUS

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

IN WITNESS WHEREOF, the President of the Association has executed this Amendment on behalf of the Association and hereby certifies that this Second Amendment and Restatement of the Bylaws was duly approved by the required percentage of Owners.

THE VILLAGES AT WESTMINSTER HOMEOWNERS ASSOCIATION, INC.

By: _____
_____, President