

TABLE OF CONTENTS
AMENDED AND RESTATED BYLAWS
OF
CHESHIRE FOREST HOMEOWNERS ASSOCIATION, INC.

ARTICLE 1. GENERAL PROVISIONS

1.1 Purpose.....	3
1.2 Bylaws Subject to Other Documents.....	3
1.3 Office	3
1.4 Personal Application	3
1.5 Definitions.....	3

ARTICLE 2. MEMBERS

2.1 Members.....	3
2.2 Annual Meeting.....	3
2.3 Special Meetings	4
2.4 Notice of Meetings	4
2.5 Quorum	4
2.6 Vote Required	4
2.7 Proxies.....	4
2.8 Alternate Voting Procedures.....	4
2.9 Order of Business	4
2.10 Chairman.....	4
2.11 Rules of Order.....	5

ARTICLE 3. BOARD OF DIRECTORS

3.1 Number and Qualification	5
3.2 Election and Term of Office.....	5
3.2.1 Nominations	5
3.3 Vacancies	5
3.4 Removal	5
3.5 Resignation.....	5
3.6 Meetings.....	6
3.6.1 Organizational Meeting.....	6
3.6.2 Regular Meetings	6
3.6.3 Special Meetings	6
3.6.4 Notice of Each Meeting.....	6
3.6.5 Meeting Agenda Packets.....	6
3.6.6 Waiver of Notice.....	6
3.6.7 Open Format.....	6
3.6.8 Recording.....	6
3.6.9 Owner Forum	6
3.6.10 Minutes	7
3.6.11 Quorum	7
3.6.12 Voting.....	7
3.6.13 Executive Session.....	7

3.6.14 Action Without Meeting	7
3.7 Powers and Duties	7
3.8 No Compensation	9
3.9 Limitation on Liability	9
3.9.1 Officers and Directors.....	9
3.9.2 Association.....	9
3.9.3 Disclaimer of Bailee Liability	9
3.10 Standards of Conduct	9
3.11 Conflicts of Interest	9
3.12 Execution of Documents	9

ARTICLE 4. OFFICERS

4.1 Enumeration and Qualifications	9
4.2 Election and Term of Office.....	9
4.3 President.....	9
4.4 Vice President	10
4.5 Secretary.....	10
4.6 Treasurer	10
4.7 Removal and Resignation.....	10
4.8 Vacancies	10

ARTICLE 5. MISCELLANEOUS

5.1 Fiscal Year.....	10
5.2 Books, Minutes and Records	11
5.3 Checks, Drafts, Etc	11
5.4 Use of Technology	11
5.5 Indemnification	11
5.6 Amendments	11
5.7 Consistency with other Governing Documents.....	11
5.8 Enforcement and Remedies	11
5.9 Headings.....	11
5.10 Plural; Gender	11
Certification Pursuant to Virginia Code.....	12

**AMENDED AND RESTATED BYLAWS
OF
CHESHIRE FOREST HOMEOWNERS ASSOCIATION, INC.**

ARTICLE 1. GENERAL PROVISIONS

1.1 Purpose. These Amended and Restated Bylaws are intended to supersede, amend and restate the Bylaws of Cheshire Forest Homeowners Association, Inc., adopted at a meeting of the Board of Directors held on January 15, 1987 as amended by the First Amendment to the Bylaws of Cheshire Forest Homeowners Association, Inc. recorded in the Clerk's Office on October 14, 1997 in Deed Book 3562, page 160. The Association has been established as a homeowners association for the Owners of the Property and for the purpose of administering the affairs of the Association.

1.2 Bylaws Subject to Other Documents. The provisions of these Bylaws are applicable to the Association and are expressly subject to the provisions of the Articles of Incorporation and the Declaration.

1.3 Office. The office of the Association shall be at the HOA Clubhouse, 500 Cheshire Forest Drive, Chesapeake, VA 23322, unless the Board of Directors designates a different office.

1.4 Personal Application. All present and future Lot Owners, tenants, future tenants, their guests, licensees, servants, agents, employees and any other person or persons that shall be permitted to use the facilities of The Community shall be subject to these Bylaws and to the rules and regulations adopted by this Association to govern the conduct of its members. Acquisition, rental or occupancy of any of the Lots in The Community shall constitute an acknowledgment that the said Lot Owner, tenant or occupant has accepted and ratified these Bylaws, the provisions of the Declaration and the rules and regulations and will comply with them.

1.5 Definitions. The terms used herein shall have the meanings set forth in the Virginia property Owners' Association Act, except to the extent otherwise defined in the Declaration or herein. If not so defined, the terms used herein shall have the meanings ordinarily attributed to such terms and as the context may require.

ARTICLE 2. MEMBERS

2.1 Members. Any person owning a Lot shall be a member. Such membership shall commence upon recordation of the instrument conveying title to the new owner and shall terminate upon recordation of the instrument conveying title from the former owner.

2.2 Annual Meeting. A meeting of the members shall be held at such place and at such hour as designated by the Board during the month of November of each year for the purpose of electing directors and transacting any other business authorized to be transacted by the members.

2.3 Special Meetings. Special meetings of the members shall be held whenever called by the President or by a majority of the Board of Directors, and must be called by such officer upon receipt of a written request from members entitled to cast one-fourth (1/4) of the votes of the entire membership.

2.4 Notice of Meetings. Written notice stating the date, time, place and purpose(s) of each meeting of the members shall be given by or at the direction of the person authorized to call the meeting, to each member, unless notice is waived. Notice shall be given not less than 15 days nor more than 50 days prior to the date of the annual meeting and not less than seven nor more than 50 days prior to the date of any special meeting.

2.5 Quorum. A quorum shall be deemed to be present throughout any meeting of the members until adjourned if persons representing one-tenth (1/10) or more of the votes in the Association are present in person or by proxy at the beginning of such meeting. If at any meeting of the members a quorum is not obtained, the members present in person or by proxy shall have the power upon a majority vote taken without notice other than by announcement, to adjourn the meeting to a new date and time not less than seven days thereafter, until a quorum as aforesaid shall be present.

2.6 Vote Required. A majority of the votes cast by the Members at a meeting of Members duly called and at which a quorum is present shall be sufficient to take or authorize action upon any matter which may properly come before the meeting, except as otherwise required by the laws of the Commonwealth of Virginia, the Declaration or the Articles.

2.7 Proxies. A vote may be cast in person or by proxy. All proxies shall be duly executed in writing, dated and filed with the Association or other officer. A proxy may be instructed (directing the proxy how to vote) or uninstructed (leaving how to vote to the proxy's discretion). Notwithstanding, any proxy shall be void if it is not signed by a person having authority, at the time of the execution thereof, to execute deeds on behalf of that person. A proxy may be revoked only upon actual notice from the Owner to the person presiding over the meeting. Nothing contained herein, however, shall invalidate any proxy duly filed when the Owner filing such leaves the meeting. A proxy shall be valid only for the particular meeting designated and any recess, continuation or adjournment thereof, but in no event shall a proxy be valid for more than 180 days after the date of execution thereof.

2.8 Alternative Voting Procedures. Notwithstanding any other provision of these Bylaws, to the extent permitted by the laws of Virginia, any vote to be taken of the members (such as for the election of directors) may be taken by mail. Any such vote and any proxy may be submitted by electronic transmission, provided that any such electronic transmission shall either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the member or the member's proxy.

2.9 Order of Business. The order of business at the annual meeting of the Association and any other meeting of the members of the Association should be as set forth by the Board of Directors.

2.10 Chairman. The President shall preside over all meetings of the members. In the absence of the President, the Vice President shall preside. If neither can preside, then the Board of Directors shall select a Chairman.

2.11 Rules of Order. Robert's Rules of Order (latest edition) shall govern the conduct of Association meetings when not in conflict with the Governing Documents, unless the Board designates otherwise.

ARTICLE 3. BOARD OF DIRECTORS

3.1 Number and Qualification. The Board of Directors shall be composed of no more than seven (7) nor less than five (5) persons, all of whom must be Owners in good standing and reside in The Community. The number of directors shall be determined by the Board of Directors. For purposes of this section, "good standing" shall mean such Owners who are not in violation of any provision of the Governing Documents. No Owner or spouse of an Owner who is employed by the Association shall serve on the Board.

3.2 Election and Term of Office. Directors shall be elected by the members. The election of directors shall be held at the annual meeting or at such special meeting of the Association called for that purpose. The election shall be by secret written ballot (unless dispensed with by unanimous consent) and by a plurality of the votes cast. Directors will be elected to serve for two year terms. All members of the Board shall serve until their successors are duly elected or appointed. To provide for continuity on the Board, terms of directors shall be staggered.

3.2.1. Nominations. A nominating committee composed of at least three members shall be appointed by the Board of Directors not less than 30 days prior to the annual meeting of the members. The committee shall make as many nominations as it shall determine in its discretion, but not less than one (1) person for each position to be filled. Additional nominations may be made from the floor at the annual meeting.

3.3 Vacancies. Vacancies in the Board of Directors caused by any reason other than the removal of a director by a vote of the Association shall be filled by vote of the majority of the remaining directors, even though they may constitute less than a quorum. Each person so elected shall serve until the next annual meeting of the Association, at which time a successor shall be elected by a vote of the Owners to fill the remaining unexpired term.

3.4 Removal. At a special meeting of the Association duly called for such purpose, any one or more of the directors may be removed with or without cause by a vote of a majority of the Owners, and a successor may then and there be elected to fill the vacancy thus created. Any director whose removal has been proposed by the Owners shall be given an opportunity to be heard at such meeting.

3.5 Resignation. A member of the Board of Directors may resign at any time by giving written notice thereof. A director shall be deemed to have resigned upon disposition of the Lot in which such director resides unless such director or such director's spouse acquires or contracts to acquire another Lot in The Community under terms giving such director a right of occupancy thereto effective on or before the termination of such director's right of occupancy under such disposition.

3.6 Meetings.

3.6.1 Organizational Meeting. The organizational meeting of a newly elected Board, for the purpose of election of officers, shall be held within ten (10) days of their election, at such time, date and place as shall be fixed by the directors at the meeting at which they were elected and no notice shall be necessary to the newly elected members of the Board in order to legally constitute such meeting, provided a quorum shall be present.

3.6.2 Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined by a majority of the directors, but such meetings shall be held at least four times during each fiscal year.

3.6.3 Special Meetings. Special or emergency meetings of the Board of Directors may be called by the President or a majority of the directors upon notice in the same manner provided for regular meetings of the Board, and shall state the date, time, place and purpose of such meeting.

3.6.4 Notice of Each Meeting. Notice of the date, time and place of each meeting of the Board of Directors, or any committee, shall be provided to the Members as required by Va. Code Section 55.1-1816 and subject to Article 5, Section 5.4.

3.6.5 Meeting Agenda Packets. Unless otherwise exempt as relating to an executive session pursuant to Va. Code Section 55.1-1816(C) or other applicable law and so long as required by Va. Code Section 55.1-1816(B), at least one copy of all agenda packets and materials furnished to members of the Board for a meeting shall be made available for inspection by the members of the Association at the same time such documents are furnished to the members of the Board.

3.6.6 Waiver of Notice. Any director may waive notice of a meeting before or after the meeting and such waiver shall be deemed equivalent to the giving of notice. Attendance shall be deemed a waiver.

3.6.7 Open Format. To the extent required by Va. Code Section 55.1-1816(B), all meetings of the Board of Directors, including the organizational meeting and any committee meetings, shall be open to all members of record, subject to the right to convene in executive session as set forth in Va. Code Section 55.1-1816(C).

3.6.8 Recording. To the extent allowed by Va. Code Section 55.1-1816(B), any member may record any portion of a meeting required to be open. The Board or committee conducting the meeting may adopt rules governing the placement and use of equipment necessary for recording a meeting to prevent interference with the proceedings.

3.6.9 Owner Forum. Subject to reasonable rules and regulations adopted by the Board of Directors, the Board of Directors shall provide a designated period of time during a meeting to allow Owners an opportunity to comment on any matter relating to the Association. During a meeting at which the agenda is limited to specific topics or at a special meeting, the Board may limit the comments of Owners to the topics listed on the meeting agenda.

3.6.10 Minutes. Minutes shall be recorded and shall be available as provided in Va. Code Section 55.1-1815.

3.6.11 Quorum. A majority of directors shall constitute a quorum for the transaction of business. A quorum shall be deemed to be present throughout any meeting of the Board of Directors if more than half of the directors are present at the beginning of such meeting. The acts of the Board of Directors approved by a majority of directors present shall constitute the acts of the Board of Directors except as specifically otherwise provided for in the Articles of Incorporation or the Declaration. For purposes of this subsection "present" need not be physically present, but includes presence by telephone conference or video conference or similar electronic means.

3.6.12 Voting. Voting by secret or written ballot in an open meeting shall be prohibited, except for the election of officers and as otherwise permitted by applicable law.

3.6.13 Executive Session. The Board of Directors or any committee may convene in Executive Session in the manner and for the reasons set forth in Va. Code Section 55.1-1816(C).

3.6.14 Action Without Meeting. Any action by the Board required or permitted to be taken at any meeting may be taken without a meeting if all of the members of the Board shall consent in writing to such action. Any such written consent shall be filed with the minutes of the proceedings of the Board.

3.7 Powers and Duties. The Board of Directors shall have and are delegated all of the powers, responsibilities and duties necessary for the administration of the Association's business and affairs and may do all acts and things as are not by law or the Governing Documents required to be exercised and done by the Owners. Such powers and responsibilities shall include without limitation the following, which may be more fully set forth in the Declaration or the POA Act:

- (a) adopt and amend rules and regulations governing the use of the Common Area and, to the extent provided in the Declaration, the use of the Lots and the Property, and the personal conduct of the members, residents and their guests, and to publish same and establish penalties for the infraction thereof;
- (b) suspend the voting rights and/or right of a member to use the Common Area during any period in which such member shall be in default in the payment of any assessment levied by the Association for more than 60 days. Such rights may also be suspended after notice and hearing, in the manner and subject to the limitations set forth in Va. Code Section 55.1-1819, for infraction of any provisions of the Governing Documents or rules and regulations published according thereto;
- (c) declare the office of a member of the Board vacant in the event such member shall have three or more unexcused absences from meetings of the Board;
- (d) shall employ a manager, an independent contractor or such other employees as they deem necessary and to prescribe their duties;

- (e) adopt an annual budget for the operation of the Association, however, the Board may at any time amend the budget as necessary;
- (f) 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 a majority of the members;
- (g) supervise all officers, agents and employees of the Association, and to see that their duties are properly performed;
- (h) as more fully described in the Declaration, to fix, levy and collect assessments, send notice of such and foreclose the lien against any property for which assessments are not paid and to bring an action at law against the owner personally obligated to pay the same;
- (i) to delegate portions of its authority to committees, except the ability to commit funds;
- (j) issue or cause to be issued an appropriate certificate setting forth whether any assessments has been paid and such other information required by law as the same is in effect. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (k) procure and maintain adequate liability and property damage insurance on property owned by the Association, and as required by the Declaration and Bylaws;
- (l) obtain and maintain a blanket fidelity bond or employee dishonesty insurance policy covering the officers, directors and persons employed by the Association, in an amount sufficient to cover the funds of the Association and as required by law, but in no event shall such coverage be less than \$10,000;
- (m) cause the Common Area to be maintained;
- (n) fund adequate reserves;
- (o) keep books with detailed accounts of the receipts and expenditures affecting the Association and the administration of the Common Areas and other expenses incurred. All books and records to be kept in accordance with generally accepted accounting principles consistently applied (but may be on cash method of accounting);
- (p) enforce the provisions of the Governing Documents and the POA Act by any means provided by law or the Governing Documents; and
- (q) grant or withhold approval of any request by any Owner to take action that would change the exterior appearance of any Lot or other portion of the Property.

3.8 No Compensation. No member of the Board shall receive any compensation from the Association for serving as a director.

3.9 Limitation on Liability.

3.9.1 Officers and Directors. The liability of any officer or director of the Association shall be limited as set forth in Va. Code Section 13.1-870.2.

3.9.2 Association. Notwithstanding the duty of the Association to maintain and repair the Common Area, it shall not be liable for injury or damage caused by a latent condition in the Property nor for injury or damage caused by the elements or by any Owner or other persons.

3.9.3 Disclaimer of Bailee Liability. Neither the Association, the Board of Directors, the management agent or any of their agents or employees shall be considered a bailee of personal property placed anywhere on the Property nor shall any such persons be responsible for the security of such personal property or for any loss (by theft or otherwise) thereof or damage thereto from any cause.

3.10 Standards of Conduct. A director or committee member shall discharge his duties as such in accordance with his good faith judgment of the best interests of the Association, as more specifically set forth in Va. Code Section 13.1-870.

3.11 Conflicts of Interest. Conflicts of interest shall be governed by the provisions of Va. Code Section 13.1-871.

3.12 Execution of Documents. All agreements, contracts, deeds, leases and other documents on behalf of the Association shall be executed by the President of the Association or, in his absence, by the Vice President or any person designated by the Board of Directors. The Board may grant the management agent authority to enter into certain agreements.

ARTICLE 4. OFFICERS

4.1 Enumeration and Qualifications. The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, all of whom shall be directors. Any director may hold two offices, except that the offices of President or Vice President and Secretary shall not be held by the same person. The directors may, as they deem in their judgment to be necessary or prudent, appoint from the Owners such other officers, however, such additional officers shall only be ex- officio members of the Board and shall have no voting rights on the Board by virtue of such appointment.

4.2 Election and Term of Office. The officers shall be elected annually by the Board of Directors at the organizational meeting of each new Board of Directors and shall hold office for one year.

4.3 President. The President shall be the chief executive officer of the Association and shall have

all of the powers and duties usually vested in the office of President of an association, including but not limited to the power to appoint committees from among the Owners as he may in his discretion decide are appropriate to assist in carrying out the powers and responsibilities of the Association; ensure that orders and resolutions of the Board are carried out; and sign documents and instruments that the Board approves. The President shall preside over all meetings of the Association and of the Board of Directors.

4.4 Vice President. The Vice President shall act in the place and stead of the President in the absence, inability or refusal to act, or resignation of the President, and shall execute and discharge such other duties as may be required of him by the Board or the President.

4.5 Secretary. The Secretary shall record the votes and cause minutes of all meetings of the Board of Directors and the Association to be taken, prepared and kept, provide or cause notices to be provided to the Owners and directors, cause to be kept all records of the Association, including without limitation current records showing the members of the Association together with their addresses, and perform such other duties incident to the office of Secretary of an association or as directed by the Board.

4.6 Treasurer. The Treasurer shall cause detailed records of the receipts and expenditures of the Association to be kept in books belonging to the Association and shall deposit or cause to be deposited all monies and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board, oversee the custody of all funds and evidence of indebtedness of the Association, cause the assessment rolls, accounts, funds, and evidence of indebtedness of the Association and books of the Association to be kept in accordance with generally accepted accounting practices, cause an annual audit of the Association books to be made by a public accountant at the completion of the fiscal year, be the chief officer responsible for the preparation of an annual budget and delivery of a copy to members, and present an income and expense statement to the members at the annual meeting.

The Treasurer shall also perform all other duties incident to the office of Treasurer of an association and as may be required by the Board of Directors.

4.7 Removal and Resignation. Any officer may be removed, with or without cause, by a vote of a majority of the Board of Directors. Any officer may resign at any time by giving written notice to the Board. Such resignation shall be effective on the date of receipt of notice or at any later time specified therein, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

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

ARTICLE 5. MISCELLANEOUS

5.1 Fiscal Year. 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, unless the Board of Directors adopts a different fiscal year.

5.2 Books, Minutes and Records. The Association shall keep and maintain books, minutes and records and make them available for examination and copying as required by Va. Code Section 55.1-1815(B). The Association may withhold from examination and copying books, records or other information described in Va. Code Section 55.1-1815(C) or otherwise by applicable law.

5.3 Checks, Drafts, Etc. All checks, drafts, or other means of payment or authorizing disbursement of Association funds shall, unless otherwise provided by resolution of the Board, require the signature of two persons, who shall be members of the Board or authorized representatives of the management agent.

5.4 Use of Technology. Any notice required to be sent or received or any signature, vote, consent, or approval required to be obtained pursuant to these Bylaws may be accomplished or required using the most advanced technology available at that time, including, without limitation, the use of electronic mail, electronic transmission over the internet, or the community or other network, whether by direct connection, intranet, or telecopier.

5.5 Indemnification. The members of the Board, any committees established by the Board and the officers of the Association shall not be personally liable to the Association, Owners or others for any mistake in judgment or for any acts or omissions made in good faith while acting in such capacity. The Association shall indemnify, hold harmless and defend all such persons from an against any and all claims, demands, suits, proceedings, liabilities and expenses, including without limitation reasonable attorney's fees and costs, reasonably incurred or imposed upon such persons arising out of, resulting from or in connection with being or having served in such capacity, provided such is not due to gross negligence or willful misconduct of such person.

5.6 Amendments. The provisions of the Bylaws may be amended at any meeting of the members called for that purpose by a majority of a quorum of Members present in person or by proxy.

5.7 Consistency with other Governing Documents. The Bylaws shall be construed and interpreted in a manner consistent with the terms and provisions of the Articles and the Declaration. The terms and provisions of the Articles and Declaration shall be controlling over any inconsistent provision contained in the Bylaws.

5.8 Enforcement and Remedies. If at any time an Owner fails to pay any monetary obligation to the Association as provided in the Governing Documents or fails to perform any non-monetary (such as maintenance and repair) or other obligation imposed by the Governing Documents, the Association may, but shall not be required to, perform such obligation, for which it shall have the right to use any means of enforcement available to it under the Governing Documents by law to effect reimbursement for any such expenditures, including without limitation any costs and attorney's fees incurred therein. The Bylaws may be enforced by the same means and have the same remedies as provided in the Declaration.

5.9 Headings. The headings used herein are intended for convenience only and shall not be deemed to be all inclusive as to matters contained therein nor shall such headings be considered in connection with the interpretation of any of the provision contained herein.

5.10 Plural: Gender. Unless the context clearly indicates a specific intent, words in the plural

shall include the singular and vice versa and words in the male gender shall include the female gender and neuter gender.

IN WITNESS WHEREOF, these Amended and Restated Bylaws have been agreed to by Owners to which at least a majority of 1/10th of the votes in the Association appertain, as evidenced by the signature of the President of the Association.

CHESHIRE FOREST HOMEOWNERS ASSOCIATION, INC.

By: Erin M. Karol
Erin M. Karol, President
Print Name

CERTIFICATION PURSUANT TO
VIRGINIA CODE §55.1-1829

COMMONWEALTH OF VIRGINIA,
CITY OF Chesapeake, to-wit:

The foregoing instrument was acknowledged before me, the undersigned Notary Public, by Erin M. Karol, President of Cheshire Forest Homeowners Association, Inc., who did state that a majority of a quorum of Members present in person or by proxy voted to approve these Amended and Restated Bylaws.

Given under my hand this 17th day of July, 2025.

Susan Mccracken Britt
Notary Public

My commission expires: 9/30/2026

