



**The**  
**By-Laws**  
**of**  
**Branchway Forest Home-Owners**  
**Association, Inc.**  
**(Revised 2007)**

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## **ARTICLE I.**

### **GENERAL.**

**SECTION 1.** These Bylaws of Branchway Forest Home Owners Association (BFHOA) which was organized under the Laws of the Commonwealth of Virginia and affecting those participating residential households of the Subdivision known as Branchway Forest in Powhatan County, Virginia, are the Bylaws governing the administration and structure by which the BFHOA was organized and exists. The BFHOA was organized for the purpose of the homeowners of Branchway Forest Subdivision to have a greater voice in the protection of their interests concerning Property Values; to include, but not limited to: (1) County Zoning Ordinances and Laws affecting those interests, (2) support of the Branchway Forest Subdivision Covenants, and (3) for the maintenance and beautification of the Common Areas of the Subdivision not maintained by the County of Powhatan (VA), or the State of Virginia.

**SECTION 2.** The office of the BFHOA shall be the address of the presiding Secretary of the association, or as established by the Board of Directors (BOD) of the association.

**SECTION 3.** The fiscal year of the BFHOA shall run from January 1<sup>st</sup> to December 31<sup>st</sup> of each year.

**SECTION 4.** It is the intent of the BFHOA to seek Incorporation with Articles of Incorporation to be submitted and subsequently filed with the office of the Clerk of the State Corporation Commission of the Commonwealth of Virginia. The seal of the BFHOA shall bear the name of the corporation and the state of incorporation.

## **ARTICLE II.**

### **MEMBERS.**

**SECTION 1. *Membership.*** Membership in the BFHOA is voluntary and is secured by the payment of the annual dues per household in the amount specified by the Board of Directors, and remitted to the presiding Treasurer of the BFHOA

whose address shall be publicized in the BFHOA Newsletter during the annual enrollment period.

**SECTION 2. *Annual Meetings.*** The Annual Members meeting shall be in May of each year, or as designated by the Board of Directors for the purpose of elections and of transacting any other necessary business. Members shall be notified in advance of meeting dates in the BFHOA Newsletter. Such meetings shall begin at the hour and place as specified in said Newsletter. The President, or other Director appointed by the President in His/Her absence, shall preside at all members meetings.

**SECTION 3. *Special Meetings.*** Special Members' meetings shall be held whenever called by the President or by majority of the Board of Directors, and must be called by such officers upon receipt of a written request from one-third of the entire Membership. Special meetings shall be advertised the same as the annual meeting.

**SECTION 4. *Quorum.*** Subject to contrary provisions in the Declaration, which may in some instances have a greater requirement than is controlling in all other circumstances, a quorum at Members meetings shall consist of ten percent (10%) of participating member households.

**SECTION 5. *Voting Certificates.*** The vote of the participating Member Household shall be cast by the adult owner(s) of record for each household with not more than two (2) votes per household allowed. If owned by a corporation or other entity (who choose to participate by the remittance of annual dues to BFHOA), the vote shall be cast by the person named in a certificate signed by all the owners of the lot and filed with the Secretary of the BFHOA. Such certificate shall be valid until revoked by a subsequent certificate. If such certificate is not on file, the vote of such owners (even though participating) shall not be considered in determining the requirement for a quorum nor for any other purpose.

**SECTION 6. *Proxies.*** Vote may be cast in person, or by written proxy. Proxies shall be valid only for the particular meeting designated therein and must be filed with the Secretary before or at the appointed opening time of the meeting.

**SECTION 7. *Adjourned Meetings.*** If any meeting of Members cannot be organized because a quorum has not attended, the Members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present.

**SECTION 8. *Membership Directory.*** A Membership Directory of all participating Households shall be maintained and distributed annually to each Member Household. The directory is to include voluntary information submitted by the member household pertaining to: the Names of each person of the household, Address, Telephone Number, E-Mail address, and/or any other notations as may be deemed necessary, or of interest to the membership by the Board of Directors. The Officers of the BFHOA shall be designated in the directory with markings that so designate their office.

**SECTION 9. *Order of Business.*** The order of business at annual Members' meetings and, as far as practical, at all other Members' meetings, shall be:

- A. The certification of a quorum by determining the number of participating households present as represented by one or more of the household adult voting members attending, and the certifying of proxies.
- B. Proof of notice of meeting or waiver of notice.
- C. Reading and disposal of any unapproved minutes and treasurer's report.
- D. Report of the President.
- E. Reports of committees.
- F. Elections
- G. Old business.
- H. New business.
- I. Adjournment.

## **ARTICLE III.**

### **DIRECTORS.**

**SECTION 1. *Number and Qualifications.*** The Board of Directors shall consist of not less than four (4) persons or more than seven (7) as is designated from time to time by the Members. The Board of Directors shall be elected from the membership in good standing of the BFHOA.

**SECTION 2. *Designation and Titles of Directors.*** All members of the Board of Directors shall be voting members in matters before the Board, and shall be designated as the offices of:

- A. President
- B. Vice-President
- C. Treasurer
- D. Secretary
- E. Trustee
- F. Trustee
- G. Trustee

**SECTION 3. *Elections.*** Election of Directors shall be conducted in the following manner:

- A. Members of the Board of Directors shall be elected by a majority of the votes cast at the annual meeting of the BFHOA.
- B. Vacancies in the Board of Directors may be filled by appointment until the date of the next elections by the remaining Directors.
- C. Terms of office shall coincide with the fiscal year.

**SECTION 4. *Terms.*** The staggering of terms of office being deemed beneficial to the association; upon the adoption of these By-Laws the first election of Officers shall be held in this manner:

1. Four (4) Directors, who shall serve as President, and Secretary, and two (2) Trustees, shall be elected by the members to serve a two-year term and until their successor is elected and qualified.
2. The remaining three (3) Directors, who shall serve as Vice-President, Treasurer, and one (1) Trustee, shall be elected by the members for a one-year term, and until their successor is elected and qualified.
3. In all subsequent elections, all Officers are elected for two-year terms. There shall be no limits placed upon the number of terms any member may serve whether consecutive or otherwise.

**SECTION 5. *Meetings.*** The meetings of the Board of Directors shall be as follows:

- A. ***Regular meetings*** of the Board of Directors may be held at the discretion of the Board at a time and place as shall be determined, but in no case shall be less than one (1) per year in addition to the annual meeting.
- B. ***Special meetings*** of the Directors may be called by the President and must be called by the Secretary at the written request of one-third of the votes of the Board. Not less than three (3) days' notice of the meeting shall be given personally, or by mail, telephone, or telegraph, which notice shall state the time, place, and purpose of the meeting.

**SECTION 6. *Waiver of Notice.*** Any Director may waive notice of a meeting before or after a meeting, and such waiver shall be deemed equivalent to the giving of notice.

**SECTION 7. *Quorum.*** A quorum at Directors' meetings shall consist of the Directors entitled to cast a majority of the votes of the entire Board. The acts of the Board approved by a majority of votes present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors, except as otherwise provided in the Declaration. If, at any meeting of the Board of Directors, there be less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present. At an adjourned meeting, any business which might have been transacted at the meeting as originally called may be



transacted without further notice. The joinder of a director in the action of a meeting by signing and concurring in the minutes thereof shall constitute the presence of such director for the purpose of determining a quorum.

**SECTION 8. *Presiding Officer.*** The presiding officer of Directors' meetings shall be the President. In the absence of the presiding officer, the Directors present shall designate one of their numbers to preside.

## **ARTICLE IV**

### **POWERS AND DUTIES OF THE BOARD OF DIRECTORS.**

**SECTION 1.** All of the powers and duties of the BFHOA shall be exercised by the Board of Directors, including those existing under common law and statutes, the Articles of Incorporation, and the Bylaws of the BFHOA,. Such powers and duties of the Directors shall be exercised in accordance with the provisions of the Declaration establishing the BFHOA and shall include but not limited to the following:

- A. To make and collect Annual Dues of the Members.
- B. To use the proceeds of Annual Dues in the exercise of its powers and duties.
- C. The maintenance, repair, replacement and operation of the Common Areas, excluding those maintained by the County and /or the State.
- D. The reconstruction of improvements after casualty and further improvement of the property.
- E. The enforcement by all necessary means the provisions of the Subdivision Covenants, the Bylaws of the BFHOA, and the Articles of Incorporation.
- F. To carry insurance and /or bonds for the protection of the Officers of the BFHOA, BFHOA members, and Branchway Forest Subdivision facilities against casualty and liabilities.

G. To provide welcome baskets for new residents of the Branchway Forest Subdivision.

## **ARTICLE V.**

### **OFFICERS.**

**SECTION 1.** The executive officers of the corporation shall be a President, a Vice President, a Treasurer, a Secretary, and three (3) Trustees, all of whom shall be elected to two-year terms by the membership of the BFHOA pursuant to Article III above. Any person may hold two (2) or more offices, except that the President shall not also be the Secretary. The Board of Directors shall from time to time elect such other officers and designate their powers and duties, as the Board shall find to be required to manage the affairs of the BFHOA.

**SECTION 2.** The President shall be the chief executive officer of the BFHOA, and shall have all the powers and duties which are usually vested in the office of president of an association. Which powers are included, but not limited to: the power to appoint committees from among the Members from time to time, as the President may in His/Her discretion determine appropriate, to assist in the conduct of the affairs of the BFHOA.

**SECTION 3.** The Vice President shall in the absence or disability of the President exercise the powers and performs the duties of the President. He/She shall also generally assist the President, and exercise such other powers and perform such other duties as shall be prescribed by the Directors.

**SECTION 4.** The Secretary shall keep the minutes of all proceedings and agendas of the Directors and the Members. He/She shall attend to the giving and serving all notices to the members and Directors, the newsletters, and other notices required by law. The Secretary shall have custody of the seal of the BFHOA and affix the same to instruments requiring a seal when duly signed. He/She shall keep the records of the BFHOA, except those of the Treasurer, and shall perform all other duties incident to the Office of Secretary of an association as may be required by the Directors.

**SECTION 5.** The Treasurer shall have custody of all property of the BFHOA including funds, securities, and evidences of indebtedness. The Treasurer shall keep Member rolls and accounts of Members; He/She shall keep the books of the BFHOA in accordance with good accounting practices; and shall perform all other duties incident to the office of Treasurer. The office of Treasurer shall be an office bonded by a policy issued by an agency licensed to do business in the Commonwealth of Virginia and in an amount not less than, but not limited to, two (2) times the amount of the dues collected annually or the balance of all funds held in the bank account(s) of the BFHOA at the time of issuance of the bond, whichever is the greater.

**SECTION 6.** The office of Trustee shall be an office whose duties are at the discretion of the Directors and may include, but are not limited to, the appointment to committees, advisory, or other duties as deemed necessary to manage the affairs of the BFHOA.

## **ARTICLE VI.**

### **FISCAL MANAGEMENT.**

**SECTION 1. *Membership Rolls.*** The BFHOA Membership roll shall be maintained in a set of accounting books in which there shall be a listing for each Member Household. Such a listing shall designate the name and address of the owner or owners; the dates and amounts in which the association dues come due; and the amount and date the membership dues are received.

### **SECTION 2. *Budget.***

(A) The Board of Directors shall adopt a budget for each fiscal year which shall contain estimates of the cost of performing the functions of the BFHOA including, but not limited to, the following items:

#### **1. Expense budget:**

A. Maintenance, repair, replacement and operation of the common areas and facilities.

B. Casualty insurance premium.

C. Liability insurance premium.

D. Treasurers bond premium.

E. Administrative expenditures

F. Expenditures for welcome baskets, social events, future maintenance, repairs, and capital improvements.

**2. Income:**

A. Annual dues of the Members

B. Other sources of Income

(B) Copies of the budget and dues of the BFHOA shall be made available to each Member Household at the annual meeting. If the budget is subsequently amended before the dues are determined, a copy of the amended budget shall be made available to each Member Household concerned.

**SECTION 3.** The depository of the BFHOA shall be such bank or banks as shall be designated from time to time by the Directors and in which the moneys of the BFHOA shall be deposited. Withdrawal of moneys from said accounts shall be made only by checks signed by the Treasurer.

**SECTION 4.** A review of the accounts of the BFHOA shall be made within 14 days of the end of the Treasurers term by an audit committee of the BFHOA consisting of three (3) of its Members who shall review and approve the books and make a report to the Members at the annual meeting. In addition, a review of the Treasurers books may be called upon at any time as deemed necessary by the Board of Directors.

## **ARTICLE VII.**

### **PARLIAMENTARY RULES.**

The most current edition of Roberts Rules of Order shall govern the conduct of all meetings of the BFHOA and the Board of Directors when not in conflict with the Articles of Incorporation and Bylaws of the BFHOA or the laws of the Commonwealth of Virginia.

## **ARTICLE VIII.**

### **AMENDMENTS.**

**SECTION 1. *Initiation.*** An amendment may be proposed by any member of the BFHOA; and after being proposed, it must be approved by a majority vote of the BOD and by the membership.

**SECTION 2. *Notice.*** The subject matter of a proposed amendment to these Bylaws shall be included in a notice of any meeting at which a proposed amendment is considered.

**SECTION 3. *Adoption.*** A resolution adopting a proposed amendment to these Bylaws must receive approval of the majority of the votes of the Board of Directors and the majority of the votes of the Member Households of the BFHOA. Directors and Members not present at the meetings considering an amendment may express their approval or disapproval in a vote by proxy

**SECTION 4. *Effective Date.*** An amendment when adopted shall become effective immediately unless otherwise stated.

**SECTION 5. *Deemed Amendments.*** These Bylaws shall be deemed amended, if necessary, to the extent required and so as to make the same consistent with the provisions of the Declaration or Articles of Incorporation of the Corporation, that shall control in the event of conflict with these Bylaws.