

RIVER RIDGE ASSOCIATION, INC.
BY-LAWS

ARTICLE I - MEMBERSHIP AND MEETINGS OF MEMBERS

SECTION 1: MEMBERSHIP

- A. Every person or family unit, as those terms are defined in the Declaration of Protective Covenants and Agreements recorded June 22, 1972, in the Clerk's Office of the Circuit Court of Mecklenburg County, Virginia, in Deed Book 220, Pages 609-630, who purchases any original lot or an undivided interest therein, whether as land contract vendee or fee holder shall be a member of the Association except that no lot may be owned by more than two individuals or family units or combination thereof. No person who holds such ownership interest merely as surety of the performance of an obligation shall be a member.
- B. No individual or family unit not holding an interest in an original lot shall become a member, voting or non-voting, of the Association.

SECTION 2: VOTING RIGHTS

- A. The Association shall have one class of voting members.
- B. Voting members shall be all "those members who hold the ownership required for membership in Article 1, Section 1a above except, however, when more than one individual or family unit holds such interest in any original lot, only one such individual or family unit shall be a member." The vote for such lot shall be exercised as the owners themselves determine. In no event shall more than one vote be cast with respect to any such original lot.
- C. (Amendment 09/04/1976): Members whose assessments are in arrears shall not be permitted to vote or to assign their proxy to another member.

SECTION 3: PROXY VOTES

- A. Proxy votes shall be permitted at any regular or special meeting of the membership and the members present, in person, at any duly-called meeting, whether regular or special, of said membership shall constitute a quorum for the purpose of electing directors and transaction of such other business as may come before said meeting. In addition, the members represented in person at any duly-called regular or special meeting shall likewise have the authority to and shall constitute a quorum for amending the By-Laws, provided, however, that any such proposed amendment shall have first been approved by the Board of Directors and notice of any such pending amendment shall have been given to the members.
- B. The members present, in person, at any duly-called meeting of the membership, whether special or regular, shall constitute a quorum for the purpose of amending the Articles of

Incorporation, provided, however, that such proposed amendment shall first have been approved by the Board of Directors; recommended to the members, and notice as provided by law shall have been given the membership not less than twenty five(25) days nor more than fifty (50) days next preceding such meeting.

- C. *(AMENDMENT 10/13/1990)*: Proxy votes will be eliminated and replaced with absentee ballots. All absentee ballots will be returned to the Association Office and not opened until the counting of the ballots on the day of the Annual Meeting.

SECTION 4: ANNUAL MEETING

- A. The annual meeting of the members of the Association shall be held at the Clubhouse at River Ridge Golf and Camping Club, Bracey, Virginia, at 2:00 p.m. on the third Saturday of August of each year at which time the Board of Directors shall be elected as hereinafter provided. Such additional business as may be properly brought before the annual meeting of the membership shall also be transacted. The time and place of the annual meeting of the membership may be changed from time to time as a majority of the Board of Directors acting in person or by proxy at any duly-called regular or special meeting may determine, provided, however, that the time and place of any such meeting may not be changed unless seven (7) days prior notice shall have first been given the membership.
- B. *(AMENDMENT 12/10/1977)*: The annual meeting of the members of the Association shall be held at the Clubhouse at River Ridge Golf and Camping Club, Bracey, Virginia, at 10:00 a.m. on the third Saturday of August of each year at which time the Board of Directors shall be elected as hereinafter provided.

SECTION 5: SPECIAL MEETINGS

- A. Special meetings of the members may be called at any time by the President, Secretary, four directors, or by members having as much as 10% of the total votes which may be cast at any such meeting.
- B. Special meetings of the members shall be held at the Clubhouse at River Ridge Golf and Camping Club, Bracey, Virginia.

SECTION 6: NOTICE OF MEETINGS

- A. Written notice stating the place, day and hour of the meeting, and in case of a special meeting, the purpose or purposes for which the meeting is called shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the President or the Secretary or of the officers or persons calling such meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation with postage thereon prepaid.

- B. In lieu of delivering notice as above, the corporation may publish such notice at least once a week for two (2) successive calendar weeks in the The South Hill Enterprise published at South Hill, Mecklenburg County, Virginia, the first such publication to be not more than fifty (50) days and the second not less than seven (7) days before the date of the meeting.
- C. Notice of a members meeting to act on an amendment of the Articles of Incorporation or on a plan of merger or consolidation shall be delivered or published in the manner provided above not less than twenty five (25) nor more than fifty (50) days before the date of the meeting. Any such notice that is mailed shall be accompanied by a copy of the proposed Amendment of Articles of Incorporation or a plan of merger or consolidation will be supplied to members on request addressed to the corporate secretary at the office of the corporation at Bracey, Virginia.

SECTION 7: ASSESSMENT MEETINGS

- A. In the event that the purpose of a special meeting or regular scheduled meeting is to consider increasing the annual assessments as provided for in Article V of the Declaration of Protective Covenants and Agreements of River Ridge Golf and Camping Club made June 1, 1972, and recorded in Deed Book 220, Pages 609-630 in the Office of the Clerk of the Circuit Court of Mecklenburg County, Virginia, or for levying a special assessment for capital improvements of the Association's property provided for in said Article, the provisions relating to meeting, notice of meetings, quorum and vote for Association action shall be as follows:
 - 1) Special Assessment for Capital Improvements: At such times as the Association has become fully operational and title to all common facilities or common properties, including, but not limited to those properties set forth in Section 4 next preceding, have been delivered to the Association by the Developer, the Association shall have all such powers and authorities as are delegated or reserved to the Developer in said Section 4 or as may be otherwise contained herein, subject, however, that any such special assessment shall have the affirmative of two thirds (2/3) of the votes of all voting members who are voting in person or by proxy at a meeting duly-called for this purpose, written notice of which shall be sent to all members at least ten (10) days in advance and shall set forth the purpose of the meeting.
 - 2) Change in Basis and Maximum of Annual Assessments: At such time as the title to the common properties, including, but not limited to the common facilities referred to in Section 4 above or otherwise set forth herein shall have been conveyed to the Association and at such time as the Association shall have become fully activated, the Association may change the maximum and basis of the assessments fixed by Section 3 hereof, respectively, for any such period provided that any such changes shall have the assent of two thirds (2/3) of the voting members who are voting in person or by proxy at a meeting duly-called for this purpose, written notice of which shall be sent to all members at least ten (10) days in advance and shall set forth the purpose of the meeting, except, however, that the Association shall not have the right to reduce the amount of any original or subsequent assessment if the same is shown to be reasonably necessary incident to the installation, maintenance or

improvement of the water, sewer, sanitary, bath house or electrical facilities upon said premise.

- 3) Quorum for any Action Authorized under 1 and 2: The quorum required for any action authorized by 1 and 2 shall be as follows: At the first meeting called, as provided in Section 1 and 2 hereof, the presence at the meeting of members or of proxies, entitled to cast thirty per cent (30%) of all the votes of the membership shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called, subject to notice requirement set forth in Sections 1 and 2 and the required quorum at any such subsequent meeting shall be one half (1/2) of the required quorum at the preceding meeting, provided that no such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

ARTICLE II - BOARD OF DIRECTORS

SECTION 1: NUMBER AND QUALIFICATIONS

- A. There shall be a Board of seven directors as established by the Articles of Incorporation who shall manage the affairs of the corporation. The Board of Directors shall be elected as follows beginning in 1975:
 - 1) Three Directors for a term of 3 years
 - 2) Two Directors for a term of 2 years
 - 3) Two Directors for a term of 1 yearThereafter, the Directors shall be elected for three-year terms.
- B. Members of the Board of Directors must be at least 21 years of age but need not be residents of the Commonwealth of Virginia. All Directors shall be members of the Association as the term "members" is defined herein.
- C. Any Property Owner who is a candidate for the Board of Directors and who has not paid the assessments on all lots owned by June 1 of current year shall be disqualified from nomination for and election to the Board of Directors.
- D. ~~(AMENDMENT 12/10/1977- SUBSEQUENTLY REPEALED 05/06/1978): Members of the Board of Directors must be at least 18 years of age but need not be residents of the Commonwealth of Virginia. All Directors shall be members of the Association as the term "members" is defined herein or is defined in the declaration of Protective Covenants and Agreements aforesaid.~~
- E. *(AMENDMENT 05/06/1978):* Members of the Board of Directors must be at least 21 years of age but need not be residents of the Commonwealth of Virginia. All Directors shall be members of the Association as the term "members" is defined herein.
- F. *(AMENDMENT 02/07/1981):* The Board of Directors shall be temporarily increased from seven (7) members to eight (8) members and effective August 15, 1981 the number shall revert to seven (7) as hereinbefore constituted.
- G. *(AMENDMENT 02/07/1981):* Effective August 15, 1981, the maintenance supervisor shall be an ex-officio member of the Board of Directors with voice, but no vote.

SECTION 2: ELECTION

- A. Directors shall be elected annually by ballot of the membership at the regular scheduled membership meeting and shall serve until their successors are elected, qualify, and take office.
- B. Any vacancy occurring after the election of members shall be filled by the remaining members of the Board of Directors and any Director so elected shall not be subject to confirmation by the membership.
- C. *(AMENDMENT 10/02/1982)*: Beginning with the elections of 1983, all candidates for election to the Board of Directors must notify the Board of Directors, in writing, by a cutoff date between May 1 and June 30 of the election year of their candidacy. After June 30 of the election year, nominations will have been closed.
- D. *(AMENDMENT 04/09/2005)*: Thereafter the Directors shall be elected for a period of three years per term with no more than two (2) consecutive terms for a total of six (6) years consecutive service after which they will not be eligible for re-election until such time as they have remained off the Board for at least one (1) year at which time they may run again for two (2) consecutive terms.

SECTION 3: REGULAR MEETINGS

- A. The Directors shall hold at least one regular meeting during each calendar year not later than one week after the regular annual meeting of members at which time the Board of Directors shall elect officers and take such other action as they deem necessary.
- B. The meeting shall be held at the Clubhouse at the River Ridge Golf and Camping Club, Bracey, Virginia.

SECTION 4: SPECIAL MEETINGS

Special meetings of the Board of Directors may be held within or without the State of Virginia on the call of the President, Secretary or any four Directors.

SECTION 5: NOTICE OF MEETING

- A. Notice of the time and place of the regular Annual Meeting of the Board of Directors shall be given by the Secretary or President of the Association or by any four of the duly-elected Directors by actual notice of at least 24 hours to each Director or by written notice mailed at least 60 hours prior to said meeting. Said notice need not state the purpose of such meeting.
- B. Notice of the time and place of a special meeting of the Board of Directors shall be given by the Secretary or President or by any four duly-elected Directors by actual notice at least 48 hours prior to the meeting or by written notice mailed at least 60 hours before the meeting. The notice need not state the purpose of the meeting.

- C. Notwithstanding any provision requiring notice of the time and place of any regular or special meeting, the meeting may be held at any time without notice if all Directors are present and participate in said meeting except in those instances where the Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully convened.
- D. Notice to a Director of the time and place of a meeting, whether regular or special, shall not be necessary where said Director waives notice of the time and place of said meeting in writing.

SECTION 6: ELECTION OF OFFICERS

- A. At the annual meeting of the Directors, the Board of Directors shall select a President, a Vice President, a Secretary and Assistant Secretary and a Treasurer. Any two of said offices may be held by the same person except the office of the Presidency and the Secretary. All officers shall be at least 21 years of age and shall be members of the Association.
- B. Said officers shall hold office until their successors are elected, qualify, and take office, provided however, that the Board of Directors shall at all times have and retain the right to declare any office vacant and elect a successor to hold office until his successor is elected and qualified whenever in the judgment of the Board of Directors the best interest of the Association will be served thereby.
- C. Any member of the Board of Directors who does not pay the assessments on all lots owned by June 1 of the current year shall be removed from office unless the Board of Directors has good reason to not remove the Director because of circumstances involved.
- D. (Amendment 05/06/1978): All officers shall be at least 21 years of age and shall be members of the Association.

SECTION 7: QUORUM

(AMENDMENT 05/06/1978): A quorum of the Board of Directors at any duly-called meeting shall be a majority of the Directors present in person or by proxy and four Directors shall be necessary for corporate action.

SECTION 8: POWERS

- A. The Board of Directors shall have general management and control of the business, property and affairs of the Association and may exercise the following powers:
 - 1) To carry on the affairs of the Association including the authority to borrow funds, to mortgage, pledge or otherwise encumber the assets of the Association as security for the properties of the Association, together with the right to assign, as further security, dues and capital assessments due or to become due the Association.
 - 2) To appoint such other officers and hire such employees as may be necessary for the carrying out of the purposes of the Association.

- 3) To appoint or authorize the President to appoint from their own number or from members of the Association such committees as the Board deems necessary to carry on the affairs of the Association, which committees shall hold office during the pleasure of the Board.
- 4) To establish rules and regulations concerning the use and operation of the Association properties and recreational facilities, parks, and other areas to be operated for the mutual benefit of the members and to enforce or cause to be enforced by its representatives said rules and regulations.
- 5) To endorse all building and use restrictions imposed on the lots of River Ridge Association, Inc. in order to maintain the general nature and character of the subdivision and the Association's properties. The Board may delegate to any one or more members of the Board or to any officer the authority to represent the Board and act for it in enforcing building and use restrictions on the lots in River Ridge Golf and Camping Club and the Association's properties.
- 6) To amend the By-Laws and/or Articles of Incorporation as hereinabove provided.
- 7) To exercise such other powers in the general management and control of the business of the Association as are permitted by law and not expressly reserved to the members.

ARTICLE III - DUTIES OF OFFICERS

SECTION 1: PRESIDENT

The President shall preside at all meetings of the Directors or the members and shall have general charge of and control over the affairs of the corporation subject to such regulations as the Board of Directors shall from time to time determine.

SECTION 2: VICE PRESIDENT

The Vice President shall perform such duties as may, from time to time, be assigned to him by the Board of Directors. In the case of death, disability, or absence of the President, he shall be vested with all powers and perform all duties of the President.

SECTION 3: SECRETARY

The Secretary shall countersign all certificates of membership, shall keep a record of the minutes of all meetings of the Members and Directors, shall give notice of meetings as provided by these By-Laws, shall have custody of all books. Records and papers of the corporation, except such as shall be in charge of the Treasurer or some other person authorized to have charge thereof by the Board of Directors and shall perform such other duties as may from time to time be assigned to him by the Directors.

SECTION 4: ASSISTANT SECRETARY

The Assistant Secretary shall perform such duties as may from time to time be assigned to him by the Board of Directors. In case of death, disability, or absence of the Secretary, he shall be vested with all powers and perform all duties of the Secretary.

SECTION 5: TREASURER

The Treasurer shall receive and disburse all the corporation funds and shall keep an accurate and detailed record of all receipts and disbursements, which records shall at all time be subject to inspection by any member of the Board of Directors. He shall deposit all corporation funds coming into his hands in such bank or banks as may be designated by the Board of Directors. Funds of the Association shall be disbursed by him under order of the Board of Directors or disbursed by such other person or persons as the Board of directors may direct by Resolution. The Treasurer shall give bond for such security as may from time to time be designated by the Board of Directors.

ARTICLE IV - NONPROFIT STATUS OF ASSOCIATION

- A. All funds paid into the Association, regardless of their source, shall be used exclusively for the purposes and objectives set forth in the Articles of Incorporation, the Declaration of Protective Covenants and Agreements made by Tanglewood Land Company, Inc., June 1, 1972, recorded in the Clerk's Office of the Circuit Court of Mecklenburg County, Virginia, in Deed Book 220, Pages 609-630 and the Supplemental Declarations filed thereto.
- B. In no event shall any profit or income be paid to any member or to any person, -firm or corporation for the benefit of any member, provided, however, that nothing therein shall be construed to prevent a member from accepting employment for which he may receive just and proper compensation and no member shall, by virtue of his membership, be precluded from selling supplies and material to the Association at fair market value.

ARTICLE V - DISPOSITION OF ASSETS UPON DISSOLUTION

No member shall be entitled to share in the Association's assets upon its dissolution or dissolution and liquidation. In the event of the dissolution of the Association, the Association's property and other assets shall be dedicated to an appropriate public agency or charitable organization to be used and devoted to purposes as nearly as practicable to those to which they were devoted by the Association.

ARTICLE VI - CORPORATE SEAL

The Board of Directors shall provide a suitable corporate seal showing the name of this corporation and the word "Seal" and "Virginia" or such other words indicative of the state of the corporation and the said seal, when obtained, shall be impressed at the margin of the minute book containing this Article of the By-Laws.

ARTICLE VII - SUSPENSION OF MEMBER'S USE OF FACILITIES

SECTION 1: FAILURE TO PAY ASSESSMENTS, LOT RENTAL FEES AND OTHER FINANCIAL OBLIGATIONS TO THE ASSOCIATION

A member shall not have the right to use any of the Association's property or facilities except the road to his or her property for any period during which any assessment, lot rental fees, or other financial obligations due the Association remain unpaid and past due.

SECTION 2: OTHER INFRACTIONS

- A. The Board of Directors shall have the right to suspend the right of use of a portion of the Association's property by a member and his family for a period not to exceed six (6) months for any infraction of its rules and regulations by the member, his family or his guests.
- B. Infraction of Association rules shall include, but not be limited to; disturbance of the peace, vile and profane language or belligerency directed toward Board members, employees or Property Owners of the Association, unsanitary condition or violation of health and safety regulations caused by humans or pets, as well as those rules established in the Protective Covenants and Agreements, the By-Laws of the Association and those resolutions which have been adopted from time to time by the Board of Directors of the Association.

ARTICLE VIII CHANGE OF BY-LAWS

~~(REPEALED 04/09/2005) These By-Laws or any part thereof may be repealed, altered or amended and new By-Laws adopted by any meeting of the Board of Directors by the affirmative vote of two thirds (2/3) of the entire membership of the Board of Directors.~~

~~(AMENDMENT OF ENTIRE ARTICLE 11/15/2008)~~

SECTION 1: MECHANISM FOR AMENDING

The Articles of Incorporation and/or the By-Laws or any part thereof may be repealed, altered or amended and new Articles of Incorporation and/or By-Laws adopted only by the majority vote of all Property Owners returning absentee ballots and/or voting in person at a duly-called meeting for the purpose of amending the Articles of Incorporation and/or the By-Laws or in response to a referendum placed on the Annual Board Election Ballot taking place each August.

SECTION 2: PROCEDURE BY BOARD

- A. The Board must first make a motion to amend the Articles of Incorporation and/or By-Laws and present the proposed amendment during a regular Board meeting, and then by a majority vote of the Board, recommend the amendment be presented to the Property Owners, either at a duly-called meeting for this purpose should the Board consider it important that the amendment be considered as soon as possible, or during the Annual August Board Election as a consideration on the ballot.
- B. The full wording of the amendment along with the Board recommendation should be presented with the Ballot with appropriate places to indicate YES or NO to the amendment. If the amendment is to be considered at a Special Meeting for the purpose of adopting, then the Board must follow the time frames as laid out in the By-Laws Article 1. Membership and Meeting of Members, Section 6 for calling such a meeting, and allowing enough time for the return of absentee ballots. It shall take a majority of the Property Owners voting in person and/or with the absentee ballots to adopt the amendment.

SECTION 3: PROCEDURE BY PROPERTY OWNERS

- A. The Property Owners must first submit a petition with a minimum of 300 signatures of lot owners in good standing to the Board defining their proposed amendment to the Articles of Incorporation and/or By-Laws. The petition must clearly state the proposed amendment. The Board during a regular/or special Board meeting, by a majority vote of the Board, must recommend or not recommend the amendment (their not recommending the amendment does not cancel the proposed amendment).
- B. The Board's endorsement or non-endorsement must be presented to the Property Owners, either at a duly-called meeting for this purpose, should the Board consider it important that the amendment be considered as soon as possible, or during the Annual August Board Election as a consideration on the ballot. The full wording of the amendment, along with the Board's recommendation or non-recommendation, should be presented with the ballot with appropriate places to indicate YES or NO to the amendment. If the amendment is to be considered at a Special Meeting for the purpose of adopting, then the Board must follow the time frames as laid out in the By-Laws Article 1. Membership and Meetings of Members, Section 6 for calling such a meeting, and allowing enough time for the return of absentee ballots. It shall take a majority of the Property Owners voting in person and/or with the absentee ballots to adopt the amendment.

ARTICLE IX - INVALIDITY OF BY-LAWS

The invalidity of any one or more of these By-Laws or of any portion or portions of any of these By-Laws shall not affect the remaining By-Laws which shall remain in full force and effect.

ARTICLE X - RULES OF ORDER AND PROCEDURE

Unless otherwise provided by these By-Laws, Roberts Rules of Order shall prevail in all parliamentary matters arising in the members meeting and in the Director's meetings.

ARTICLE XI - POWERS OF ASSOCIATION

The Association shall be vested with those powers and duties authorized and imposed heretofore in any document legal or otherwise or granted unto the Association by law, subject, however, to such limitations as may be imposed on it by these By-Laws, the Articles of Incorporation of the Association and the laws of the Commonwealth of Virginia.

ARTICLE XII - CODE OF ETHICS

(Addition of Entire Article XII 11/15/2008)

The River Ridge Code of Ethics will apply to all River Ridge Employees, Board Members, and Committee members. All River Ridge Employees, Board Members, and Committee Members must sign the Ethics Certification Form.

SECTION 1: GIFTS AND ENTERTAINMENT

Under no circumstances is it acceptable either directly or indirectly to offer or receive any gift, gratuity, other payment, or entertainment that might be perceived to improperly influence a business interaction.

SECTION 2: UNLAWFUL AND IMPROPER PAYMENTS

Under no circumstances is it acceptable to offer, give, solicit or receive, directly or indirectly, any form of bribe, kickback, improper or illegal inducement. Merely attempting to do any of the foregoing is actionable and inappropriate. This applies to River Ridge transactions everywhere, even where the practice is widely considered a way of doing business.

SECTION 3: ASSET PROTECTION AND BOARD MEMBER RESPONSIBILITIES

- A. Asset Protection: We protect the Association's assets and ensure they are used as intended, knowing that theft, carelessness, and waste have a direct impact on our finances. We use Association's assets for legitimate purposes only. We do not use Association assets for personal gain, and we do not compete with the Association or divert to ourselves opportunities that properly belong to the Association.
- B. Board Member, Committee Member, and Employee Responsibilities:

- 1) Understand and adhere to the Ethics policies and procedures.
- 2) Know what other River Ridge Association policies and procedures govern our work here, understand and adhere to them. They would be the *River Ridge Golf and Camping Club Declaration of Protective Covenants and Agreements*, the *Articles of Incorporation of River Ridge Association, Inc.* the *By-Laws of River Ridge Association, Inc.* and the *Blue Laws - River Ridge Rules and Regulations*, including Building Codes.
- 3) Sign the Ethics Certification Form.

SECTION 4: DRUGS AND ALCOHOL

Subject to applicable law, any employee, committee member or Board member found using, selling, or possessing illegal drugs on Association property or during work time may be dismissed. See Employee Handbook for the complete River Ridge Drug policy.

SECTION 5: CONFLICT OF INTEREST

- A. We treat the River Ridge Association with respect by making sure our private interests do not interfere in any way with the interests of the Association and our Property Owners. To avoid conflicts of interest, we make sure we disclose to our colleagues and others (Board Members) any outside activities, investments, and relationships both within and outside River Ridge that might even appear to conflict with Association's interests. Because we know that the lines are not always clear cut and that it is often difficult to determine what constitutes a conflict of interest, we err on the side of caution and seek advice in advance of taking action.
- B. Investment: It could be a conflict of interest if employees, officers and members of the Board of Directors invest in or control an enterprise that is or may be a supplier of goods or services to the Association. Such investments or control must be declared to the Board. If you are in a position to influence decisions on the choice of supplier, you must declare this conflict of interest to the Board and Committee members (if applicable) and remove yourself from any role, direct or indirect, with respect to any bidding-process or other procurement processes.
- C. Relationships: It is a conflict of interest if you are both privy to sensitive information and in a position to influence strategic decisions, such as having a spouse, a partner, a relative, or a close friend that works for a supplier of goods or services to River Ridge. It is a conflict of interest if you as a Board member have a spouse, a partner, a relative, or a close friend that is employed by River Ridge and reports to you directly or indirectly, or if you are in a position to influence his or her work assignments, performance reviews, salary etc. All such conflicts of interest must be resolved by removal of the conflict via resignation from the position of influence or resignation of said employee(s).
- D. Private Enterprise: It is a conflict of interest if you as a Board member, committee member, or as an employee of River Ridge, own a business and employ other Board members, or River Ridge employees, thus placing yourself in a position to influence said Board members

or River Ridge employees during their everyday duties and responsibilities towards the Association, by threat of losing their employment in your business.

- E. All such conflicts of interest must be resolved by removal of the conflict via resignation from the position of influence or resignation of said employee(s).

ARTICLE XIII - REMOVAL OF BOARD MEMBERS

(Addition of Entire Article XIII 11/15/2008)

SECTION 1: CAUSES FOR REMOVAL

- A. Failure to adhere to any of the following: River Ridge established Policies and Procedures, Rules and Regulations, Protective Covenants and Agreements, By-Laws, Articles of Incorporation, and Code of Ethics. Proof of the failure must fall upon the Board. There must be documentation of the failed action, and also documentation of attempts by the Board to bring the failed action to the candidates attention for corrective measures by the candidate.
- B. Absenteeism without excuse from 3 or more Board meetings. All meetings must be legally called following procedures as addressed in the Protective Covenants and Agreements, and/or By-Laws. The Board must present documentation for the meetings missed, including proof that they were legally-called meetings, along with documentation of attempts by the Board to bring the failed action to the candidates attention for corrective measures by the candidate, such as warning the candidates they missed so many meetings etc. and continual conduct along those lines will result in removal actions against them.
- C. Engaging in outside activities that directly work against River Ridge established Policies and Procedures, Rules and Regulations, Protective Covenants and Agreements, By-Laws, Articles of Incorporation, and Code of Ethics. Example of such activities would be encouraging Property Owners or others to file suit against River Ridge for supposed infractions against them, instead of attempting to work within the framework of River Ridge, with the Board, in an attempt to resolve any differences or potential future problems. There must be documentation of the failed action, and also documentation of attempts by the Board to bring the failed action to the candidates attention for corrective measures by the candidate. Such documentation may consist of sworn depositions from the parties involved, legal papers, lawsuit information, etc.
- D. For violation of Virginia State Code.
- E. Conduct Unbecoming of a Board Member - Values and Objectives: It is widely understood that not every member of the Board will always agree with policies, motions, actions, or rules adapted by the Board. This is why the Board operates with motions and majority votes to pass such conveyances. Expressing opinions and objections are common practices in our society and the right of the Board member during the motion process. Their negative vote on the motion conveys their position; but for a Board member to continually work against the Association by aligning their support outside of the Board against such values and objectives adapted by the Board is consider conduct unbecoming of a Board member.

Actions such as, encouraging lawsuits against the Association, or assisting in lawsuits, belonging to groups or other organizations involved in such lawsuits, or degrading the Board verbally; all show interests in conflict with those of the Association. Such conduct should result in immediate public censure by a majority vote of the Board against said offender and the Board member should publicly be asked to resign his or her position on the Board since he or she is unable or unwilling to align their work-related actions with the values and objectives of the Association. Refusal to resign would be grounds for the initiation of removal action from the Board.

- F. Conduct Unbecoming of a Board Member - Verbal Abuse: Under no circumstances should a member of the Board threaten verbally any individual with physical violence or bodily harm. Such verbal abuse shall be considered an assault upon said individual and grounds for immediate censure and result in the initiation of removal action from the Board.

SECTION 2: BOARD PROCEDURES FOR REMOVAL

A Board member must make a motion for recommendation of removal based on the allowed causes for removal from Section 1 above. With a majority vote the Board must approve the motion to recommend removal. All said evidence must be kept in the River Ridge Office under lock and key, but it will be made available to any Property Owner in good standing that wishes to review and look at the evidence prior to the removal proceeding. No evidence can be removed from the office, and review of the evidence by a Property Owner must be done in the office under the eye of the Office Manager.

SECTION 3: PROPERTY OWNER'S PROCEDURES FOR REMOVAL OF A BOARD MEMBER

- A. River Ridge Property Owners may petition for removal of a Board member. Said Property Owners should elect a spokesperson willing to represent them in the removal process. Said Petition for Removal must specifically state the action of removal from Board of Directors and include the candidate's name. It must also provide a written synopsis of the infractions of the candidate for removal. It will require the signature of at least 300 of River Ridge Property Owners (lots) who are in good standing with the Association. Property Owners petitioning for a Board member's removal have the same requirements of proof or cause for removal as defined in SECTION 1: CAUSES FOR REMOVAL. They must collect evidence to support their cause; but they do not have to supply support documentation of attempts by the Board or themselves to bring the failed action to the candidate's attention for corrective measures by the candidate.
- B. Said Petition for Removal shall be presented to the Board President provided that the President is not a candidate so named in the petition. If the President is a named candidate, then the petition must be presented to a Board member who is not named in the Petition for Removal.
- C. All said evidence must be kept in the River Ridge Office under lock and key, but it will be made available to any Property Owner in good standing that wishes to review and look at the evidence prior to the removal proceeding. No evidence can be removed from the

office, and review of the evidence by a Property Owner must be done in the office under the eye of the Office Manager.

SECTION 4: REMOVAL PROCEEDINGS

- A. The Board's recommendation (SECTION 2) or a statement to the effect that this removal is based on 300 of River Ridge Property Owners petition for removal (SECTION 3), and a written synopsis of the infractions must be presented along with a voting ballot to remove [YES] or not to remove [NO] and sent to all the River Ridge Property Owners in good standing for a vote. (Note: If more than one Board Member is named for removal, the Ballot must contain a YES and NO for each individual so named.) There will be no 'in-house' voting.
- B. All Property Owners in good standing, as determined by the River Ridge Office Manager will receive an official ballot via the mail. Said ballots must be embossed with the River Ridge Seal and will also contain a serial number from 0001 to the total number of lots owned by Property Owners.
- C. The Board must establish a Removal Committee consisting of at least 3 Property Owners or more, (who are in good standing as determined by the River Ridge Office Manager) and the Removal Committee must include at least one Tribunal member assigned by the Tribunal. At this point the Removal Committee will oversee the removal process and handle the creating, printing, embossing, and mailing of ballots, and counting of ballots as required by these By-Laws under the same rules and guidelines as required by the election committee.
- D. A postal box will be rented at the Bracey Post Office, unless one is available from a previous election etc., in which case that box may be used. The River Ridge Office Manager will keep the key for that box. A mandatory Return Date of at least 20 days from the ballot mailing date must also be included on the ballot and information provided that any ballot returned after that Return Date would not be counted. A Board member (non-candidate for removal), a Tribunal member, and a Board candidate for removal or a representative appointed by a candidate will retrieve the ballots from the postal box on the established Return Date and turn said ballots over to the Removal Committee who will meet on said established ballot Return Date in the Kountry Kitchen or Clubhouse for the purpose of counting the ballots.
- E. The Board and the candidate subject to removal will each be allowed one representative to witness the ballot count. The Removal Committee may enlist the assistance of the Tribunal or other Property Owners in good standing, to help with the ballot count If necessary. All of the proceedings including the ballot count session should be recorded and videotaped.
- F. Only embossed and numbered ballots will be considered when counting votes. Only ballots returned in the postal box by the established return date will be considered. All other ballots received after the established ballot return date will be destroyed. It will take an affirmative vote of a majority of all ballots received to remove said Board member. All ballots, tapes and video recordings, evidence and records of the proceeding must be retained in the River Ridge Administration Office for at least a period of one year under lock and key.

RECORD OF BY-LAW AMENDMENTS, REPEALS, ADDITIONS

- 09/04/1976 Article I, Section 2C, Voting Rights: *Members whose assessments are in arrears shall not be permitted to vote or to assign their proxy to another member.*
- 12/10/1977 Article I, Section 4B, Annual Meeting: *The River annual meeting of the members of the Association shall be held at the Clubhouse Ridge Golf and Camping Club, Bracey, Virginia, at 10:00 AM on the third Saturday of August of each year at which time the Board of Directors shall be elected as hereinafter provided.*
- 12/10/1977 Article II, Section 1D, Number and Qualifications: *Members of the Board of Directors must be at least 18 years of age but need not be residents of the Commonwealth of Virginia. All Directors shall be members of the Association as the term "members" is defined herein or is defined in the Declaration of Protective Covenants and Agreements aforesaid.*
- 05/06/1978 Article II, Section 1E, Number and Qualification): *Members of the Board of Directors must be at least 21 years of age but need not be residents of the Commonwealth of Virginia. All Directors shall be members of the Association as the term "members" is defined herein.*
- 05/06/1978 Article II, Section 6D, Election of Officers: *All officers shall be at least 21 years of age and shall be members of the Association.*
- 05/06/1978 Article II, Section 7, Quorum: *A quorum of the Board of Directors at any duly-called meeting shall be a majority the Directors present in person or by proxy and four Directors shall be necessary for of corporate action.*
- 02/07/1981 Article II, Section 1F, Number and Qualifications: *Effective February 7, 1981 the Board of Directors shall be temporarily increased from seven (7) members to eight (8) members and effective August 15, 1981 the number shall revert to seven (7) as hereinbefore constituted.*
- 02/07/1981 Article II, Section 1G, Number and Qualifications: *Effective August 15, 1981 the maintenance supervisor shall be an ex-officio member of the Board of Directors with voice, but no vote.*
- 10/02/1982 Article II, Section 2C Election: *Beginning with the elections of 1983, all candidates for election to the Board of Directors must notify the Board of Directors, in writing, by a cutoff date between May 1 and June 30 of the election year of their candidacy. After June 30 of the election year nominations will have been closed.*
- 10/13/1990 Article I, SECTION 3C, Proxy Votes: *Proxy votes will be eliminated and replaced with absentee ballots. All absentee ballots will be returned to the Association Office and not opened until the counting of the ballots on the day of the Annual Meeting.*
- 04/09/2005 Article II, Section 2D Election: *Thereafter the Directors shall be elected for a period of three years per term with no more than two (2) consecutive terms for a total of six (6) years consecutive service, after which they will not be eligible for reelection until such time as they have remained off the Board for at least one (1) year, at which time they may run again for two (2) consecutive terms.*
- 11/15/2008 Article VIII Change of By-Laws: *Sections 1, 2 and 3 replace existing.*
- 11/15/2008 Article XII Code of Ethics: *Entire Article XII added.*
- 11/15/2008 Article XIII Removal of Board Members: *Entire Article XII added.*
- 08/15/2021 *All amendments incorporated into original By-Laws; converted to electronic (.doc) format.*