

## EXHIBIT A

### BYLAWS OF

### ANNA COVES PROPERTY OWNERS ASSOCIATION, INC.

#### ARTICLE I

Section 1. The Association is operated as a non-profit organization for the purpose of promoting the community welfare of the property owners within the development known as Anna Coves, and such other property owners as may become qualified for membership as set forth in the Articles of Incorporation of this Association and as set forth in Paragraphs 14 and 15 of the deed of dedication for the development known as Anna Coves, which deed of dedication is dated November 24, 1977, and is recorded in the Clerk's Office of the Circuit Court of Louisa County, Virginia, in Deed Book 216 at page 443; and to that end, the Association shall be responsible for the maintenance, repair, upkeep, and capital improvements of all recreational real property coming under its possession or control, together with any items of personal property associated therewith; and to provide for the payment of taxes and assessments, if any, that might be levied by any governmental authority upon any area in the subdivision that may be conveyed or leased to the Association; and to enforce charges, easements, restrictions, conditions, covenants and servitudes existing upon and created for the benefit of the property over which the Association may have jurisdiction; to pay all expenses incidental thereto; to enforce the decisions and rulings of the Association; and to pay all expenses in connection therewith; and to appoint such committees as may be necessary to, or convenient in, the Association's discharging the duties entrusted to it; and to levy an annual charge upon the members of the Association; to publish the names of members who shall fail to pay charges made by the Association; to sue to collect any of such charges as are not paid, to impose a lien upon any real estate in the subdivision that is owned by a delinquent member of the Association for any such charge as is not paid when due; and to foreclose upon any such lien; and to do any and all lawful things and acts consistent with the Articles of Incorporation of this Association and to have any and all other lawful powers granted to the corporation organized under and by virtue of the Virginia Non-Stock Corporate Act, as amended.

#### ARTICLE II

Section 1. Members. The membership of the Association shall be comprised of persons or corporations who at any time are owners (legal or equitable) of numbered residential lots within Anna Coves together with the owners of such additional land or portions thereof who may in the future become burdened and benefited by the deed of dedication affecting Anna Coves under the provisions of Paragraphs 14 and 15 of said deed of dedication. A person who has no interest in real estate in Anna Coves other than an interest that is held merely as security for the performance of an obligation to pay

money (e.g., the interest of a mortgagee or a land contract vendor) shall not be entitled to membership in the Association.

Section 2. Termination of Membership. Membership in the Association shall lapse and terminate when any member shall cease to be the owner of a numbered residential lot within Anna Coves (or when any member ceases to be the owner of any land which qualified that owner for membership in the Association). It shall be the responsibility of the terminating member to notify in writing the Association of his intent to terminate his membership and to notify in writing the person, or other entity, to whom he is selling his property that membership in the Association is mandatory under the requirements of the deed of dedication. The written notice to be provided to the Association shall fully inform the Association of the identity of the purchaser and that purchaser's mailing address.

Section 3. Suspension of Membership. No member may be expelled from membership in the Association for any reason whatsoever; provided, however, that the Board of Directors of the Association shall have the right to suspend the voting rights, and right to use any property owned, possessed or controlled by the Association (i) for any period during which any Association charge owed by the member remains unpaid and (ii) during the period of any continuing violation of any restrictive covenants of Anna Coves, after the existence of the violation shall have been declared by the Board of Directors of the Association and after the Board of Directors has so notified the affected member of the violation. A majority vote of the Board of Directors shall be required to suspend the rights of any member. If it becomes necessary to consider suspension of membership rights, the person or persons subject to the possible suspension shall be given written notice, delivered by hand or certified mail to the last known address of such member, of the date and time when the Board of Directors will meet to consider such suspension. Such member shall be entitled to attend such meeting and will be given the opportunity to comment upon such suspension before any such action is taken. For all purposes within this article and within these Bylaws, the last known address of any such member shall be the address shown on the books of the Association or, at the option of the Association, the address of the member appearing on the tax books maintained by the Commissioner of Revenue of Louisa County, Virginia.

### ARTICLE III

Section 1. Annual Meeting of Members. The annual meeting of the members of the Association shall be held on the first Saturday in April of each year at a location to be determined by the Board of Directors, or at such other date as the Board of Directors may from time to time determine.

Section 2. Order of Business. The order of business at the annual meeting shall be as follows:

Designation of Inspectors of Election and Call for Ballots.

Reading of the Minutes.  
Reading of the Financial Report.  
Reports of Officers and Committees.  
Unfinished Business.  
New Business.  
Adjournment.

Section 3. Special Meetings. Special meetings shall be called by the President or the Secretary upon written request of the majority of the Board of Directors, or not less than 25% of the members of the Association. Such meetings shall be held not more than forty days thereafter, at a location to be determined by the President or Secretary.

Section 4. Notice of Meetings. Written notice of annual or special meetings, stating the place, date and time of meetings of members, and in the case of a special meeting of members, the purpose or purposes for which the meeting is called shall be mailed by regular mail to the last known address of such member, not less than ten days before the time of such meeting.

Section 5. Meetings. Meetings of members shall be open to all members of the Association and all members of the Association who are present at a meeting, either in person or by proxy, shall be entitled to vote.

Section 6. Quorum at Meetings. A quorum at any meeting of the members of the Association shall exist whenever there are assembled members of the Association, represented in person or by proxy, who are entitled to cast votes, which in the aggregate, constitute a majority of the votes which might be cast if every member of the Association were assembled.

Section 7. Voting Rights. Voting rights of members in the election of Directors and on all issues requiring a vote of the membership shall be determined by the basis of one vote for each numbered residential lot within Anna Coves (and one vote for each parcel of land outside of Anna Coves which later becomes burdened or benefited by the deed of dedication as set forth in Paragraphs 14 and 15 in said deed of dedication). Where there is joint ownership of one lot, any owner may vote the member's vote in person or by proxy, and if there is any dispute between joint owners as to how the lot's vote shall be cast, the majority of them may cast the lot's one vote and if there is not a consensus or a majority between the joint owners as to how the lot's vote shall be cast, then that one lot's vote shall be prorated among each of the joint owners in proportion to the joint owners' undivided interests in said lots.

Section 8. Conduct of Meetings. Meetings of the members shall be presided over by the President, or, if he is not present, by the Vice President, or, if neither is present, by a Chairman to be chosen at the meeting. The Secretary of the Association, or, in his absence, an Assistant Secretary who may be appointed by the presiding officer, shall act as Secretary of all meetings of the members.

Section 9. Voting of Members. Members shall be entitled to vote

for the election of Directors and on any issues which are proper subjects for a membership vote under the non-stock corporation laws of Virginia. All proxies shall be in writing, shall be filed with the Secretary of the Association, and no proxy shall be valid after the expiration of eleven months from the date of its execution and every proxy shall be revocable at the pleasure of the person executing it.

Section 10. Election of Officers. All officers of the Association shall be elected by the Board of Directors and the Board of Directors shall be elected by the members in accordance with the following requirements and procedures, except however, that the initial Board of Directors shall be those persons named in the Articles of Incorporation of Anna Coves' Property Owners Association, Inc., and this initial Board of Directors shall elect the initial officers of the corporation. The initial Board of Directors and the initial officers of the corporation shall serve in office until the first annual meeting of the Association or until a special meeting of the membership is called as provided herein for the purpose of electing a new Board of Directors, whichever shall first occur:

(a) Nominations. Nominations may be made by a petition signed by any member entitled to vote, and shall be filed with the Secretary on or before the date of the annual meeting or any special meeting called for the purpose of filling any vacancy on the Board of Directors. Each ballot for election of Directors shall contain space for write-in votes.

(b) Casting of Ballots. The votes will be received at the meeting in person, and the tellers appointed to receive ballots may permit any person holding a number of proxies to vote those proxies by a group ballot. A record shall be kept of all parties who have voted, so that no party may cast more than the authorized number of votes.

#### ARTICLE IV

Section 1. Board of Directors. The Board of Directors shall consist of not less than three Directors, nor more than nine Directors all of whom shall be of legal age, and shall be members of the Association. The Board of Directors shall be the governing body of the Association. Except as may be otherwise provided, the Board of Directors, or its duly authorized designee, shall establish all rules and regulations and shall authorize such persons as it deems proper to carry out the purposes of the corporation.

Section 2. Terms of Office. At the first annual meeting of members, the members shall elect as many Directors as the then current Board of Directors determines shall be an appropriate number of Directors to properly govern the Association, and these Directors shall serve until their successors are elected or appointed. New members of the Board of Directors shall take office immediately upon adjournment of the meeting of the members at which they are elected.

In the event of resignation, death or disability of one or more of the members of the Board of Directors, a majority of all of the

remaining members of the Board of Directors may elect a replacement to fill the vacancy or vacancies until the next annual meeting of the membership at which time a new Board of Directors shall be elected.

Section 3. Quorum. A majority of the Directors shall constitute a quorum of the Board of Directors.

Section 4. Meetings of the Board of Directors. Regular and special meetings of the Board of Directors shall be held at such times and at such places as may from time to time be fixed by Resolution of the Board of Directors. Special meetings of the Board of Directors may be called at the discretion of the President and shall be called upon request to the Secretary by at least two Directors. Such requests shall state the purposes of the meeting, and such special meetings shall be held within ten days following the receipt of such written request by the Secretary. The Secretary shall give notice to each Director of the time, place and purpose of such meeting not less than five days prior to the meeting. The requirement of such notice, however, may be waived by an unanimous consent of the Directors. A regular meeting of the Board of Directors shall always be held immediately following the annual meeting of the members at the same place where the annual meeting is held. Meetings may be held at any time without notice, if all Directors are present, or if at anytime before or after the meeting those Directors not present waive notice of such meeting in writing.

Section 5. Removal. Any Director may be removed by two-thirds vote of the members of the Association at any meeting called for that purpose. No Director shall be removed from office, however, unless he has been given notice of the proposed action by certified mail to his last known address, mailed at least ten days before the meeting being held for such purpose.

## ARTICLE V

Section 1. Election of Officers. The officers of the Association shall consist of a President, one or two Vice President, a Secretary, one or two Assistant Secretaries, and a Treasurer. All officers shall be elected at a meeting of the Board of Directors which shall be held as soon as practicable after the annual meeting of the members and which meeting of the Board of Directors may be held immediately following the annual meeting of the members. Elected officers shall hold office until the next regular annual meeting of the Board of Directors or until their successors are elected and qualified. The President shall be chosen from among the Directors. Should the Board of Directors so determine, any two offices may be held by the same person, provided, that the offices of the President and Secretary shall not be held by the same person. Vacancies among the officers may be filled by the Board of Directors at any meeting of the Board.

Section 2. Removal of Officers. Any officer may be removed summarily with or without cause, at any time, by a resolution passed by affirmative vote of a majority of all of the Directors then serving

Section 3. Duties. Each officer of the Association shall have such duties as generally pertain to his office, as well as such powers and duties as are hereinafter provided and as shall be conferred by the Board of Directors from time to time. The Board of Directors may require any officer to give Bond for the faithful performance of his duties.

Section 4. Duties of the President. The President shall be the Executive Officer of the Association and shall have direct supervision over the business of the Association and its several officers. He shall preside at all meetings of the members, and of the Board of Directors. He may, along with other approved officers, sign and execute in the name of the Association deeds, bonds, leases, contracts, or other instruments, and may make work assignments as approved and authorized by the Board of Directors. One other duly elected Officer of the Association shall be required, in addition to the President, to execute any of the aforesaid instruments. In addition, the President shall perform all duties incident to his office and all such other duties as may be assigned him by the Board of Directors.

Section 5. Duties of the Vice President. Each Vice President shall have such powers and duties as may be assigned to him from time to time by the President or the Board of Directors. When there shall be more than one Vice President, the Board of Directors may designate one Vice President to perform the duties of the President in the absence of the President. Any Vice President, along with other approved officers, may sign and execute in the name of the corporation, deeds, bonds, leases, contracts, work assignments or other instruments authorized by the Board of Directors.

Section 6. Duties of the Secretary. The Secretary shall act as Secretary at all meetings of both the Board of Directors and the members of the Association, and shall keep the Minutes thereof in the proper book or books duly provided for that purpose. The Secretary shall see that all notice required to be given by the Association are duly given and served, and shall be the custodian of the Seal of the Association and shall affix the seal or cause it or a reasonable facsimile thereof to be affixed to all documents, the execution of which on behalf of the Corporation under its Corporate Seal is duly authorized in accordance with the provisions of these Bylaws. The Secretary shall have custody of all deeds, contracts and other important corporate documents and shall have charge of the books, records and papers of the Association relating to its organization and management as a corporation. The Secretary shall see that the reports, statements and other documents required by law are properly filed, and, in general, shall perform both the duties incident to the office of Secretary and all such other duties as may be assigned by the Board of Directors or the President from time to time. The Secretary, along with other authorized officers, may sign and execute in the name of the Association deeds, bonds, leases, contracts, work assignments or other instruments authorized by the Board of Directors.

Section 7. Duties of the Treasurer. The Treasurer shall be the chief financial and accounting officer of the Association and shall collect all dues and assessments due the Association. The Treasurer shall also have charge and custody of and be responsible for all bonds and securities of the Association and shall cause all such funds and securities of the Association to be deposited in such Bank and depositories as the Board of Directors from time to time may direct. The Treasurer shall maintain records of all assets, liabilities and transactions of the accounting practice and shall exhibit the accounts and records to any member of the Board of Directors at the Association office upon such Director's request. In addition, the Treasurer shall give a Treasurer's report to the Board of Directors and the Officers of the Association at any time upon request and at each annual meeting of the Board of Directors and shall give the members an annual Treasurer's report at the regular annual meeting of the members. The Treasurer, along with any other authorized officer, may sign and execute in the name of the Association deeds, leases, bonds, contracts, work assignments or other instruments authorized by the Board of Directors. The Treasurer shall in general, perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors or the President.

## ARTICLE VI

Section 1. Powers of the Board. Management of the Association is vested in the Board of Directors. Subject to proper action duly taken by the membership at any annual or special meeting of the Association, the property, affairs and business of the Association shall be managed, operated, and controlled by the Board of Directors. The Board shall provide for the holding and conducting of its meetings and shall keep a record of its meetings. The Board shall have full power to:

(a) Make, adopt, modify and amend such rules and regulations of the Association as may be reasonable and necessary:

- (i) To carry out its duties and the provisions of these Bylaws;
- (ii) For the use of any and all property owned by the Association; and,
- (iii) To provide for the comfort and convenience of the members.

Such rules and regulations shall be published by the Board of Directors and shall be made available to members.

(b) To fix the amount of dues and fees to be paid by members pursuant to Article VI, Section 2, of these Bylaws.

Section 2. Membership Dues, Fees and Assessments. The Board of Directors of the Association shall establish membership dues and fees and shall authorize such special assessments as appears to it

to be proper for the carrying out of the purposes and objects of the Association. In determining the amount of dues, fees, and special assessments to be authorized, the Board of Directors shall take into consideration its reasonably anticipated expenses, including but not limited to the expenses of maintaining, improving, and replacing improvements now or in the future located on Lot 10 (the boat ramp area), and the shoreland adjoining Lot 10, together with the boat docks and boat slips now or in the future placed on the said real property and to discharge those obligations of the Association set forth in that deed which conveys Lot 10, together with the adjoining shoreland, and a boat dock and 29 boat slips to the Association. In determining the amount of dues, fees and other assessments to authorize, the Association shall take into consideration all reasonably anticipated revenues from all sources, including but not limited to rent to be paid by owners of non-waterfront lots for the use of boat slips.

Section 3. Rules and Regulations. The Board of Directors shall have the authority to make and enforce rules and regulations governing the use of all of the Association's property. The Board shall also have the authority to interpret the rules and regulations should disputes arise, and to amend the rules and regulations as needed. No rules and/or regulations shall be made which are inconsistent with the Deed of Dedication.

Section 4. Other Powers. In addition to the powers and authorities conferred upon the Directors by these Bylaws and by the Deed of Dedication, and in addition to those duties and procedures required of the Board as a result of a vote of the membership at any annual or special meeting, the Board may exercise all such powers of the Association and do all such lawful acts and things as are not prohibited by statute, by the Articles of Incorporation, by the Deed of Dedication, or by these Bylaws.

## ARTICLE VII

Section 1. These Bylaws may be amended, altered or repealed at any meeting of the Board of Directors by affirmative vote of the majority of the Directors, after giving the members notice of such proposed amendment by regular mail, mailed not less than twenty days prior to the meeting on the proposed action. The Board of Directors may not amend these Bylaws to grant itself additional powers to dispose of any of the Association's property rights or other rights or privileges or to change the voting rights of the members, or to change the conditions of this Article, such rights being reserved to the members. The members shall have the power by a majority vote of all members to rescind, alter, amend or repeal any Bylaws and to enact Bylaws which, if expressly so provided, may not be amended, altered or repealed by the Board of Directors.

## ARTICLE VIII

Section 1. Any matters not covered by these Bylaws shall be governed by the laws of the Commonwealth of Virginia as may be

applicable to a non-profit membership corporation, or as to any matters not covered by law, Robert's Rules of Order shall apply.