

**BYLAWS
OF
MARINERS LANDING MASTER ASSOCIATION, INC.
A VIRGINIA NONSTOCK CORPORATION**

**ARTICLE I
NAME**

The name of the Association is Mariners Landing Master Association, Inc., hereinafter referred to as "Association" or "Master Association".

**ARTICLE II
MEETINGS OF THE OWNERS**

- 2.1. Members. Every person or entity who is a record owner of any property in Mariners Landing subject to the Mariners Landing Master Covenants shall automatically become a member of the Corporation. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from the ownership of such property.
- 2.2. The corporation shall have three classes of voting membership as follows:
- 2.2.a. Class A. Class A membership shall be all those owners as defined in paragraph 2.1. above with the exception of the Class B member and Class C members, if any. Class A members shall be entitled to one vote for each lot in which they hold the interest required for membership by paragraph 2.1. above. Whenever a property is owned of record in the names of two or more persons or entities, whether fiduciaries, joint tenants, tenants in common, or if the Lot shall be owned by a corporation or a partnership, then such Owners shall file with the Secretary of the Association an instrument in writing signed by such Owners designating one Owner (one Officer in the case of a Corporation or one Partner in the case of a Partnership) to cast the vote attributable to such property. Individuals or entities which hold an interest in the property solely for the purpose of securing an obligation or debt shall not be considered Owners hereunder.
- 2.2.b. Class B. The Class B member shall be the Declarant, J. W. Development Incorporated, a Virginia Stock Corporation, its successors and assigns. The Class B member shall have one vote for each lot or dwelling either developed, platted, or zoned to be developed on

property owned by the Declarant in Mariners Landing. The Class B vote associated with any lot or dwelling shall cease and be converted to a Class A vote or, if commercial, to a Class C membership and vote (a) upon the sale and conveyance of such property to a purchaser; or (b) when, in its discretion, the Declarant so determines and declares in a recorded instrument. The Class B member shall select the initial Board members.

- 2.2.c. Class C. Class C membership shall be comprised of all owners of commercial and other nonresidential properties within Mariners Landing subject to the Mariners Landing Master Covenants. Whenever a property is owned of record in the names of two or more persons or entities, then such Owners shall file with the Secretary of the Association an instrument in writing signed by such Owners designating one Owner (one Officer in the case of a Corporation or one Partner in the case of a Partnership) to cast the vote attributable to such property. Individuals or entities which hold an interest in the property solely for the purpose of securing an obligation or debt shall not be considered Owners hereunder. The Class C members shall have one vote accruing to each 1,000 sq. ft. of enclosed and heated commercial or other nonresidential space owned within Mariners Landing and subject to the Mariners Landing Master Covenants. Less than 1,000 sq. ft. will equal one vote.
- 2.3. Suspension of Voting Rights. During any period in which a member shall be in default in the payment of any annual or special assessment levied by the Association, the voting rights shall be suspended by the Board of Directors until the assessment has been paid. Such rights of a member may also be suspended, after notice and hearing, for violation of any rules and regulations established by the Board of Directors of the Association.
- 2.4. Annual Meetings. The annual meeting of the Association shall be held each year on the first Saturday in June at such time and place as may be fixed from time to time by resolutions of the Board of Directors or on such date as may be fixed by resolution of the Board of Directors.
- 2.5. Special Meetings. Special meetings of the Association shall be held if sought by (i) resolution of the Board of Directors, (ii) by request of the President of the Association, (iii) by petition(s) signed by persons who are fee simple estates, or interests therein, in at least one-third (1/3) of the Lots, provided; that such resolution, request or petition(s) must (i) specify the place at which the meeting is to be held, (ii) either specify a date and time at which the meeting is to be held which will permit the Secretary to comply with Section 2.4

hereof, or else specify that the Secretary shall designate the date and time of the meeting, (iii) specify the purpose(s) for which the meeting is to be held, and (iv) be delivered to the Secretary. No business other than that stated in such resolution, request or petition(s) shall be transacted at such special meeting.

2.6. Notice.

2.6.a. Written notice stating the place, date and hour of each annual meeting and, in case of a special meeting, the purpose(s) for which the meeting is called, shall be given to each Owner not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by mail, by the Secretary or any officer to each Owner entitled to vote at such meeting. If mailed, such notice shall be deemed to be given when deposited in the United States mail addressed to the Owner at his address as it appears on the records of the Association, with postage thereon prepaid.

2.6.b. Notice of a meeting to act on an amendment to the Articles of Incorporation, on a plan of merger, on a proposed sale of assets pursuant to Section 13.1-900 of the Virginia Nonstock Corporation Act or on the dissolution of the Association shall be given in the manner described in 2.6.a above; however, such notice shall be accompanied by a copy of the proposed amendment, plan of merger, proposed sale of assets, or plan of dissolution.

2.7. Waiver of Notice of Meeting.

A member who attends a meeting (i) waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting, and (ii) waives objection to consideration of a particular matter at a special meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

2.8. Quorum. A quorum shall be deemed to be present throughout any meeting of the Association if persons entitled to cast more than one-third (33.00%) of the votes are present, in person or by proxy, at the beginning of such meeting. If a quorum is present, the affirmative vote of the majority of the votes represented at the meeting and entitled to vote on the subject matter shall be the act of the Association unless the vote of a greater number is required by law or by the Articles of Incorporation, and except that in elections of Directors, the individual(s) receiving the greatest number(s) of votes shall be deemed elected, even though not receiving a majority. Once a member is present at the meeting, that member is

deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or shall be set for that adjourned meeting. Less than a quorum may adjourn a meeting.

- 2.9. Multiple Owners. Whenever a property is owned of record in the names of two or more persons or entities, whether fiduciaries, joint tenants, tenants in common, or if the Lot shall be owned by a corporation or a partnership, then such Owners shall file with the Secretary of the Association an instrument in writing signed by such Owners designating one Owner (one Officer in the case of a Corporation or one Partner in the case of a Partnership) to cast the vote attributable to such property. Individuals or entities which hold an interest in the property solely for the purpose of securing an obligation or debt shall not be considered Owners hereunder.
- 2.10. Manner of Voting. Voting by Owners shall be by voice vote or similar unless any Owner present at the meeting, in person or by proxy, demands a vote by written ballots indicating the name of the Owner voting, the number of votes appertaining to him, and the name of the proxy of such ballot if cast by a proxy.
- 2.11. Proxies. A vote may be cast in person or by proxy. Such proxy may be granted by any Lot owner in favor of only another Lot owner or the Secretary of the Association. Proxies shall be duly executed in writing, shall be valid only for the particular meeting designated therein or adjournment thereof, and must be filed with the Secretary at or before the appointment time of the meeting. Such proxy shall be deemed revoked only upon actual receipt by the person presiding over the meeting of written notice of revocation.
- 2.12. Order of Business. At each meeting of the Association, the President, or in his absence, a Vice President, shall act as chairman of the meeting. The Secretary, or in his absence, such person as may be appointed by the Chairman, shall act as Secretary of the meeting. So far as is consistent with the purposes of the meeting, the order of business shall be as follows:
- (1) Call to order
 - (2) Roll call and presentation and examination of proxies
 - (3) Ratification of previous years business
 - (4) Reading of the minutes of the previous meeting
 - (5) Reports of Officers and Committees
 - (6) The election of Directors (annual meetings)
 - (7) Unfinished business
 - (8) New business
 - (9) Adjournment
- 2.13. Rules of Order. Rules of order for conducting business of the Association shall be by

Robert's Rules of Order as adopted or amended by the Board of Directors.

ARTICLE III
DIRECTORS AND OFFICERS

3.1 Number and Term. The business and officers of the Associations shall be managed by the Board of Directors. The initial Board shall consist of three Directors: John A. White and two others to be determined by the Declarant. Commencing with the annual meeting of the Association in the year 2000 the size of the Board may be amended by a majority vote of the Board to go into effect when the Board chooses. Directors shall be selected from the Presidents of the Property Owners Associations in Mariners Landing, which are subject to the Mariners Landing Master Covenants. The directors shall have staggered terms. Of the Directors who may be elected at an annual meeting of the Association, a proportional number shall be elected to initial terms of one (1) year, to an initial term of two (2) years and to an initial term of three (3) years. (If the number of Directors is an odd number, the one-year term will be for one Director.) Thereafter, the terms of all Directors shall be three (3) years unless sooner terminated by death, resignation or removal. The Directors appointed by the Declarant shall serve their terms at the pleasure of the Declarant. All future Directors shall be selected from active Association Presidents of Mariners Landing, if possible. If not, the Declarant shall select such other Directors.

Notwithstanding anything otherwise stated herein to the contrary, if any Director appointed by the Declarant shall resign, die or otherwise be removed from office, the unexpired term thereby vacated shall be filled by an appointment made by the Declarant.

3.2. Vacancies in Board of Directors. Except as provided in Section 3.3 hereof, any vacancy occurring in the Board of Directors by reason of death, resignation, increase in the number of Directors or otherwise, may be filled by the vote of a majority of the remaining Directors even if the remaining Directors comprise less than a quorum of the Board, as long as the candidates are active Association Presidents.

3.3. Resignation of Directors or Officers. Any Director or Officer may resign at any time by giving written notice to the Board of Directors or to the President or the Secretary. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective. If any Director or Officer was (either by himself or in combination with one or more other

persons) an Owner at the time he became such a Director or Officer, he shall be deemed to have resigned at such time as he ceases to be such an Owner.

3.4. Meeting of Directors.

3.4.a. A meeting of the Board of Directors shall be held immediately after each annual meeting of the Association, and no notice of such meeting shall be necessary to the Directors in order legally to constitute the meeting, provided a quorum shall be present. Thereafter, the Board shall meet regularly without notice at such intervals, times and places as may be fixed from time to time by resolutions of the Board.

3.4.b. Special meetings of the Board of Directors shall be held when called by the President or by a majority of the Directors with at least three (3) days notice to the remainder of the Board, or not less than twenty-four (24) hours after notice has been received by the remainder of the Board, whichever period is shorter. However, notice of a special meeting may be waived by any Director in writing. Such writing must be signed by the director entitled to the notice and filed with the minutes or the Association records.

3.4.c. A Director's attendance at or participation in a special meeting constitutes a waiver of notice unless the Director at the beginning of the meeting, or promptly upon his arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote or assent to action taken at the meeting.

3.4.d. Telephone Meetings. Members of the Board of Directors or of any committee designated thereby may participate in a meeting of such board or committee by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, and participation by such means shall constitute presence in person at such meeting.

3.4.e. Actions by Directors Without Meeting. Any action required or permitted to be taken at a meeting of the Directors or of a committee may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed either before or after such action by all of the Directors, or all of the members of the committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote. Such consents shall be included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section becomes effective when the last Director or committee member, as the case may be, signs the consent unless the consent specifies a different effective date, in which case the action taken is effective as of the date specified therein provided the consent

states the date of execution by each person signing it. A consent signed under this Section has the effect of a meeting vote and may be described as such in any document.

- 3.5. Quorum of Directors. A majority of the Board of Directors constitutes a quorum. The affirmative vote of a majority of the Directors present is the act of the Board of Directors and of the Association.
- 3.6. Actions of the Board Not Requiring Approval. Subject to any limitations created by law, by the Articles of Incorporation, by the Declaration of Covenants and Restrictions, or any additional rules and regulations, the Board of Directors shall have power by and pursuant to its resolutions and without the approval of any Owners or Mortgagees, to:
- (1) Exercise all rights, powers and authority conferred on the Association or on the Board by the Virginia Nonstock Corporation Act, by the Virginia Property Owner's Association Act, or other law; by the Declaration Documents; by the Articles of Incorporation; or by other provisions of these Bylaws;
 - (2) Employ and dismiss Independent Contractors, Employees and such other persons as the Board may determine, and fix their respective duties and rates of compensation; provided that the compensation is within the budget approved at the annual meeting, or any subsequent special meetings.
 - (3) Adopt and amend Rules and Regulations governing the use and enjoyment of the Property; subject to the ratification of the members at their annual or special meeting.
 - (4) Grant easements to any government, governmental agency, public utility companies or subscription television services, over and through the roads or other common areas and along designated easements.
- 3.7. Duties of the Board. It shall be the duty of the Board of Directors, on behalf of the Association, to:
- (1) Cause to be kept a complete record of the proceedings and resolutions of the Board;
 - (2) Adopt the budget of the Association for the forthcoming fiscal year for presentation at the annual meeting of the Association, such budget to include an adequate reserve fund;
 - (3) Levy and cause to be collected general and special assessments against the Lots;
 - (4) Maintain public liability insurance on the roads and any other common areas in such amounts as the Board may determine from time to time by resolution.
- 3.8. Appointment and Term of Officers. The Officers of the Association shall include a President and Vice President, who shall be members of the Board of Directors, a Secretary, a

Treasurer, and such other Officers having such titles and duties as the Board may from time to time determine by resolution. All Officers shall be elected by the Board of Directors at their annual meeting. The term of officers elected or re-elected at the annual meeting shall commence on the date of the annual meeting and continue until the next annual meeting. The offices of President, Vice President and Secretary shall be held by different persons, but those persons or any other persons may hold any number of other offices.

- 3.9. Committees. The Board of Directors may create and abolish from time to time such committees as the Board may deem appropriate to aid in the administration of the affairs of the Association. Such committees shall have the powers and duties fixed by resolutions of the Board from time to time. The Board shall appoint the chairman of each committee, and may either appoint the other members thereof or leave such appointment to the committee chairman.
- 3.10. Duties of Officers.
- 3.10.a. President. It shall be the duty of the President to preside at the meetings of the Association, see to the execution of the resolutions of the Association and the Board, and to report to each on any failure of any of its resolutions to be executed; to appoint a secretary pro tem at any meeting at which the Secretary is absent; and to manage and control the affairs of the Association as its Chief Executive Officer.
- 3.10.b. Vice President. It shall be the duty of the Vice President to act in the place of and stead of the President in the event of his absence or failure or inability to act.
- 3.10.c. Secretary. It shall be the duty of the Secretary to keep the minutes and record the resolutions at all meetings of the Association and of the Board of Directors; to give all notices required by these bylaws to be given to Owners and Directors; to give to each Owner notice of each assessment against his Lot(s) as soon as practicable after the assessment is made; to give notice and a copy of the Rules and Regulations and any amendment thereof to each Owner as soon as practicable after the adoption thereof; to make it possible for any Owner to inspect and copy, at reasonable times and by appointment, the records of the Association (other than records in the custody of the Treasurer) and of the Board, pursuant to and subject to the requirements of Section 13.1-933 of the Virginia Nonstock Corporation Act and to give notice to each Owner of any dedication, conveyance or other transfer by the Association of any real estate or of any easement or other estate or interest therein.
- 3.10.d. Treasurer. It shall be the duty of the Treasurer to receive and deposit, in appropriate insured

accounts, with financial institutions, all income of the Association; to disburse the funds of the Association only in accordance with resolutions of the Board of Directors; to keep orderly books showing the income and expenditures of the Association and to make it possible for any Owner to inspect and copy the same at reasonable times and by appointment, pursuant to and subject to the requirements of Section 13.1-933 of the Virginia Nonstock Corporation Act.

- 3.10.e. All Officers. It shall be the duty of each Officer (including the foregoing Officers), to perform such duties as were normally associated with his office in parliamentary organizations, except to the extent (if any) inconsistent with these Bylaws and the other Association Documents; and each Officer shall perform such other duties as are assigned to his Office by law or resolution of the Association or of the Board of Directors.
- 3.11. General Standards of Conduct for Directors.
- 3.11.a. A Director shall discharge his duties as a Director, including his duties as a member of a committee, in accordance with his good faith judgment of the best interests of the Association.
- 3.11.b. Unless he has knowledge or information concerning the matter in question that makes reliance unwarranted, a Director is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by (i) one or more Officers or employees of the Association whom the Director believes, in good faith, to be reliable and competent in the matters presented; (ii) legal counsel, public accountants or other persons as to matters the Director believes, in good faith, are within the person's professional or expert competence; or (iii) a Committee of the Board of Directors of which he is not a member if the Director believes, in good faith, that the Committee merits confidence.
- 3.11.c. A Director is not liable for any action taken as a Director, or any failure to take any action, if he performed the duties of his office in compliance with this Section.
- 3.11.d. Pursuant to Section 13.1-870 of the Virginia Nonstock Corporation Act, a person alleging a violation of this Section has the burden of proving the violation.
- 3.12. Indemnification.
- 3.12.a. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitative or investigative by reason of the fact that he is or

was a Director, Officer, Employee or Agent of the Association, or is or was serving at the request of the Association as a Director, Officer, Employee, or Agent of another corporation, a partnership, joint venture, trust or other entity, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding unless a determination is made, pursuant to Article 9 of the Virginia Nonstock Corporation Act, the person failed to meet the applicable minimum standard of conduct set forth in that Article.

- 3.12.b. The Association shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Employee or Agent of the Association, or is or was serving at the request of the Board as a Director, Officer, Employee or Agent of another corporation, partnership, joint venture, company, trust or other entity against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Section.
- 3.13. Compensation of Directors and Officers. No salary or other compensation shall be paid to any Director or Officer of the Association for serving or acting as such but this shall not preclude the payment of salary or other compensation for the performance by such Director or Officer of other services to the Association.

ARTICLE IV

FISCAL YEAR, BOOKS AND RECORDS, CHARGES & SUSPENSION OF RIGHTS

- 4.1. Fiscal Year. The fiscal year for the Association will be the period beginning on January 1 and ending on December 31 of each year.
- 4.2. Books and Records.
- 4.2.a. The Association shall keep, as permanent records, minutes of all meetings of its members and the Board of Directors, a record of all actions taken by the members or Board of Directors without a meeting, and a record of all action or actions taken by any committee of the Board of Directors in place of the Board of Directors on behalf of the Association. The Association shall maintain appropriate accounting records, and the Association or its Agent shall maintain a record of its members in a form that permits preparation of a list of the names and addresses of all members in alphabetical order by class of membership. The Association shall also keep a copy of (i) its Articles or restated Articles of Incorporation and all

amendments to them currently in effect; (ii) its Bylaws or restated Bylaws and all amendments to them currently in effect; (iii) the minutes of all members' meetings and records of all action taken by members; (iv) all written communication to members; (v) a list of the names and business addresses of its current Directors and Officers; and (vi) its most recent annual report delivered to the State Corporation Commission.

4.2.b. The record of the names or persons entitled to vote shall be prima facie evidence of the right to vote. Whenever any Owner conveys a Lot to a new Owner, it is the responsibility of the new Owner to immediately give notice of the conveyance to the Secretary of the Association.

4.2.c. Any books, records and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time. All records of the Association may be inspected by any Owner, or his Agent or Attorney, for any proper purpose at reasonable times pursuant to and subject to the requirements of Section 13.1-933 of the Virginia Nonstock Corporation Act.

ARTICLE V

AMENDMENT OF BYLAWS

The power to alter, amend, or repeal the Bylaws or to adopt new Bylaws shall be vested in the Board of Directors; amendments to the Bylaws by the Board of Directors must be ratified by a majority of the eligible votes in the Association, at the annual meeting of the Association. Members may amend Bylaws at the annual meeting of the Association or at a special meeting called for such purpose upon a majority of the eligible votes in the Association.

I, as the initial director of the Association, have adopted these BYLAWS this the ____ day of _____, 1999, as evidenced by my signature hereto.

John A. White

STATE OF VIRGINIA, at Large
COUNTY OF BEDFORD; to-wit:

The foregoing instrument was acknowledged before me this the _____ day of _____, 1999, by John A. White, President of J.W. Development, Inc., a Virginia Corporation, on behalf of the Mariners Landing Master Association, Inc.

Notary Public _____ My commission expires: _____