

**BYLAWS OF DEER CREEK MOTORCOACH
HOMEOWNERS ASSOCIATION, INC**

Article One – Name

The name of the corporation shall be Deer Creek Motorcoach Homeowners Association, Inc. or Association.

Article Two – Purpose

The Association is organized for the purpose of governing the properties, facilities and activities of the Deer Creek Motorcoach Resort property owners and ensuring the compliance of our Restrictive Covenants.

Article Three – Membership, Meetings, Quorum, Voting, Proxies

Section 1. Membership. Every Owner of a Lot shall be a Member of the Association. Each member shall be entitled to one (1) vote for each Lot in which they hold the interest required for membership.

In the event that more than one person, group of persons, or entity is the record Owner of a fee interest in any Lot, then the vote for the membership appurtenant to such Lot portion shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Lot. In the event agreement is not reached, the vote attributable to such Lot shall not be cast.

Each Voting Member must have paid their dues/assessments at least (14) fourteen days before the Annual Meeting to be considered a member in good standing with voting rights.

Section 2. Annual Meeting. The annual meeting shall be held during the third quarter of the calendar year, on a date established at the previous annual meeting. The annual meeting is for receiving reports, election of officers and conducting other business that should arise.

Section 3. Open Meetings. All Owners shall be informed of the date, time and location of all Board meetings. The Board may meet from time to time as necessary to hear, discuss or deliberate upon any item of business scheduled to be heard by the Board, except those matters that may be discussed in executive session. The Board may meet privately in executive session to discuss matters relating to litigation, personnel, contracts and disciplinary hearings. General information about the executive session should be noted in the Board meeting minutes.

Section 4. Special Meeting. In case of an emergency that requires an immediate Board meeting, the president or two Members of the Board may call a special meeting without the minimum four (4) day notice. The Board should document in the Board minutes the reasons distribution of notice to Members was impossible.

Section 5. Notice of Meetings. The Association's Secretary shall cause written notice stating the place, day, and hour of any Association meeting to be delivered as required by Va.

Code Ann. § 55-510(F). Except as otherwise provided in Va. Code Ann. § 13.1-842, such notice shall be sent not less than ten (10) days nor more than sixty (60) days before the date of any annual or regularly scheduled meeting, and at least four (4) days in advance of any other meeting, by or at the direction of the President or the Secretary or the officers or Persons calling the meeting.

The Secretary will notify the members of meetings in a mailing sent to the address on record or sent by electronic transmission to those members who have consented to receipt of such notices by electronic transmission pursuant to the provisions of Va. Code Ann. § 13.1-810. The failure of any Member to receive actual notice of a meeting of the Members shall not affect the validity of any action taken at such meeting.

Section 6. Waiver of Notice. Waiver of notice of a meeting of the Members shall be deemed the equivalent of proper notice. Any Voting Member may, in writing, waive notice of any meeting of the Voting Members, either before or after such meeting. Attendance at a meeting by a Voting Member shall be deemed a waiver by such Voting Member of notice of the time, date, and place thereof, unless such Voting Member specifically objects to lack of proper notice at the beginning of the meeting. Attendance at a special meeting also shall be deemed waiver of notice of all business transacted unless an objection on the basis of lack of proper notice is raised at the beginning of the meeting.

Section 7. Proxies. Voting Members may vote in person or by proxy. Each proxy shall be in writing, dated, signed, and filed with the Secretary prior to the meeting for which it is to be effective. Proxies may be delivered to the Secretary by personal delivery, U.S. mail, or facsimile transmission to any Board member or the professional management agent, if any, at least (2) two days before any meeting in which the proxy is intended to be used. Unless otherwise provided in the proxy, a proxy shall cover all votes which the Voting Member giving such proxy is entitled to cast, and in the event of any conflict between two (2) or more proxies purporting to cover the same voting rights, the later dated proxy shall prevail, or if dated as of the same date, both shall be deemed invalid. No proxy shall be valid more than eleven (11) months after its execution. Every proxy shall be revocable and shall automatically cease upon conveyance of the Dwelling Unit which the Voting Member represents.

Section 8. Quorum. A quorum shall be the presence of more than fifty percent (50%) of the voting power as specified (in person or by proxy).

Section 9. Conduct of Meetings. The President shall preside over all meetings of the Association, and the Secretary shall keep the minutes of the meeting and record in a minute book all resolutions adopted at the meeting, as well as a record of all transactions occurring at the meeting. All meetings shall be conducted in accordance with *Robert's Rules of Order*, as published from time to time.

Article Four – Board of Directors, Officers, Committees and Elections

Section 1. Board of Directors. The Board shall be comprised of five (5) directors, all of whom shall be elected at the annual membership meeting and shall serve until their successors are duly elected. The directors shall serve without compensation. There are 5 directors who serve staggered terms. The directors are elected for a three (3) year term with the terms staggered. The Board will consist of the President, Vice-President, Secretary, and Treasurer and one at-large person. Each year, the Board will elect a President, Vice-President, Secretary, and Treasurer.

Section 2. Duties of the Board. The duties of the Board of Directors shall be to ensure all components of the Bylaws, Rules and Regulations, and Restrictive covenants are current and being met, transact business, create standing rules and policies, create standing and temporary committees, submit a budget to the membership, approve major expenditures and projects, prepare reports and recommendations to the membership, and nominate a slate of directors for election each year at the Annual Meeting.

Section 3. Officers. The officers of the Association, consisting of the President, Vice President, Secretary, and Treasurer shall serve in their respective capacities both with regard to the Association and its meetings and the Board and its meetings.

A. President. The President shall preside at all meetings of the membership and of the Board and shall perform such other duties as are incident to his or her office or are properly required of him or her by the Board of Directors. The President shall serve as the primary contact for the Association and represent the Association at meetings outside of the organization and coordinate the work of all officers and committees so that the purpose of the organization is served.

B. Vice President. The Vice-President shall exercise the authority of the President in his or her absence and perform such other duties as may be assigned to him or her by the President or Board of Directors.

C. Secretary. The Secretary shall be responsible for recording the minutes of the membership and Board meetings and maintaining such other records as may be required of him or her by the President or the Board. He or she shall have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of the members with their addresses, and carry out such other duties incident to his or her office as the President may request or the Board assign.

D. Treasurer. The Treasurer shall collect and receive all monies due or belonging to the Association. He or she shall deposit the same in a bank designated by the Board in the name of the Corporation. His or her books shall at all times be open to inspection by the Board, and he or she shall report to them at every meeting the condition of the Association's finances and every item of receipt or payment not before reported; and at the annual membership meeting he or she

shall render an account of all monies received and expended during the previous fiscal year. There shall be a review of the books every two years or at the change of the Treasurer by an “internal committee” as directed by the Board.

Section 4. Nominations and Elections. Elections will be held during the Annual Meeting. The Directors shall serve as the Nomination Committee and shall select a candidate for each office and present the slate for the Annual Meeting. Nominations may also be made from the floor at the Annual Meeting. Voting shall be by written ballot or proxy.

Section 5. Eligibility. All members are eligible for office if they are members in good standing at least (14) fourteen days before the Annual Meeting.

Section 6. Committees. Committee members are volunteers and may serve on more than one committee. The committee chairman is selected by the committee members. It is recommended that committee chairmen serve for two years. No individual may serve as an officer on more than one committee.

Section 7. Vacancies. If there is a vacancy in the office of President, the Vice President will become the President. Other vacancies will be filled by the Board as temporary appointments from members in good standing to serve until the next Annual Meeting and a normal election process is initiated.

Section 8. Removal From Office. Officers can be removed from office with or without cause by a two-thirds vote of those present at the Annual Meeting or a properly notified Special Meeting, assuming a quorum has been met.

Article Four – Finances

Section 1. Budget. A tentative budget shall be drafted by the Finance Committee (1) one month prior to the Annual Meeting and sent to all Executive Board Members for comments and/or changes. The final tentative budget shall be approved by a majority vote of the members present at the Annual Meeting.

Section 2. Records. The Treasurer shall keep accurate records of any disbursements, income, and bank account information.

Section 3. Expenses. The Board shall approve all expenses of the Association.

Section 4. Financial Statements. The Treasurer shall prepare a Financial Statement each year to be approved by the membership at the Annual Meeting.

Section 5. Dissolution. Upon the dissolution of the Association, any remaining funds should be used to pay outstanding bills and, with the membership’s approval, allocate remaining funds for the benefit of Deer Creek and not directly to the Members.

Section 6. Fiscal Year. The fiscal year of the Association shall be January 1 through December 31 unless otherwise established by Board resolution.

Article Six –Miscellaneous

Section 1. Standing Rules and Regulations. Rules and Regulations may be approved by a simple majority vote of the Association and the Secretary shall keep a record of these for future reference. These Rules and Regulations shall be communicated with each new member information packet.

Section 2. Dissolution. The Association may be dissolved with (2/3) two-thirds vote of all Voting Members in writing and properly witnessed by a Notary Public.

Section 3. Amendments. These bylaws may be amended at the Annual Meeting providing that the Secretary notifies the membership of proposed changes (30) thirty days prior to the meeting and such amendments are approved by (2/3) two-thirds vote and a quorum is met for that meeting.

Section 4. Liens. The Treasurer may initiate lien procedure against the property of any member who does not pay annual assessments as assessed by the Board within thirty (30) days after the due date of the Assessment. If all assessments are not paid in full (14) fourteen days prior to the Annual Meeting, the Treasurer will present these names to the membership in attendance for approval to proceed with legal action to place a lien on each property in violation.

Members involved with lien action do not qualify to vote on any business until the lien is satisfied.

Section 5. Conflicts of Interest. Any Member may initiate a conflict of interest. The procedure is as follows:

- The Member will discuss the conflict with the Committee Chair, President, or Director making every effort to resolve the issue.
- If a satisfactory resolve of the issue is not reached, the Member may request a review of the conflict in writing to the Board. The Member should address the document to the President who will call the meeting.
- Once the meeting has been scheduled, the President will notify the Member. The Member will appear before the Board to explain the circumstances in support of their position.
- The Board will have an opportunity to question the Member. The Member will be dismissed and the Board will continue to discuss the issue and vote on a fair and reasonable decision.
- The President will recall the Member to communicate the final decision. If compensation is required, the amount will be treated as an assessment.

Certification

I, the undersigned, do hereby certify that:

1. I am the duly elected and acting Secretary of the Association;
2. The foregoing Bylaws constitute the original Bylaws of said Association, as duly adopted by the Board on the _____ day of _____, 2018.

IN WITNESS WHEREOF, I have hereunto subscribed my name on behalf of said Association this _____ day of _____, 2018.

Secretary