

AMENDED BYLAWS
OF
POTOMAC-WESTMORELAND
SHORES CIVIC CORPORATION.

ARTICLE I
Purpose

Section 1. Purposes. The purposes of the Potomac-Westmoreland Civic Corporation (“the Corporation”) shall be those stated in the Articles of Incorporation.

ARTICLE II
Membership

Section 1. Membership Eligibility. The Corporation is organized as a nonstock corporation with members. The Members shall be those persons who apply for Membership and meet the qualifications for Membership set forth in the Articles of Incorporation and in these Bylaws.

The board of directors shall approve all applications for membership and their approval shall be reflected in the minutes of the Corporation.

Membership may be revoked by a majority vote of the board of directors if any member or persons using corporation property by virtue of such a relationship with such member violates rules of the Corporation, or acts in a way that is disruptive

to operation of the Corporation or its property, or which interferes with the use of Corporation property by other members or persons otherwise entitled to use such property. Such action shall be taken within the sole discretion of the board. There shall be no refund of membership dues to any Member whose membership is so revoked.

Persons who own property in either the Potomac Shores or Westmoreland Shores subdivisions are eligible for membership. Each such lot, improved or not improved, shall be a "Qualifying Property." For purposes of membership, persons who are lessees of Qualifying Property who reside at the leased property full-time (defined as not less than nine months of each calendar year), shall, for purposes of membership, be regarded as owners during the period of their tenancy.

There shall be no more than two Members per Qualifying Property. Each Member shall be an owner of record for the Qualifying Property, as reflected in Westmoreland County, Virginia land records, or, in the case of a lessee, on a written lease produced to the Corporation.

The names of prospective Members shall appear on any membership application. Irrespective of the number of record or leasehold owners, the Corporation shall collect only one membership fee per year, per Qualifying Property.

Qualifying Property shall be geographically determined by initial subdivision plats of Potomac Shores and Westmoreland Shores.

As a condition of membership, each Member, to the fullest extent permitted by law, agrees to indemnify the Corporation and to hold it harmless for any injury or property damage suffered by a Member, a full-time resident of property owned by that Members and or the guest of any such person while using or while situated on property owned by the corporation. Membership applications shall include appropriate indemnification and hold harmless language.

Individual Qualifying Properties may have as many Members as the number of persons designated on a deed or lease, up to a maximum of two per Qualifying Property. Non-natural persons owning property may designate up to two natural persons for membership.

Section 2. Voting Rights. Voting on any issue at any meeting of the Membership shall be restricted to one vote per Member, regardless of how many properties are owned by such Member. Voting rights shall be for the matters specified in Article II, Section 4 of these Bylaws (“Membership Powers”).

Section 3. No Membership Classes. There are no classes of Membership. No stock or shares shall be issued. No derivative rights exist.

Section 3. Fees, Membership Year and Standing. Members shall pay an annual fee to be fixed by the Membership at its annual meeting. The Membership year shall be April 1 through March 31st of each calendar year. Membership shall automatically renew upon payment of the annual Membership fee and any other amounts owed to the Corporation; no new Membership application shall be required.

Members are responsible for notifying the Corporation if there are changes in their property title, leasehold or residence status that would affect their eligibility for membership.. Membership shall automatically terminate when a Member no longer qualifies for membership under these Bylaws, regardless of notice to the Corporation..

A Member is in “Good Standing” when his or her membership has been approved and when he or she pays all fees required by the Board of Directors. Privileges of membership may be suspended by the Board of Directors if any such fees are not paid. No person resigning his or her membership, or whose membership is otherwise terminated, shall be entitled to a refund of any previously paid membership fees or other charges paid to the Corporation.

Members who have not paid the annual Membership fee prior to each year’s

annual meeting shall be automatically terminated as Members of the Corporation but may re-apply with the appropriate application and payment of fees.

Section 4. Membership Powers. Members who are in Good Standing have the power to cast one vote per member at the Corporation's annual meeting for the following purposes:

- To amend, rescind, or repeal the Articles of Incorporation of the Corporation or any part of them;
- To amend, rescind, or repeal the Bylaws of the Corporation or any part of them;
- To elect Directors. Each Member household shall be permitted to cast as many votes as there are Directors to be elected but each vote shall be for a single candidate. There shall be no cumulative voting;
- To approve all Membership fees for the membership year commencing on April 1st of the year following an annual meeting;
- To approve an annual budget for the fiscal year commencing next after the annual meeting; and
- To approve any increases in existing fees or to impose new fees proposed by the Board of Directors.

The power to decide the matters listed in this Article II, Section 4 is reserved

exclusively to Members.

Except as otherwise specified in the Virginia Non-Stock Corporation Act (Virginia Code Sections 13.1-801, *et seq*, as amended), all other powers of the Corporation are reserved to the Board of Directors, including the right to adopt regulations governing the use of Corporation property and facilities by non-natural persons.

Section 5. Rights of Members. In addition to those rights specified in the Virginia Nonstock Corporation Act and those rights specified in these Bylaws, Members, their household members, spouses, domestic partners and social guests have the right to use property owned or controlled by the Corporation, subject to the Articles of Incorporation, as amended, and subject to any rules passed by the Board of Directors.

Section 6. Special Provision for Boat Slips and Marina Use. The Corporation owns a marina with boat slips. Subject to availability, any Member of the Corporation is eligible to rent one boat slip per Member following written application on a form to be approved by the Board of Directors. Any such application shall specify the Membership requirements stated in this Article I. The Corporation may impose fees for the use of the marina and boat slips in addition to the

Membership fees authorized in these Bylaws.

When a Member has complied with the application process and has been assigned an available boat slip, that Member is entitled to retain the boat slip each year so long as renewal applications, proof of insurance and applicable fees are submitted timely. Any Member may voluntarily relinquish possession of his or her boat slip at any time with no refund of slip rental fees.

ARTICLE III *Directors*

Section 1. Board of Directors. The Corporation shall have a Board of Directors, which shall exercise all powers of the Corporation not reserved to Members by these Bylaws or the Articles of Incorporation.

Section 2. Number, Election and Term of Office. The Board of Directors of the Corporation shall consist of not fewer than five (5) or more than nine (9) Directors, the exact number to be established by resolution of the Board of Directors. All Directors shall be elected annually by the Members at the Association's regular annual meeting.

Directors shall be Members of the Corporation.

Directors shall hold office for a term of one year or until a successor has been elected or appointed. Each Director's term shall commence immediately upon

election at the Corporation's annual meeting.

Directors may serve an unlimited number of consecutive terms.

Section 3. Vacancies. Any vacancy on the Board may be filled by a majority vote of the remaining Directors. Any vacancies created by enlargement of the Board, up to the maximum number permitted, may likewise be filled by action of the Board.

Section 4. Removal. Any Director may be removed by action of three-quarters vote of the entire Board of Directors, for good cause shown.

Section 5. Compensation. Directors shall receive no compensation for their services but may be reimbursed for actual expenses incurred in attending meetings and for any other authorized purpose.

Section 6. Quorum. A majority of Directors participating in a meeting of the Board, either in person or remotely shall constitute a quorum of the Board. An affirmative vote by the majority of those attending a meeting at which a quorum is present shall be necessary to constitute action of the Board unless a larger number of concurring votes shall be required by these Bylaws or by statute as to any particular matter. Directors may not vote by proxy.

Section 7. Powers and Responsibilities. The Board of Directors shall have the following powers and responsibilities:

- (a) To elect and remove Officers of the Corporation;
- (b) To manage the affairs of the Corporation in a manner consistent with the purposes and goals expressed in the Articles of Incorporation and these Bylaws;
- (c) To manage the property of the Corporation including money contributed by individuals or business entities and others and regularly to account for such property and money;
- (d) To ensure that all money collected by the Corporation is held and expended for the purpose and goal stated in the Articles of Incorporation and these Bylaws;
- (e) To hire and to remove employees, including accountants and attorneys, and enter into contracts for lease or purchase of property and for performance of services in furtherance of the purpose and goal of the Corporation. Employees need not be Members of the Corporation;
- (f) To recruit and to supervise volunteers who agree to work on behalf of the Corporation. Volunteers need not be Members of the Corporation;
- (g) To appoint committees and to delegate to them limited authority of the Board to carry out certain specific duties on behalf of the Board. All committees shall consist of at least one Board Member. Committee chairpersons shall be appointed by a majority of the Board of Directors. Members of committees need not be Members of the Corporation. Nevertheless, no committee is authorized to act on behalf of the Corporation unless such action is approved by Directors;
- (i) To propose annual budgets for approval by Members at

the Corporation's annual meeting;

- (j) To propose for approval by the Membership new fees or increase of existing fees for the use of the Corporation's property; and
- (k) To nominate persons to be elected Directors at the annual meeting of the Corporation but the Members shall be permitted to nominate candidates at the annual meeting; and
- (l) To exercise all other powers and responsibilities of the Corporation that are consistent with the Articles of Incorporation and not contrary to the laws of the Commonwealth of Virginia or of the United States.

ARTICLE IV

Meetings of the Corporation

Section 1. Annual Meetings. The Corporation shall conduct an annual meeting of all Members on the first Saturday of June of each year. The record date for such meeting shall be Thirty-five (35) days prior to the meeting. Members of record as of that date shall be given electronic or mailed notice of such meeting at least twenty-one (21) days prior to the annual meeting. The notice shall state the date, time, and location of the meeting.

A quorum shall consist of the total number of Members in good standing who are qualified to vote at the meeting and who are present in person at such meeting.

There shall be no proxies for voting or determination of a quorum.

The business to be conducted at any annual meeting shall be:

- a. Election of Directors;
- b. Approval of an annual budget for the fiscal year commencing on January 1 of the year following the annual meeting and ending on December 31st of such year;
- c. Approval of any increase in existing fees for Membership or use of Corporation property;
- d. Creation of new fees for Membership or use of Corporation property;
- e. Such other business as the Board of Directors shall specify in the notice of annual meeting.

Section 2. Special Meetings. Special Meetings of the Corporation may be called by the President of the Corporation with at least Ten (10) days' notice to all Members. Any such notice shall specify the date, time, and location of the Special Meeting, as well as the business to be conducted at the special meeting. No other business may be conducted except that stated in the notice.

Upon petition by at least Twenty-five Percent (25%) of the Members or a majority vote of the Board of Directors, the President shall be required to call a Special Meeting for any lawful purpose stated in such petition. Business to be

conducted at any such meeting shall be restricted to the purposes stated in such petition.

Section 3. Voting. At any annual or special meeting of the Corporation, Members shall be entitled to cast one vote per Member. There shall be no proxy voting, but the board shall accept absentee ballots on a form provided by the Corporation.

Section 4. Presiding Officer and Rules of Procedure. The President of the Corporation shall serve as the presiding Officer at any annual or special meeting of the Corporation and shall have the power to appoint such other Officers as he or she deems appropriate for such a meeting, including but not limited to election inspectors. The President shall not be required to appoint election inspectors until and unless he or she is requested to so by a majority of persons present at the meeting.

If appointed, there shall be a minimum of two inspectors who shall not be members of the board of directors. Prior to entering upon their duties, each inspector shall provide the written certification required under Virginia Code Section 13.1-847.1, as amended, and shall thereafter act in accordance with that section. For purposes of determining the validity of absentee ballots, such inspectors shall be

entitled to rely upon a determination by the Secretary that any such ballot is valid unless they are aware or are made aware of contrary information.

The Secretary of the Corporation shall serve as recorder and reporting secretary of any such meeting.

There shall be no electronic voting.

The rules of procedure at any annual or special meeting of the Corporation shall be the Modern Rules of Order, a copy of which is attached as Appendix A to these Bylaws.

ARTICLE V *Officers of the Corporation*

Section 1. Officers. The principal Officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer. All such Officers shall be Directors of the Corporation. Officers of the Corporation shall have the following responsibilities.

- A. The President shall be the Chief Executive Officer of the Corporation. He or she shall preside at meetings of the Board of Directors. Between regular meetings of the Board of Directors, the President shall have the power to expend monies of the Corporation not to exceed Two Hundred Fifty and No/Dollars (\$250.00) for necessary expenses of the Corporation and to make decisions on behalf of the Board that for reasons of exigency require action before the next regular meeting

of the Board of Directors. The President shall also maintain the PWSCC.org website or delegate responsibility for doing so.

During his or her term of office, the President shall also preside at any meeting of the Members.

The President may not serve as Vice President, Secretary or Treasurer during his or her term as President;

- B. The Vice President shall assist the President in carrying out the President's functions and shall become President of the Corporation upon the death, incapacity, resignation or removal from office of the President. If the President is unavailable to act promptly and the exigency of a situation requires, the Vice President may act in place of the President until such time as the President is available to act.

The Vice President shall also have responsibility for planning, conducting and reporting the results of a canvas of non-member owners and year-round renters in the Potomac-Westmoreland Shores Subdivisions.

The Vice President shall be responsible for encouraging membership in the Corporation and will assist the Treasurer in collection of dues.

The Vice President may not serve as President, Secretary or Treasurer during his or her term as Vice President;

- C. The Secretary shall be the custodian of records of the Corporation, shall keep minutes of all meetings of the Board and of the Members and shall, in general,

perform all duties incident to that office including giving notice of meetings and maintaining the records specified in these Bylaws.

All correspondence from or on behalf of the Corporation shall be prepared and signed by the Secretary.

The Secretary shall also prepare and maintain a list of Members, Directors, Officers, Committee Chairmen, special appointments and other items if information which, in his or her discretion, are useful to the Corporation. The Secretary shall also be responsible for preparing and distributing any newsletter or similar member communication authorized by the board.

In conjunction with the Treasurer, the Secretary is also responsible for the preparation and filing of annual reports with the Virginia State Corporation Commission.

The Secretary may not serve as President, Vice President or Treasurer during his or her term as Secretary;

- D. The Treasurer shall be responsible for keeping financial records and books of account in accordance with generally accepted practices and for annual audit reports of the records and accounts.

The Treasurer shall also collect and account for membership dues and other fees owed to the Corporation, except that he or she may delegate responsibility for collection of slip rental and marina fees to the Dockmaster. Nevertheless, all such monies shall be deposited into accounts under the supervision

of the Treasurer. Notices of membership dues for the year commencing on April 1 following the annual meeting shall be mailed by the Treasurer not later than March 1 preceding the annual meeting.

The Treasurer shall maintain financial records in regular order, accounting for all income and expenses and preparing reports of financial activity and account balances at each meeting of the Directors or Members.

In conjunction with the Secretary, the Treasurer is also responsible for the preparation and filing of annual reports with the Virginia State Corporation Commission.

The Treasurer may not serve as President, Vice President or Secretary during his or her term as Treasurer.

The Board of Directors may appoint such other Officers as it may from time to time deem appropriate. Officers other than the President, Secretary and Treasurer need not be Members of the Corporation. Officers may include a Dockmaster.

Section 2. Powers. Officers of the Corporation shall have all of the powers generally associated with such officers, but the Board may delegate specific powers to any Officer and impose limitations or restrictions upon the powers of any Officer as the Board may see fit.

Section 3. Election and Term. All Officers of the Corporation shall be elected by a majority vote of the Board of Directors immediately after the annual meeting

of the Corporation and each shall hold office for a term of one year or until his or her successor is elected if such election occurs more than one year after his or her election. Notwithstanding this section, the President and Secretary shall continue in those roles until the conclusion of any meeting at which their successors are chosen.

Officers may serve an unlimited number of consecutive terms.

Section 4. Vacancies. Vacancies in any office shall be filled by the Board by a majority vote of the remaining Directors at a regular or special meeting of the Board. Any Officer so elected to fill a vacancy shall hold office for a term equal to the unexpired term of the Officer he or she succeeds. The Board of Directors may remove any Officer at any time with or without cause.

Section 5. Compensation. Officers shall receive no compensation for their services but may be reimbursed for actual expenses incurred on behalf of the Corporation.

ARTICLE VI *Indemnity*

Section 1. Indemnity Generally. In accordance with Sections 13.1-876 through 13.1-878, Code of Virginia 1950, the Corporation shall indemnify any individual made a party to a proceeding because the individual is or was a Director. The terms of those Code Sections shall govern indemnity, but indemnity is

mandatory and not merely discretionary for matters permitted by statute. Expenses advanced by any such individual shall be reimbursed in accordance with Section 13.1-878.

ARTICLE VII
Meetings of Directors

Section 1. Meetings. The Board of Directors shall meet at such intervals as the Board may determine, but not less than four times per year.

Special meetings of the Directors may be called by the President with at least twenty-four (24) hours' notice to each Director, given personally or by telephone or email which notice shall state the date, time, place, and purpose of such meetings. Special meetings shall also be called by the President or the Secretary in like manner on the written request of three Directors addressed to the Secretary.

Section 2. Electronic Meetings Authorized. Regular and special meetings of the Board of Directors may be conducted remotely without the requirement of Directors being in each other's presence.

Section 3. Waiver of Notice. Before or after any meeting of the Board, any Director may in writing waive notice of such meeting, and such waiver shall be deemed equivalent to the giving of such notice. A Director's attendance at or participation in any meeting of the Board shall be waiver of notice to him or her of

such meeting, 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 for or assent to the action taken at the meeting. If all Directors are present at any meeting of the Board, no notice of the meeting shall be required, and any business may be conducted at such meeting.

Section 4. Action by Consent. In accordance with Virginia Code Section 13.1-865, as amended, and subject to the requirements of that section, the Board of Directors may act without meeting. A majority of Directors then in office may act subject to the requirements of Virginia Code Section 13.1-865, as amended.

Section 4. Notice to Members. The Board shall give notice of its meetings, whether regularly or specially called, to all Members of the Corporation .

Posting of meeting notices on the Corporation's website at least seven days in advance of any such meeting shall be sufficient notice to Members.

Section 5. Participation in Board Meetings by Members. Members shall be allowed to attend meetings of the Board of Directors but shall not be permitted to vote. Subject to reasonable time limits, the Board shall designate a portion of each regular or special meeting of the Board of Directors for Members to address the Board regarding items of concern to the Corporation or its Members.

Within its sole discretion, the Board of Directors may meet in executive session for purposes of considering business transactions involving competitive bidding, the advice of counsel, or any other matter that the board determines is inappropriate for a public session. The Board of Directors shall maintain a confidential record of discussions conducted at any such meeting, but such records shall not be subject to inspection by Members. Decisions to award a competitively bid contract shall be taken in a regular session of the Board at the conclusion of any executive session consideration. Legal advice rendered by counsel shall remain confidential unless a majority of the Directors present at any such executive session vote to disclose such advice on such terms as may be favorable to the Corporation.

Members are not permitted to attend or to participate in executive sessions of the Board.

ARTICLE VIII *Records of the Corporation*

Section 1. Record Keeping Generally. The Corporation shall keep the following records in written form or in another form capable of conversion into written form within a reasonable time.

A. A permanent record of the minutes of all meetings of its Members and Board of Directors, a record of all actions taken by the Board of Directors without a

meeting, and a record of all actions taken by a committee of the Board of Directors on behalf of the Corporation with the consent of Directors.

B. Appropriate accounting records.

C. 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, if any.

D. Copies of the following records:

- 1) The Corporation's articles or restated articles of incorporation, all amendments to them currently in effect, and any notices to Members referred to in Virginia Code Section 13.1-804 (L)(5), as amended regarding facts on which a filed document is dependent;
- 2) The Corporation's Bylaws or restated Bylaws and all amendments to them currently in effect;
- 3) Resolutions adopted by its Board of Directors creating one or more classes of Members, and fixing their relative rights, preferences, and limitations;
- 4) The minutes of all Members' meetings;
- 5) All written communications to Members generally within the past three years;
- 6) A list of the names and business addresses of its current Directors and Officers; and
- 7) The Corporation's most recent annual report delivered to the Commission under Virginia Code Section 13.1-936,

as amended.

Section 2. Inspection. All books and financial records shall be made available for examination by any Director of the Corporation or his or her authorized representative at any time during normal business hours. Member inspection rights shall be in accordance with Virginia Code Section 13.1-933, as amended.

ARTICLE IX

Operation, Effect and Severability

Section 1. Generally. These Bylaws supercede any previous Bylaws of the Corporation and shall be effective immediately upon adoption by two-thirds (2/3) vote of Members present and voting in person or by absentee ballot at any annual or special meeting of the Members provided that notice of any such meeting shall have been provided to Members at least twenty (20) days prior to such meeting with a written notice of intent to amend the Bylaws in their entirety or by order of the Westmoreland County Circuit Court.

If any provision of these Bylaws is deemed unenforceable by a court of competent jurisdiction, the remaining Bylaws shall remain in force and effect.

ARTICLE X

Amendments

Section 1. Amendments Generally. In accordance with Virginia Code

Sections 13.1-892 and 13.1-893, as amended, these Bylaws may be changed, modified, or rescinded only by an affirmative vote of Fifty Percent (50%) of Members constituting a quorum who are present and voting at any general or specially called meeting of the Corporation.

ARTICLE XI
Transitional Provision

Section 1. Transition. Following approval of these Bylaws, persons elected as directors shall continue to serve as directors for the remainder of their elected term, but shall serve as officers of the Corporation only until officers are elected by the directors, as provided in these Amended Bylaws. Election of officers as specified above shall occur at an organizational meeting of the new directors to be held immediately after the annual meeting.