

AMENDED AND RESTATED
FALLS RUN COMMUNITY ASSOCIATION

BYLAWS

ARTICLE I

Name, Principal Office, and Definitions

- 1.1 **Name.** The name of the Association shall be Falls Run Community Association, (“Association”).
- 1.2 **Principal Office.** The principal office of the Association is located at 101 Bridgewater Circle, Fredericksburg, Stafford County, Virginia 22406. The Association may have such other offices as the Board may determine or as the affairs of the Association may require.
- 1.3 **Definitions.** The words used in these Bylaws shall be given their normal, commonly understood definitions. Capitalized terms shall have the same meaning as set forth in that Declaration of Covenants, Conditions, and Restrictions for Falls Run filed in the Public Records, as amended and supplemented from time to time (the “Declaration”), unless the context indicates otherwise.
- 1.4 **Purpose.** The purpose of the Association shall be to own and operate the Common Areas, to provide recreation facilities and activities, and to carry out other functions for the maintenance and governance of Falls Run, an age-restricted community.

ARTICLE II

Association: Membership, Annual and Special Meetings

- 2.1 **Membership.** Every Owner shall be a Member of the Association. The provisions pertaining to membership in the Declaration and Articles are incorporated herein by this reference.
- 2.2 **Place of Meetings.** Meetings of the Association shall be held within the Properties or at such other suitable place within Stafford County, Commonwealth of Virginia, as may be designated by the Board.

- 2.3 Annual Meetings. Annual meetings will be held by the Board so as to occur at least ten (10) days, but not more than one hundred twenty (120) days before the close of the Association's fiscal year on a date and at a time set by the Board.
- 2.4 Special Meetings. The President may call a special meeting of the Members. In addition, it shall be the duty of the President to call a special meeting if so directed by resolution of the Board or upon a petition signed by Voting Members representing at least ten percent (10%) of the Dwelling Units.
- 2.5 Notice of Meetings. The Secretary shall cause written notice stating the place, day, and hour of any Association meeting to be delivered as required by Virginia Code Section 55-510E. Except as otherwise provided in Virginia Code Section 13.1-842, such notice shall be sent not less than fourteen (14) nor more than sixty (60) days before the date of such meeting, by or at the direction of the President or the Secretary or the officers or persons calling the meeting.
- (A) Purpose of Meeting. In the case of a special meeting or when otherwise required by statute or these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. No other business shall be transacted at a special meeting except as stated in the notice.
- (B) Delivery of Notice. The notice of a meeting, if mailed, shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his or her address as it appears on the Association's records, with postage prepaid. If sent by facsimile, computer, fiber optics, cable, or such other similar communication device, notice shall be deemed to be delivered when transmitted to the Member at his or her address or number as it appears on the Association's records. 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.
- 2.6 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 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.
- 2.7 Adjournment of Meetings. If any meeting of the Association cannot be held because a quorum is not present, the Voting Members who represent a majority of the votes present at the meeting may adjourn the meeting to a date not less than fourteen (14) nor more than thirty (30) days from the time the original meeting was called. At the reconvened meeting, if a quorum is present, any business may be transacted which might have been transacted at the meeting

originally called. If a time and place for reconvening the meeting is not fixed by those in attendance at the original meeting or if for any reason a new date is fixed for reconvening the meeting after adjournment, notice of the time and place for reconvening the meeting shall be given to Voting Members in the manner prescribed for regular meetings.

- 2.8 Attendance at Meetings/Voting. Any Member may be present at any meeting of the Members, but the voting rights shall be vested exclusively in the Voting Members. Each Voting Member shall be entitled to one (1) vote for each Dwelling Unit which the Voting Member represents.
- 2.9 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 Electronic Transmission to any Board member or the professional management agent, if any. 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.
- 2.10 Majority. As used in these Bylaws, the term "majority" shall mean those votes, Owners, Voting Members, or other group, as the context may indicate, totaling more than fifty percent (50%) of the total eligible number.
- 2.11 Voting Member. Voting Member, as defined in Article III, paragraph 3.3 of the Declaration of Covenants, Conditions, and Restrictions for Falls Run is the person designated by all of the owners of a Falls Run home. Each Voting Member shall be entitled to one (1) vote for each Dwelling Unit which the voting Member represents.
- 2.12 Quorum. Except as otherwise provided in these Bylaws or in the Declaration, the presence of the voting Members (in person or by proxy) representing at least ten percent (10%) of the total votes in the Association shall constitute a quorum at all meetings of the Association.
- 2.13 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.

ARTICLE III

Board of Directors: Voting, Composition, Powers, and Meetings

A. Composition and Selection

- 3.1 **Term of Office and Election.** Each Director shall hold office until his or her term expires or until his or her successor has been elected. Terms of Directors expire at the conclusion of the Annual Meeting. The Board shall consist of seven (7) Directors, each serving for two years. No elected Director shall serve for more than three (3) consecutive full terms.
- 3.2 **Nomination of Directors.** Nominations for election to the Board shall be made in accordance with policies and procedures established, from time to time, by the Board. Such policies and procedures may include, but are not limited to, requiring a specified number of signatures as a precondition to appearing on the ballot or permitting nominations through a Nominating Committee.
- 3.3 **Policies and Procedures.** The Board shall establish policies and procedures for election of Directors no later than sixty (60) days prior to any election. Nominations for election of Directors shall be made no later than thirty (30) days before the election shall be held. The Board shall provide for as many nominations on each slate for election to the Board as it, in its discretion, shall determine.
- 3.4 **Nominating Committee.** For any election, the Board may, but shall not be obligated to, appoint a Nominating Committee. If appointed, the Nominating Committee shall consist of three (3) or more persons and a Chairperson, who shall be a member of the Board. The remaining members of the Nominating committee shall be Members, Residents, or Voting Members.
- 3.5 **Election Process.** Voting for the election of Directors by the Voting Members may be by ballots mailed to the Voting Members and shall be conducted according to the Election Policy established by the Board. The Board shall determine the method of voting, the form of all ballots, the wording of questions thereon and the deadline for return of ballots. The Board may include on ballots any questions of which it seeks an advisory vote. Any other matters may be voted on by mail-in ballot to the extent not prohibited by law.

B. Meetings.

- 3.6 **Organizational Meetings.** The Board shall hold a meeting within thirty (30) days after each annual meeting of the Members.

- 3.7 Meetings. Regular meetings of the Board may be held at such time and place as the Board shall determine, but at least one (1) such meeting shall be held each quarter. Special meetings of the Board shall be held when requested by the President, Vice President or the majority of the Directors.
- 3.8 Notice of Meetings. Notice of the time and place of a regular or special meeting shall be communicated to Directors and to Members of the Association as provided in Virginia Code Section 55-510.1B. The notice shall specify the time and place of the meeting and, in the case of a special meeting, the nature of any special business to be considered. The notice shall be given to each Director by one (1) of the following methods: (a) personal delivery; (b) first class mail, postage prepaid; (c) telephone communication, either directly to the Director or to a person at the Director's office or home who would reasonably be expected to communicate such notice promptly to the Director; or (d) by Electronic Transmission (e.g. facsimile, computer, fiber optics, or any such other communication device). All such notices shall be given at the Director's telephone or facsimile, or e-mail number or sent to the Director's address as shown on the Association's records. Notices sent by first class mail shall be deposited into a United States mailbox not less than four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, facsimile, or other device shall be delivered, telephoned, or transmitted at least seventy-two (72) hours before the time set for the meeting.
- 3.9 Waiver of Notice. The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (a) a quorum is present, and (b) either before or after the meeting each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. Notice of a meeting also shall be deemed given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.
- 3.10 Quorum of Board of Directors. At all meetings of the Board, a majority of the Directors shall constitute a quorum for the transaction of business, and the votes of a majority of the Directors present at a meeting at which a quorum is present shall constitute the decision of the Board, unless otherwise specifically provided in these Bylaws or the Declaration. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting. If any meeting of the Board cannot be held because a quorum is not present, a majority of the Directors present at such meeting may adjourn the meeting to a time not less than five (5) nor more than thirty (30) days from the date of the original meeting. At the reconvened meeting, if a quorum is present, any business which might have been transacted at the meeting originally called may be transacted without further notice.

- 3.11 Compensation. No Director shall receive any compensation from the Association for acting as such; provided however, any Director may be reimbursed for expenses incurred on behalf of the Association upon approval of a majority of the other Directors. Nothing herein shall prohibit the Association from compensating a Director, or any entity with which a Director is affiliated, for services or supplies furnished to the Association in a capacity other than as a Director pursuant to a contract or agreement with the Association.
- 3.12 Conduct of Meetings. The President shall preside over all meetings of the Board, and the Secretary shall keep a minute book of meetings of the Board, recording all resolutions adopted by the Board and all transactions and proceedings occurring at such meetings. All meetings shall be conducted in accordance with Roberts Rules of Order, (current edition), as published from time to time.
- 3.13 Attendance at Meetings by Members. Members may attend meetings of the Board unless excluded by the Board pursuant to Virginia Code Section 55-510.1 C. Also, the Board shall hold informational meetings from time to time, but not less frequently than once each year, to which all Members shall be invited and at which the Board shall report to the Members on what the Board has worked on and accomplished since the preceding meeting and shall open the meeting for questions and comments from Members.
- 3.14 Action Without a Formal Meeting. Any action to be taken at a meeting of the Directors or any action that may be taken at a meeting of the Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors, and such consent shall have the same force and effect as a unanimous vote. Written consent or consents shall be filed with the minutes of the proceedings of the Board.
- 3.15 Telephonic Participation. One (1) or more Directors may participate in and vote during any regular or special meeting of the Board by telephone conference call or similar communication equipment by means of which all Persons participating in the meeting can hear each other at the same time, and those Directors so participating shall be present at such meeting. Any such meeting at which a quorum participates shall constitute a meeting of the Board.

C. Powers and Duties.

- 3.16 Powers. The Board shall have all of the powers and duties necessary and appropriate for the administration of the Association's affairs and for performing all responsibilities and exercising all rights of the Association as set forth in the Declaration, these Bylaws, the Articles, and as provided by law. The Board may do or cause to be done all acts and things as are not by the Declaration, Articles,

these Bylaws, or Virginia law directed to be done and exercised exclusively by the Voting Members or the membership generally.

The duties of the Board shall include, without limitation:

- (A) preparation and adoption of annual budgets and establishing each Owner's share of the Common Expenses, if any;
- (B) levying and collecting assessments from the Owners to fund the Common Expenses, if any;
- (C) levying and collecting Assessments;
- (D) providing for the operation, care, upkeep, and maintenance of Areas of Common Responsibility;
- (E) providing for the recreation and social activities for the Members of the Association;
- (F) designating, hiring, and dismissing the personnel necessary to carry out the rights and responsibilities of the Association and, where appropriate, providing for the compensation of such personnel and for the purchase of equipment, supplies, and materials to be used by such personnel in the performance of their duties;
- (G) depositing all funds received on behalf of the Association in a bank depository which the Board shall approve or in U.S. Treasury instruments and using such funds to operate the Association; provided, any reserve fund may be deposited, in the Directors' best business judgment, in depositories other than banks;
- (H) making and amending rules and regulations, including use restrictions, and establishing penalties for infractions thereof;
- (I) opening of bank accounts on behalf of the Association and designating the signatories required;
- (J) making or contracting for the making of repairs, additions, and improvements to or alterations of the Common Area in accordance with the Declaration and these Bylaws;
- (K) subject to limitations provided for in the Declaration, enforcing by legal means the provisions of the Declaration, these Bylaws, and the rules adopted by the Board and bringing any proceedings which may be instituted on behalf of or against the Owners concerning the Association;
- (L) obtaining and carrying property, liability and other insurance, as provided in the Declaration, paying the cost thereof, and filing and adjusting claims, as appropriate
- (M) paying all taxes and/or assessments which are or could become a lien on the Common Area or a portion thereof;
- (N) paying the cost of all services rendered to the Association or its Members and not chargeable directly to specific Owners;
- (O) keeping books with detailed accounts of the receipts and expenditures of the Association;
- (P) making available (at a reasonable cost) to any prospective purchaser of a Dwelling Unit, any Owner, and the holders, insurers, and guarantors of

- any Mortgage on any Dwelling Unit, current copies of the disclosure packet required under Virginia law;
- (Q) permitting utility suppliers to use portions of the Common Area reasonably necessary to the ongoing development or operation of the Properties;
 - (R) indemnifying a Director, officer or committee member, or former Director, officer or committee member of the Association to the extent such indemnity is required by Virginia law and the Articles; and
 - (S) assisting in the resolution of disputes between owners and others without litigation, as set forth in the Declaration.

3.17 Management. The Board may, but shall not be required to, contract with a professional management company at an amount established by the Board to perform such duties and services as the Board shall authorize for the Association. The Board may delegate to such management company such powers as are necessary to perform its assigned duties, but shall not delegate policy making authority. The Board may delegate to one (1) of its members the authority to act on behalf of the Board on all matters relating to the duties of the management company, if any, which might arise between meetings of the Board.

3.18 Accounts and Reports. The following management standards of performance shall be followed unless the Board, by resolution, determines otherwise:

- (A) accrual accounting, as defined by generally accepted accounting principles, shall be employed; provided however, that any "shortage" shall be calculated on a cash basis of accounting as provided in the Declaration;
- (B) accounting and controls should conform to generally accepted accounting principles;
- (C) cash accounts of the Association shall not be commingled with any other accounts;
- (D) no remuneration shall be accepted by the Managing Agent from vendors, independent contractors, or others providing goods or services to the Association, whether in the form of commissions, finder's fees, service fees, prizes, gifts, or otherwise; any thing of value received shall benefit the Association;
- (E) any financial or other interest which the managing agent may have in any firm providing goods or services to the Association shall be disclosed promptly to the Board; and
- (F) the following financial and related information shall be regularly prepared by the Board and copies made available to all Members of the Association at the expense of the Association:
 - (i) The Board shall cause a reserve budget and an expense budget (collectively referred to as the "Budget") for the Association (which shall include the budget for all Common Areas), to be prepared for each fiscal year of the Association. The Board shall post written

notice in a prominent place within the Properties that the Budget is available at the business office of the Association or at another suitable location within the Properties. If any Member requests a copy of the Budget, the Association shall provide one (1) copy to the Member without charge by first-class United States mail and deliver such copy within seven (7) days of such request.

- (ii) The Board shall cause an annual financial statement or annual audit report ("Financial Statement") to be prepared in accordance with generally accepted accounting principles within one hundred twenty (120) days after close of the Association's fiscal year. The Board shall post written notice in a prominent place within the Properties that the Financial Statement is available at the business office of the Association or at another suitable location within the Properties. If any Member requests a copy of the Financial Statement, the Association shall provide one (1) copy to the Member without charge by first-class United States mail and deliver such copy within seven (7) days of such request. The Financial Statement shall consist of:

- (a) a balance sheet as of the end of the fiscal year;
- (b) an income and expense statement for the fiscal year (this statement shall include a schedule of assessments received and receivables identified by the total number of the Dwelling Units); and
- (c) a statement of changes in financial position for the fiscal year.

Such Financial Statement shall be prepared on an audited, reviewed, or compiled basis, as the Board determines, by an independent public accountant.

- (iii) The Board shall do the following at least quarterly:
 - (a) cause a current reconciliation of the Association's operating accounts to be made and review the same;
 - (b) cause a current reconciliation of the Association's reserve accounts to be made and review the same;
 - (c) review the current year's actual reserve revenues and expenses compared to the current year's Budget;
 - (d) review the most current account statements prepared by the financial institution where the Association has its operating and reserve accounts;
 - (e) review an income and expense statement for the Association's operating and reserve accounts; and

- (f) review the delinquency report listing all Owners who are delinquent in paying any assessments at the time of the report and describing the status of any action to collect such assessments which remain delinquent.

- 3.19 Borrowing. The Association, acting through its Board, shall have the power to borrow money for any legal purpose; provided, the Board shall obtain the approval by vote or written consent of Voting Members representing at least a majority of the total votes if the proposed borrowing is for the purpose of making discretionary capital improvements or purchasing additional capital assets and the total amount of such borrowing, together with all other debt incurred within the previous twelve (12) month period, exceeds or would exceed ten percent (10%) of the budgeted gross Common Expenses of the Association for that fiscal year. No mortgage lien shall be placed on any portion of the Common Area without the affirmative vote or written consent of Voting Members representing at least a majority of the total votes of Dwelling Units entitled to use such portion.
- 3.20 Rights of the Association. The Association shall have the right to contract with any Person for the performance of various duties and functions. This right shall include, without limitation, the right to enter into common management, operational, or other agreements with trusts, condominium associations, cooperative associations, non-condominium homeowners associations and other owners or residents associations, both within and outside the Properties.
- 3.21 Enforcement of Violations of Governing Documents. The Board, pursuant to Virginia Code Ann., Section 55-513B, and the Declaration, para. 4.3, may impose graduated sanctions for violations of the Governing Documents. The Board shall develop enforcement policies and procedures for imposing sanctions.
- 3.22 Board Training. Each Director shall attend a Board training seminar within the first six (6) months he or she serves as a Director. Such seminar shall educate the Directors about their responsibilities and duties and may be live, video or audio tape, or other format. The Board shall offer the seminar at a time reasonably convenient for the subject Director. In conjunction with this requirement, prior to serving as a Director, each board member shall certify in writing that he or she has read and understands the Governing Documents.
- 3.23 Board Standards. In the performance of their duties, Directors and officers are subject to insulation from liability provided for Directors and officers of corporations by Virginia laws and as otherwise provided in the Governing Documents. A Director shall discharge his or her duties in accordance with his or her good faith judgment of the best interests of the Association.

ARTICLE IV

Officers

- 4.1 **Officers.** The officers of the Association shall be a President, Vice President, Secretary, and Treasurer. The President shall be elected from among the members of the Board; other officers may, but need not, be members of the Board. The Board may appoint such other officers, including one (1) or more Assistant Secretaries and one (1) or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed by the Board. Any two (2) or more offices may be held by the same person, except the offices of President, and Secretary.
- 4.2 **Election and Term of Office.** The officers of the Association shall be elected annually by the Board at the first meeting of the Board following installation of directors at the annual meeting.
- 4.3 **Powers and Duties.** The officers of the Association shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as may specifically be conferred or imposed by the Board.
- (A) **President.** The President shall be the chief executive officer of the Association and shall preside at all meetings of the Association and of the Board of Directors. He or she shall have all of the general powers and duties which are incident to the office of president of a corporation organized under the Virginia Nonstock Corporation Act, including, but not limited to, the power to appoint committees, subject to the confirmation of the Board of Directors, act as the main point of contact with Association management, and make decisions appropriate in the conduct of the affairs of the Association.
- (B) **Vice President.** The Vice President shall take the place and perform the duties of the President whenever the President is absent or unable to act. If neither the President nor the Vice President is able to act, the Board of Directors shall appoint some other member of the Board of Directors to act in the place of the President on an interim basis. The Vice President shall also perform such other duties as shall from time to time be imposed upon him or her by the Board of Directors or by the President.
- (C) **Secretary.** The Secretary shall keep the minutes of all meetings of the Association and of the Board of Directors. He or she shall have charge of such books and papers as the Board of Directors may direct, and he or she shall, in general, perform all the duties incident to the office of the secretary of a corporation organized under the Virginia Nonstock Corporation Act. The secretary shall hold responsibility for filing the annual report required by Virginia Code Section 55-516-1. In the Secretary's absence, any officer directed by the Board shall perform the duties incident to the office of the secretary.

(D) Treasurer. The Treasurer shall be responsible for overseeing the Association funds and securities and keep full and accurate financial records and books of account showing all required financial data. He or she shall oversee the deposit of all monies and other valuable effects in the name of the Board of Directors or the Managing Agent in such depositories as may from time to time be designated by the Board of Directors. The Treasurer shall have primary responsibility for preparing the budget as provided for in the Declaration and may delegate all or part of the preparation and notification duties to a finance committee, management agent, or both. It is the duty of the Secretary and the Treasurer to prepare the disclosure packets required by Virginia Code Section 55-512.

4.4 Resignation. Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.5 Agreements, Contracts, Deeds, Leases, Checks, Etc. All agreements, contracts, deeds, leases, checks, and other instruments of the Association shall be executed by at least two (2) officers or by such other person or persons as may be designated by resolution of the Board.

4.6 Compensation. Compensation of officers shall be subject to the same limitations as compensation of Directors under Section 3.11 hereof.

ARTICLE V

Committees Designated by the Board

5.1 General. The Board may establish such committees and as it deems appropriate to perform such tasks and functions as the Board may designate by resolution. Committee members serve at the Board's discretion for such periods as the Board may designate by resolution; provided, however, any committee member, including the committee chair, may be removed by the vote of a majority of the Directors. Each committee shall operate in accordance with the terms of the resolution establishing such committee.

5.2 Covenants Committee. In addition to any other committees which the Board may establish pursuant to Section 5.1, the Board shall appoint a covenants committee consisting of at least three (3) and no more than seven (7) members. Acting in accordance with the provisions of the Declaration, these Bylaws, and

resolutions the Board may adopt, the covenants committee, shall be the hearing tribunal of the Association.

- 5.3 Modifications Committee. The Board shall appoint a Modifications Committee as provided in Section 8.2 of the Declaration

ARTICLE VI

Miscellaneous

- 6.1 Fiscal Year. The fiscal year of the Association shall be January 1 through December 31 unless otherwise established by Board resolution.
- 6.2 Parliamentary Rules. Except as may be modified by Board resolution, Robert's Rules of Order (current edition) shall govern the conduct of Association proceedings when not in conflict with Virginia law, the Articles, the Declaration or these Bylaws.
- 6.3 Conflicts. If there are conflicts between the provisions of Virginia law, the Articles, the Declaration, and these Bylaws, the provisions of Virginia law, the Declaration, the Articles, and the Bylaws (in that order) shall prevail.
- 6.4 Books and Records.
- (A) Inspection By Members. Access by Members to the books and records of the Association shall be governed by Virginia Code Section 55-510 and Virginia Code Sections 13.1-933 and 13.1-934.
 - (B) Inspection by Directors. Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of the Association and the physical properties owned or controlled by the Association. The right of inspection by a Director includes the right to make a copy of relevant documents at the expense of the Association in furtherance of such Director's duties as a Director.
- 6.5 Notices. Unless otherwise provided in these Bylaws, all notices, demands, bills, statements, or other communications under these Bylaws shall be in writing and shall be deemed to have been duly given if delivered personally or if sent by United States mail, first class postage prepaid:
- (A) if to a Member or Voting Member, at the address which the Member or Voting Member has designated in writing and filed with the Secretary or, if no such address has been designated, at the address of the Dwelling Unit of such Member or Voting member; or

(B) if to the Association, the Board, or the managing agent, at the principal office of the Association or the managing agent, if any, or at such other address as shall be designated by notice in writing to the Members pursuant to this Section.

6.6 Maintaining Age Restricted Community Status. To ensure the Falls Run Community Association continues to maintain its status as an age restricted community, in accordance with the requirements of federal law, the Board shall develop and enforce policies and procedures to obtain the required data needed from residents to meet the state and federal compliance requirements.

6.7 Amendment.

(A) Approval. These Bylaws may be amended only by resolution duly adopted by the Board. Notwithstanding the above, the percentage of votes necessary to amend a specific clause shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause.

(B) Validity and Effective Date of Amendments. Amendments to these Bylaws shall become effective when adopted by the Board of Directors at a duly called meeting of the Board unless otherwise provided in the amendment.

If an Owner consents to any amendment to these Bylaws, it will be conclusively presumed that such Owner has the authority to do so, and no contrary provision in any Mortgage or contract between the Owner and a third party will affect the validity of such amendment.

These Amended and Restated Falls Run Community Association Bylaws supersede and replace all previously-adopted Bylaws and shall take effect on the 22nd day of April 2009.

FALLS RUN COMMUNITY ASSOCIATION, INC.

By: _____ /s/ _____

Donald M. Horan, President

ATTEST:

I, Thomas J. Whalen, Secretary of the Falls Run Community Association, hereby attest that the foregoing Amended and Restated Falls Run Community Association Bylaws was duly adopted by resolution of the Board of Directors on the 22nd day of April, 2009.

By: _____ /s/ _____
Secretary

CERTIFICATE OF MAILING:

I certify that these Amended and Restated Bylaws of Falls Run Community Association were mailed on ____ day of _____, 2009 to all of the Members at their address of record in accordance with the requirements of Section 6.5 of these Amended and Restated Bylaws of Falls Run Community Association.

By: _____

Title: _____