

BY-LAWS OF FOX RUN ASSOCIATION, INC.

July 9, 2011

Amended 8/3/13

ARTICLE I

Name and Object of Corporation

Section 1. Name. This corporation shall be known as FOX RUN ASSOCIATION, INC.

Section 2. Object. The object of the corporation shall be to administer and maintain the community facilities and properties of "Fox Run on Lake Gaston, a Division of Tanglewood Land Company, Inc.," LaCrosse Magisterial District, Mecklenburg County, Virginia, for the exclusive social, residential and recreational benefit and pleasure of its members and their duly authorized guests, to implement and enforce the "Declaration of Protective Covenants and Agreements" made by the Tanglewood Land Company, Inc., March 8, 1976, recorded in the Clerk's Office of the Circuit Court of said County in Deed Book 254, page 1 (the "Declaration"); to collect and disburse the assessments and charges as set forth in said Declaration; and to cooperate with public officials in planning and facilitating such rules and regulations as may hereafter be promulgated by lawful authority in relation to the subdivision, if any.

ARTICLE II

Membership

Section 1. Members. The membership of this corporation shall be limited to those persons owning one or more of the original lots or parcels of land in "Fox Run on Lake Gaston."

Section 2. Voting Rights. The owner or owners of each individual original lot shall be entitled to one vote per lot, without regard to the number of persons or legal entities having an ownership interest in such lot.

In the event that more than one person or entity are the owners of any such original lot, they shall designate the person authorized to cast said vote in all matters involving the corporation, including any regular or, special meeting of the membership. When only one co-owner is present at a meeting, that person is deemed to be the person authorized to vote.

Section 3. Certificates of Membership. Certificates of membership in the corporation need not be issued. Evidence of ownership shall be in the form of a Deed issued by Tanglewood Land Company, Inc. to the first purchaser of any original lot for the conveyance of said lot to such purchaser, evidence of ownership in the current owner shall be in the form of acceptable

indicia of the present status of record title. Membership in the corporation is and shall be an appurtenance to said lots and shall run with said land.

ARTICLE III

Governance

Section 1. Board of Directors. The general management of the affairs of the corporation shall be vested in the Board of Directors, who shall be elected as hereinafter provided. The number of Directors shall be five and may be increased or decreased from time to time by amendment of the By-Laws in the manner hereinafter provided.

Section 2. Officers. The officers of the corporation shall consist of a President, a Vice President, a Secretary, a Treasurer, and a Chairman for the Architectural Control Committee. No person may hold more than one office.

The officers shall have all such powers, duties and authority as is normally enjoyed by such officers incident to their respective offices, as well as such power and duties as may be given or placed upon them by law or delegated to them from time to time by the Directors or members.

ARTICLE IV

Meetings

Section 1. Annual Meeting of members. The annual meeting of the members of the corporation shall be held on the first Saturday in August of each year. Notice of the date, time and place of the annual meeting shall be mailed to each member not less than fourteen days nor more than fifty days prior thereto.

Section 2. Special Meeting of Members. Special meetings of the members may be called by any officer of the corporation at any time on his own initiative or by any officer of the corporation upon the request of five members to any such officer made in writing. Notice of the date, time, place and purpose of the meeting shall be mailed to each member at least ten but not more than thirty days prior to the meeting, and at such special meeting there shall be considered only such business as is specified in the notice.

Section 3. Quorum for Members' Meetings. At all duly noticed meetings of the Association, either regular or special, the members present, in person or by proxy, shall constitute a quorum.

Section 4. Order of Business. At all meetings of the membership, the order of business shall be as follows:

- (a) Reading of minutes of the meeting next preceding for information and approval;

- (b) Report of Officers;
- (c) Report of Committees;
- (d) Unfinished business;
- (e) New business;
- (f) Election of Officers/Directors.

Section 5. Proxy Votes. Proxy votes shall be permitted at all meetings, regular or special, of the membership, but not of the Board. Proxies shall be in writing and may be general or specific. A general proxy may be filed with the Secretary of the corporation, in writing, dated and signed by the duly authorized voting member of any original lot. It shall be valid for a period of one year from date. Such proxy shall authorize the attorney-in-fact named therein to vote on behalf of the authorized voting member on all matters pertaining to the corporation in the absence of such authorized voting member.

Special proxies executed by the authorized voting member and dated may be limited to a specific meeting or to a specific item of business to be conducted at such meeting.

Special or general proxies filed with the Secretary may be revoked by the authorized voting member at any time, but such revocation shall have no effect on any vote cast by proxy after adjournment of the meeting in which said vote was cast.

Section 6. Annual Meetings of Board. The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the membership.

Section 7. Special Meeting of Board. Special meetings of the Board of Directors may be called by the President or any member of the Board upon not less than three nor more than thirty days written notice. Notice of any regular or special meetings of the Board may be waived in writing.

Section 8. Quorum for Board Meetings. A majority of the Directors then in office shall constitute a quorum.

Section 9. Actions by Board. In order for a motion, resolution or other action to be approved, it must receive the affirmation vote of a majority of the Directors then in office.

ARTICLE V

Election of Directors and Officers

Section 1. Election of Directors. The Directors shall be members of the corporation. The persons who are elected to serve as officers are thereby also elected to serve as Directors. The terms of officers and Directors shall be concurrent.

Section 2. Election of Officers. The officers shall be members of the corporation and shall be elected at the annual membership meeting for a term of one year. Beginning in July 2011, the terms shall be three years, provided, however, that in that year, specific officers shall be elected for one, two, or three years, to the end that thereafter officers will be elected for staggered terms of three years each. The Board of Directors shall prescribe the method of implementing the transition to staggered terms and shall designate the particular officers who

are to be elected for terms of one, two or three years in 2011. At the conclusion of those respective terms and thereafter, each officer/Director shall be elected to a three-year term.

Section 3. Beginning of Terms. The terms of officers/directors shall begin at the conclusion of the meeting at which they are elected.

ARTICLE VI

Vacancies in Office

If a vacancy occurs among the officers, the vacancy shall be filled for the unexpired term by the Board of Directors. If a vacancy occurs in the Board of Directors at a time when the vacating director is not an officer, the remaining Directors shall elect a new director to serve until the next annual meeting of the members.

ARTICLE VII

Duties of Officers

Section 1. President. The President shall preside at all meetings of the Association and of the Board of Directors and shall appoint such committees as he or the Association shall consider expedient or necessary.

Section 2. Vice President. In the absence of the President, the Vice President shall perform his duties, and, in the absence of both President and Vice President, the Secretary shall preside and perform the duties of the President. If none of the three is available, the Treasurer shall act.

Section 3. Secretary. The Secretary shall keep the minutes of all meetings of the Association and of the Board of Directors and shall mail out all notices for meetings of the Association or the Board of Directors.

Section 4. Treasurer. The Treasurer shall have charge of all receipts and monies of the Association, deposit them in the name of the Association in the bank approved by the Board of Directors, and disburse funds as ordered or authorized by the Board of Directors. He shall keep accurate account and collect all application fees, dues, and charges due from members, keep regular accounts of his receipts and disbursements; submit his records when requested; and give an itemized statement at regular meetings of the Association. He shall sign checks and withdrawal slips on behalf of the Association, and the same shall be honored on his signature alone. The Board may also grant to other officer(s) the authority to sign checks and withdrawal slips on behalf of the Association.

Section 5. Chairman of the Architectural Control Committee. The Chairman of the Architectural Control Committee shall chair said committee and see to it that the responsibilities placed upon them by the Declaration are fulfilled.

Section 6. Execution of Instruments. The President and the Secretary shall, on being so directed by the Board, sign all leases, contracts or other instruments in writing on behalf of the association.

ARTICLE VIII

Compensation of Directors and Officers

No member, officer or director shall receive any salary, profit, dividend or compensation by virtue of his office or membership, except, however, that any member, officer or director may be compensated for costs incurred by him in connection with the conduct of the corporate affairs and may be reimbursed for any sums expended by him in behalf of the corporation if such expenditure is authorized or ratified by the Board.

ARTICLE IX

Definition

The definitions set forth in Article I, Section 1, of the “Declaration of Protective Covenants and Agreements” of March 1, 1976, made by Tanglewood Land Company, Inc., of record in Virginia, are hereby incorporated herein by reference.

ARTICLE X

Directors’ Absence from Meetings – Effect and Tender of Resignation of Directors

If any member of the Board of Directors shall miss more than two consecutive meetings of the Board, whether such meetings be regular or special, such member shall be deemed to have resigned as Director of the corporation as effective and to the same extent and purpose as if he had tendered his resignation to the Board. In such case, a vacancy shall be declared and shall be filled by the remained members of the Board in accordance with the provisions of Article VI hereof.

ARTICLE XI

Expenditures

Section 1. Budget. The Board of Directors shall present a suggested budget of expenditures for the next calendar year at the annual meeting of the membership.

Section 2. Annual Expenditures. The Board of Directors shall not make any expenditures that exceed the amount of monies held by the Association.

Section 3. Contingency Fund. Ten percent of annual dues collected shall be added to and be held in a Contingency Fund. Monies from this fund cannot be spent unless approved by the membership at an annual or special meeting, or the existence of an emergency situation is declared by the President.

ARTICLE XII

Amendment

Unless prohibited by law, these By-Laws may be amended by either the Board of Directors or the membership, provided, however, that if the members, in repealing, adopting, or modifying a By-Law, expressly state that the Board may not modify, repeal, or reinstate that By-Law, the Board may not do so.

Fox Run By-Laws – 7-2011

First sentence in Section 1 of Article IV amended 8/3/13