

BY-LAWS OF LONGVIEW HOMEOWNERS ASSOCIATION, INC.

ARTICLE 1. OFFICERS:

The registered office of the corporation shall be at the address stated in its Articles of Incorporation or subsequent amendments.

The corporation shall have a principal office, and such other offices, whether within or without the Commonwealth, as the Board may designate.

ARTICLE II. MEMBERS:

Section 1. Annual Meeting: The annual meeting of members shall be held on or before September 30th of each year for the election of directors and such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated for any annual meeting, the Board shall cause the election to be held at a special meeting of the members as soon thereafter as may be practical.

Section 2. Special Meetings: Special meetings of the members may be called by the Board, by the President, or by, not less than a quorum of the members entitled to vote at such meeting.

Section 3. Place of Meeting: The place of meeting shall be the principal office of the corporation, unless otherwise designated by the Board or the President, or by the members pursuant to Section 2 of this Article, and except as otherwise provided in Section 5 of this Article.

Section 4. Notice of Meetings: Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose(s) for which the meeting is called, shall be delivered not less than 2 nor more than 14 days before the date of the meeting, either personally or by mail, by or at the direction of the President, Secretary, or the persons calling the meeting. If mailed, such notice shall be deemed to be delivered when mailed and deposited in the U.S. Mail addressed to the member at his address as it appears on the membership book of the corporation, with postage thereon prepaid.

Section 5. Meeting of all Members: If all of the members shall meet at any time and place, either within or without the Commonwealth, and consent to the holding of a meeting, such meeting shall be valid without call or notice and at such meeting any corporate action may be taken.

Section 6. Closing of Membership Books, Fixing of Record Date: For the purpose of determining members entitled to notice of or to vote at any meeting of members, the Board may provide that the membership books shall be closed for a stated period not to exceed in any case 21 days.

Section 7. Noting Record: The Secretary of the Board shall make a complete record of the members entitled to vote at each meeting of members, arranged in alphabetical order, with the mailing address of each member. Such record shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time for the meeting for the purposes thereof.

Section 8. Quorum: A majority of 51% of members entitled to vote or 21 members, or whichever is higher, shall constitute a quorum.

Section 9. Proxies: At all meetings of members, a member may vote in person and no proxy shall be allowed.

Section 10. Voting: A member shall be allowed to vote one vote for each lot owned by that member.

Section 11. Informal Action by Members: Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

ARTICLE III. DIRECTORS:

Section 1. General Powers: The business and affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure, and Qualifications: The number of directors of the corporation shall be seven. Each President, Vice President, Treasurer, and Secretary shall, by virtue of their offices, serve as four (4) of the seven (7) directors, and each shall serve a one-year term. The remaining three (3) directors shall serve for three-year terms and may succeed themselves if so elected by the membership. The directors shall serve staggered terms, the result being that one (1) director shall be elected each year by the membership, pursuant to Article II, Section 1 of these By-Laws. Directors, once elected, shall hold office for their term and until the next annual meeting of the members, and directors shall be members of the corporation.

Section 3. Regular Meetings: A regular meeting of the Board shall be held without other notice immediately after, and at the same place as, the annual meeting of members. The Board may provide, by resolution, the time and place, either within or without the Commonwealth, for the holding of additional regular meetings without other notice than such resolution.

Section 4. Special Meetings: Special meetings of the Board may be called by or at the request of the President or any two directors who may fix any place, either within or without the Commonwealth, as the place for holding any special meeting of the Board called by them.

Section 5. Notice: Notice of any special meeting shall be given at least two days previously thereto by written notice delivered personally or mailed to each director at his business address, provided, however, that any director may waive notice of such special meeting.

Section 6. Quorum: A majority of the Board fixed by Section 2 of this Article shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 7. Manner of Acting: The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 8. Action without a Meeting: Any action required or permitted to be taken by the Board at a meeting may be taken without a meeting if a consent, in writing, setting forth the action taken, shall be signed by all of the directors. Such consent shall have the same effect as a unanimous vote.

Section 9. Vacancies: Any vacancy occurring in the Board may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by election by the Board for a term continuing only until the next election of directors by members.

ARTICLE IV. OFFICERS:

Section 1. Number: The officers of the corporation shall be President, Vice President, Treasurer, and Secretary, each of whom shall be elected by the Board.

Section 2. Election and Term of Office: The officers shall be elected annually by the Board to serve a term of one year, or until his successor shall have been duly elected and shall have qualified.

Section 3. Removal: Any officer or agent may be removed by the Board whenever in the Board's judgment the best interests of the corporation will be served thereby.

Section 4. Vacancies: A vacancy in any office, for whatever reason, may be filled by the Board for the unexpired portion of the term.

Section 5. President: The President shall be the principal executive officer of the corporation and, subject to the control of the Board, shall in general supervise and control all of the business and affairs at all meetings of the members and of the Board.

Section 6. Vice President: The Vice President shall assist the President at all meetings, and share in the duties of the President when called upon. In the event the President is not present, or cannot fulfill his duties as President, the Vice President shall assume the President's duties, until a new President can be elected.

Section 7. Secretary: The Secretary shall keep the minutes of the proceedings of the members and of the Board; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and of the seal of the corporation; have general charge of the membership books of the corporation, and generally perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned by the President of the Board.

Section 8. Treasurer: The Treasurer shall have charge and custody of and be responsible for all funds of the corporation; in general perform all duties incident to the office and such other duties as may be assigned to him or her by the President, or the Board. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with surety or sureties as the Board shall determine.

ARTICLE V. CONTRACTS, LOANS, CHECKS, AND DEPOSITS:

Section 1. Contracts: The Board may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans: No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 3. Checks and Drafts: All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer, officers, or directors of the corporation and in such manner as shall be determined by the Board.

Section 4. Deposits: All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories that the Board may select.

ARTICLE VI. CERTIFICATES OF MEMBERSHIPS

The Board may issue certificates evidencing membership in the corporation, but no certificates shall be evidence of stock in-as-much as this is a no-stock, non-profit corporation.

ARTICLE VII. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of October, and end on the last day of September in each year.

ARTICLE VIII. CORPORATE SEAL

The Board shall provide a corporate seal which shall be circular and shall have inscribed thereon the name of the corporation and the state of incorporation and the words, "corporate seal".

ARTICLE IX. WAIVER OF NOTICE

Whenever any notice is to be given to any member or director, a waiver thereof in writing signed by the person(s) entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X. AMENDMENTS

These By-Laws shall be altered, amended, or repealed solely by affirmative vote of fifty-one percent (51%) of the members entitled to vote thereon.