

BY-LAWS
OF
BATTLEFIELD GREEN COMMUNITY ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION. The name of the corporation is Battlefield Green Community Association, Inc., hereinafter referred to as the "Association." The principal office of the corporation shall be located at 6211 Rolling Forest Circle, Mechanicsville, Virginia 23111 but meetings of members and directors may be held at such places within the State of Virginia, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

All definitions heretofore delineated, described and referred to in the Declaration of Covenants, Conditions and Restrictions of Battlefield Green are incorporated herein and made a part hereof by this reference.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings. The annual meeting of the members, for the election of Directors and transaction of such other business as may come before the meeting, shall be held in each year in the month of November. The date, time and place of the meeting shall be determined by the Board of Directors.

Deed # 135-11

Org. Returned: Grantor _____ Grantee _____

Others: Battlefield Green

RICHARD L. SHELTON, CLERK

Section 2. Special Meetings. Special meetings of the members may be called at any time by the president or by a majority of the Board of Directors, or upon written request of one-fourth (1/4) of the members who are entitled to vote.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid at least 10 days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, ten percent (10%) of the votes shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, another meeting may be called subject to the same notice requirement, and the required quorum at the subsequent meeting shall be one-half of the required quorum at the preceding meeting. No such subsequent meeting shall be held more than sixty days following the preceding meeting.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his lot.

Section 6. Ballots by Mail. When required by the Board of Directors, there shall be sent with notices of regular or special meetings of the Association a statement of certain motions to be

introduced for vote of the members and a ballot on which each member may vote for or against the motion. Each ballot which is presented at such meeting shall be counted and calculated in the quorum requirements set forth in Section 4 of this Article III provided, however such ballot shall not be counted in determining whether a quorum is present to vote upon motions not appearing on the ballot.

ARTICLE IV

BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of up to seven (7) directors, who must be members of the Association.

Section 2. Term of Office. Directors will be elected for three calendar year terms. When the Board of Directors is expanded in accordance with the Articles of Incorporation, the terms shall be staggered in a manner to be determined by the Board of Directors.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association who are eligible to vote. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve until the next annual meeting at which the membership shall elect a Director to serve out the remaining term.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve until the close of such annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nomination shall be made from among members.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by a majority of the Board, after not less than three (3) days written notice to each director.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

(a) adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

(b) suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any

assessment levied by the Association. Such rights may also be suspended after notice and opportunity for hearing, for a period not to exceed 180 days for infraction of published rules and regulations;

(c) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;

(d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the members who are entitled to vote;

(b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) as more fully provided in the Declaration, to:

(1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;

(2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

(3) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same shall charge interest from the due date at the rate of eighteen (18) percent per annum on any assessment not paid within thirty (30) days after the due date. The Association may bring an action at law against the Owner personally obligated to pay the same, or foreclose the lien against the property. No owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his Lot.

(d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability and hazard insurance on property owned by the Association;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) cause the Common Area and Common Properties, including restricted Common Properties, to be maintained.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a president and vice-president, who shall at all times be members of the Board of Directors, a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) calendar year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of 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.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

President

(a) The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

Vice-President

(b) The vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

Secretary

(c) The secretary shall cause the votes and minutes of all meetings and proceedings of the Board and of the members to be kept and recorded; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

Treasurer

(d) The treasurer shall cause to receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of

account; cause an annual compilation and review of the Association books to be made by a certified public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be represented to the membership at its regular annual meeting, and deliver a copy of each to the members. At the direction of the Board, an audit of the Association books, to be made by a certified public accountant, shall occur no less than once every five (5) years.

ARTICLE IX

COMMITTEES

The Board of Directors shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X

BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost. Any institutional lender shall also have the right to inspect the books and records as set forth herein.


ARTICLE XI
ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made.

ARTICLE XII
AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of the quorum of members present in person or by proxy or by mail ballots.

I certify that this is a true and exact copy of the By-Laws of Battlefield Green Community Association, Inc. as adopted by the Board of Directors on July 22, 1996, and that these are the only By-Laws which are valid and enforceable.

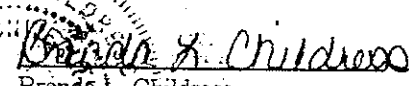

Carl I. Walter, Secretary

Virginia, Hanover County, to-wit:
in the Clerk's Office of the County and State aforesaid the 11
day of Oct., 1996, at 3:21 o'clock P. At the foregoing
writing was presented and admitted to record, together with the annexed certificate
of acknowledgement and recorded in Deed Book No. 1216 page 180.

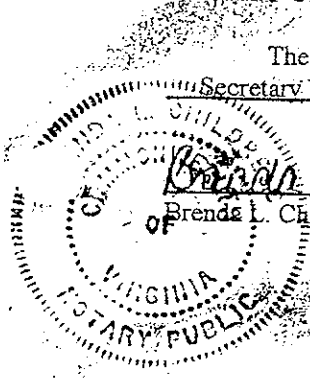
Teste: A. L. Shultz Clerk

STATE OF VIRGINIA
COUNTY OF HANOVER, VIRGINIA

The foregoing instrument was acknowledged before me this 9 day of October, 1996 by Carl I. Walter,
Secretary of Battlefield Green Community Association, Inc., a Virginia corporation, on behalf of the corporation.


Brenda L. Childress

My commission expires: February 28, 1998



BOOK 1216 PAGE 180

BATTLEFIELD GREEN COMMUNITY ASSOCIATION, INC.
AMENDMENT TO BY-LAWS

This amendment to By-Laws, made this 25th day of November, 1996, by Battlefield Green Community Association, Inc., a Virginia non-stock corporation.

Whereas Article XII, Section 1 of the By-Laws provides that the By-Laws may be amended at a regular or special meeting of the members by a majority of the quorum of members present in person or by proxy or by mail ballots; and,

Whereas the amendments contemplated by this Amendment have been approved by a majority of a quorum of members present at the 1996 annual meeting.

Now, therefore, the By-Laws are amended as follows:

1. Article VIII, Section 8, Paragraph (a) of the By-Laws is deleted in its entirety and the following substituted:

(a) The president shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board are carried out and shall sign all leases, mortgages, deeds and other written instruments and promissory notes on behalf of the Association as the need shall arise.

2. Article VIII, Section 8, Paragraph (d) of the By-Laws is deleted in its entirety and the following substituted:

(b) The treasurer shall cause to be received and deposited in appropriate bank accounts all monies of the Association and shall cause to be disbursed such funds as directed by resolution of the Board of Directors; shall sign promissory notes of the Association; shall cause to be kept proper books of account; shall cause an annual compilation and review of the Association's books to be made by a certified public accountant at the completion of each fiscal year; and shall cause to be prepared an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting and deliver a copy of each to the members. At the direction of the Board, an audit of the Association's books, to be made by a certified public accountant, shall occur no less that once every five (5) years.

3. Ratification: Except for the amendment set forth above, the By-Laws as amended are hereby ratified and confirmed to remain in full force and effect.

Virginia, Hanover County, to-wit:
in the Clerk's Office of the County and State aforesaid the 26
day of Dec., 1996, at 3:10 o'clock P M, the foregoing
writing was presented and admitted to record, together with the annexed certificate
of acknowledgement and recorded in Deed Book No. 1230 page 44

Witness the following:

By: Richard B. Johnson Jr.
President
Battlefield Green Community Association, Inc.

Teste: R. L. Shelton

STATE OF VIRGINIA
COUNTY OF HANOVER

The foregoing instrument was acknowledged before me this 26 day of December 1996 by
Richard B. Johnson Jr. President of Battlefield Green Community Association, Inc., a Virginia corporation,
on behalf of the corporation.

Brenda L. Childress My commission expires
Brenda L. Childress

Deed # 17212
Org. Returned; Grantor _____: Grantee _____
Others: Battlefield Green Comm
RICHARD L. SHELTON, CLERK Assoc.

BATTLEFIELD GREEN COMMUNITY ASSOCIATION, INC.
VIOLATION AND APPEAL PROCEDURES

Approved March 24, 1997

WHEREAS, Section 55-513 of The Property Owners' Association Act (Chapter 26 of Title 55 of the Code of Virginia) (the "Act") empowers a board of directors to establish, adopt and enforce rules and regulations respecting use of common areas and other areas of responsibility assigned to the association by the declaration, and,

WHEREAS, Paragraph 5 of Exhibit B of the Battlefield Green Declaration of Covenants, Conditions and Restrictions states: "It shall be the responsibility of each property owner and tenant to prevent the development of any unclean, unsightly or unkempt conditions of buildings or grounds on such property which shall tend to substantially decrease the beauty of the neighborhood as a whole or the specific area," and,

WHEREAS, Paragraph 20 of Exhibit B of the Battlefield Green Declaration of Covenants, Conditions and Restrictions states in part: "the Association shall have the right to proceed at law or in equity to compel a compliance to the terms hereof or to prevent the violation or breach in any event." and,

WHEREAS, Article IV of the Articles of Incorporation of Battlefield Green Community Association, Inc., states that "the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residential lots and Common Area." and,

WHEREAS, Article IV, Paragraph (g) of the Articles of Incorporation states "the Association acting through the Board of Directors, shall have the power to adopt, amend, and repeal any rules and regulations governing the upkeep of lots as well as the Common Area and Common Properties, restricted and general." and,

WHEREAS, the Board of Directors desires to create and establish a procedure by which the Declaration, Articles of Incorporation and Bylaws (the "Governing Documents") will be enforced, and where community residents can report their observations and make complaints regarding residents who appear to be in violation of the Governing Documents;

NOW THEREFORE, BE IT RESOLVED, that the following procedure is adopted for the purpose of notifying residents of alleged violations of the Governing Documents, providing residents with an opportunity to be heard and an opportunity to cure alleged violations, and imposing sanctions for violations:

- 1 A Member or a party designated by the Board of Directors who believes that another Member (or a Member's guest, family member or tenant) is in violation of the Governing Documents may first tell the Member his or her thoughts and

request that the violating Member comply with the appropriate Governing Document.

- 2 If the violating Member does not correct the violation or if the reporting Member is uncomfortable approaching the violating Member, the reporting Member who believes that a violation has occurred may call the Association's Managing Agent and inform him or her of the details of the matter. If an emergency situation is observed, the Member should call the Managing Agent immediately, (e.g., someone is cutting trees on Common Area).

In all other situations, the reporting Member should report his or her observations (including addresses, times, dates, telephone numbers, etc.) in writing to the Managing Agent. All verbal or written reports by Members reporting suspected violations will be kept confidential unless otherwise required by law.

- 3 Upon receipt of a report, the Managing Agent and the Board of Directors or its designee will review the matter. If requested by the Board or its designee, the Managing Agent shall investigate the matter further to confirm the violation. If deemed appropriate by the Board or its designee, the first reminder letter is to be mailed by the Managing Agent to the violating Member.
- 4 The Managing Agent will then monitor the situation and if no cure is made within 14 days after giving the first reminder letter, the first Notice of Violation is to be mailed to the Violating Member by the Managing Agent.
- 5 The Managing Agent is to monitor the situation and if no cure is made within a reasonable time period, the Managing Agent will schedule a hearing before the Board of Directors and mail the Notice of Hearing to the violating Member. This second notice must give the violating Member at least 14 days notice of the scheduled hearing.
- 6 If the hearing is scheduled for a regular or special Board of Directors meeting at which other business is to be conducted, the hearing will be scheduled prior to the normal business meeting. The Managing Agent will be given an opportunity to present facts and other information relating to the alleged violation and will review each of the notices mailed to the violating Member. The violating Member will present facts, and other information related to the matter. The violating Member may also bring and be represented by an attorney at the hearing.
- 7 During the Board meeting following the hearing, the Board will go into an "executive" or closed session during which they will review all facts and information presented and make a determination of what, if any, further action is to be taken. Any course of action determined by the Board must be within the scope of authority and power available to the Board by law and by the Governing Documents. Some options available to the Board are:

- A Suspension of membership rights to the use of recreational amenities.
- B Suspension of membership rights to vote.
- C Imposition of a violation charge of up to \$50.00 for a single violation or \$10.00 per day for any violation of a continuing nature. A charge for an offense of a continuing nature may be assessed daily from the date of the hearing until the violation is cured.
- D Waiver of the imposition of a charge if the violation is cured before the date of the hearing.
- E Pursuit of enforcement through the judicial process.

The Board should be consistent with the imposition of enforcement actions, giving due regard to differences in the nature of the violation, differences in circumstances, the damage or potential damage resulting from the violation and other factors deemed relevant by the Board. However, the failure of the Board to impose sanctions or take other action with respect to a violation will not be deemed a waiver of its authority to act on violations of the same or similar nature. The type of and date of all notices to violating Members, and by whom given, will be recorded in the minutes of the Association and may be sealed.

- 8 Any charge imposed for a violation will be added to the Member's assessment account and be collectible in the same manner as any other assessment as outlined in the Governing Documents.

