

**BY LAWS
OF
TABLERS ESTATES HOMEOWNERS ASSOCIATION, INC.**

ARTICLE I

DEFINITIONS

Section 1. "Association" shall mean and refer to Tablers Estates Homeowners Association, Inc., a non-profit corporation organized and existing under the laws of the State of West Virginia.

Section 2: "Properties" shall mean and refer to Lots 1 through 55 of Tablers Estates Subdivision together with all streets and ways as more fully shown upon plats thereof prepared by G. W. Clifford and Associates, Inc. dated May 3, 1995, and recorded in the Office of the Clerk of the County Court of Berkeley County, West Virginia in Plat Cabinet No. 6, at Slide 46 & 47 and such other properties as are brought into said Subdivision in accordance with the provisions of the Declaration of Conditions, Covenants, Restrictions, and Easements ("Declaration") recorded with Lots 1 through 55 of Tablers Estates Subdivision.

Section 3: "Common Properties" shall mean all real property owned by the Association for the common use and enjoyment of the owners as reflected upon the plat or plats of The Properties, as more fully defined in the Declaration of Covenants and Restrictions for Tablers Estates Subdivision.

Section 4: Declaration of Conditions, Covenants, Restrictions and

Easements to which The Properties are subject dated the 28th day of April, 1995 and recorded in the Office of the Clerk of the County Commission of Berkeley County, West Virginia, in Deed Book 546 at Page 571.

ARTICLE II

LOCATION

Section 1: The principal office of the Association shall be located at P. O. Box 809, Winchester, Virginia 22604 (21 South Loudoun Street, Winchester, Virginia 22601).

ARTICLE III

MEMBERSHIP

Section 1: All persons or entities who are listed as Members in Section 1 of Article V of the Declaration applying to the lot shall be members of the Association.

Section 2: The rights of membership are subject to the payment of annual and special assessments levied by the Association, the obligation of which assessment is imposed against each owner of and becomes a lien upon the property against which such assessments are made as provided by Article VI of the Declaration to which The Properties are subject. The provisions in Article VI of the Declaration are hereby incorporated herein as if set forth verbatim. In addition any fines levied by the Directors or any Exterior Maintenance Assessments levied by the Directors shall also be a lien upon the Lot against which assessed.

Section 3: The membership rights of any person whose interest in the Properties is subject to assessment under Article VI of the Declaration, whether or not he be personally obligated to pay such assessments, may be suspended by action of the Directors during the period when the assessments remain unpaid; but, upon payment of such assessments, the members rights and privileges shall be automatically restored. If the Directors have adopted and published rules and regulations governing the use of the Common Properties and facilities and the personal conduct of any person thereon, as provided in Article IV of the Declaration, they may, in their discretion, suspend the rights of any such person for violation of such rules and regulations for a period not to exceed thirty (30) days.

ARTICLE IV

VOTING RIGHTS

Section 1: Members of the Association shall have voting rights as set forth in Section 2 of Article V of the Declaration.

ARTICLE V

PROPERTY RIGHTS AND RIGHTS OF ENJOYMENT OF COMMON PROPERTY

Section 1: Each member shall be entitled to the use and enjoyment of the Common Properties and facilities as provided by a Deed of Dedication and Article IV, of the Declaration applicable to The Properties hereinbefore referred to.

Section 2: Any member may delegate his rights of enjoyment to the Common Properties and facilities to the members of his family who reside upon The Properties or to any of his tenants who reside thereon under leasehold interest. Such members shall notify the Secretary in writing of the name of any such person and of the relationship of the member to such person. The rights and privileges of such person are subject to suspension.

ARTICLE VI

ASSOCIATION PURPOSES AND POWERS

Section 1: The Association has been organized for the purposes of and exercising the powers set forth in Article IV of the Articles of Incorporation of the Association.

Section 2: Additions to The Properties and membership may be made in accordance with Article II of the Declaration. Provided, however, that if the members are entitled by the Declaration applying to The Properties or by the Articles of Incorporation to vote thereon, the Board of Directors of the Corporation shall adopt a resolution approving the proposed plan and agreeing that it be submitted to a vote at a regular or special meeting of members entitled to vote thereon. Written notice setting forth the proposed plan or a summary thereof shall be given to each member entitled to vote at such meeting within the time and in the manner provided in the Declaration or the Association Articles of Incorporation

and the proposed plan shall be adopted upon receiving the approval of the number of votes required by the Declaration or the Articles of Incorporation.

ARTICLE VII

BOARD OF DIRECTORS

Section 1: The affairs of the Corporation shall be managed by a Board of Directors consisting of the number and elected for the term as set forth in Article VI of the Articles of Incorporation. Beginning with the first annual meeting and at each annual meeting thereafter the members shall elect one (1) director for a term of three (3) years.

Section 2: Vacancies in the Board of Directors shall be filled by the majority of the remaining directors, and any such appointed director to hold office during the unexpired term of his predecessor.

ARTICLE VIII

ELECTION OF DIRECTORS: NOMINATING

COMMITTEE; ELECTION COMMITTEE

Section 1: Election to the Board of Directors shall be by written ballot as hereinafter provided. At such election, the members or their proxies may cast, in respect of each vacancy, as many votes as they are entitled to exercise under the provisions of the recorded covenants applicable to The Properties. The name receiving the largest number of votes shall be elected.

Section 2: Nominations for elections to the Board of Directors shall be made by a nominating committee which shall be one of the standing committees of the Association.

Section 3: The nominating committee shall consist of a chairman who shall be a member of the Board of Directors and two (2) 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 from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each such annual meeting.

Section 4: A 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 nominations may be made from among members or non-members, as the Committee in its discretion shall determine. Nominations shall be placed on a written ballot as provided in Section 5 and shall be made in advance of the time fixed in Section 5 for the mailing of such ballots to members.

Section 5: All elections to the Board of Directors shall be made on written ballot which shall: (a) describe the vacancies to be filled; (b) set forth the names of those nominated by the Nominating Committee for such vacancies; and (c) contain a space for write-in votes by the members of each vacancy. Such ballots shall be

prepared and mailed by the Secretary to the members at least fourteen (14) days in advance of the date set forth therein for a return (which shall be a date not later than the day before the annual meeting or special meeting called for elections.)

Section 6: Each member shall receive as many ballots as he has votes.

Notwithstanding that a member may be entitled to several votes, he shall exercise on any one ballot only one vote for each vacancy shown thereon. The ballots shall be returned to the Secretary at the address specified on the ballot.

Section 7: Upon receipt of each return, the Secretary shall immediately place it in a safe place until the day set for the annual or special meeting at which the elections are to be held. If the vote is by proxy, the Secretary will determine that a valid proxy has been filed as provided in Article XIV, Section 2 of the By-Laws. On the date set forth the annual or special meeting the Secretary shall turn over all ballots and proxy ballots to an Election Committee which shall consist of three (3) members appointed by the Board of Directors. The Election Committee shall canvas the votes and announce the results to the annual meeting.

Immediately after the announcement of the results, unless a review of the procedure is demanded by a majority of the members present, the ballots shall be destroyed.

ARTICLE IX

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1: The board of Directors shall have the power:

(a) To call special meetings of the members whenever it deems necessary and it shall call a meeting at any time upon written request of one-fourth (1/4) of the voting membership as provided in Article XIII, Section 2 of the By-Laws.

(b) To appoint and remove at pleasure all officers, agents, and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these By-Laws shall be construed to prohibit the employment of any member, Officer or Director of the Association in any capacity whatsoever.

(c) To establish, levy and assess, and collect the assessments, charge fines and exterior maintenance fees referred to in Article III, Section 2 of the By-Laws.

(d) To adopt and publish rules and regulations governing the use of the common properties and facilities and the personal conduct of the members and their guests thereon.

(e) To exercise for the Association all powers, duties, and authority vested in or delegated to this Association, except those reserved to the meeting or to members in the Declaration.

(f) In the event that any member of the Board of Directors of this Association

shall be absent from three (3) consecutive regular meetings of the Board of Directors, the Board may by action taken at the meeting during which said third absence occurs, declare the office of said absent Director to be vacant.

Section 2: It shall be the duty of the Board of Directors:

(a) To cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members or at any special meeting when such is requested in writing by one-fourth (1/4) of the voting membership, as provided in Article XIII, Section 2 of the By-Laws.

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

(c) As more fully provided in Article VI of the Declaration applicable to the Properties:

(1) To fix the amount of the assessment against each lot for each assessment period as called for in the covenants;

(2) To prepare a roster of The Properties and assessments applicable thereto which shall be kept in the office of the Association and shall be open to inspection by any member, and, at the same time;

(3) To send written notice of each assessment to every owner subject thereto,

(d) To issue, or to cause an appropriate officer to issue, upon demand by any

person a certificate setting forth whether any assessment has been paid. Such certificate shall be conclusive evidence of any assessment therein stated to have been paid.

ARTICLE X

DIRECTORS' MEETINGS

Section 1: A regular meeting of the Board of Directors shall be held on the second Saturday of every third month at 10:00 o'clock A.M. provided that the Board of Directors may, by resolution, change the day and hour of holding such regular meeting.

Section 2: Notice of such regular meeting is hereby dispensed with. If the day for the regular meeting shall fall upon a holiday, the meeting shall be held at the same hour on the first day following which is not a holiday, and no notice thereof need be given.

Section 3: Special meetings of the Board of Directors shall be held when called by any officer of the Association or by any two directors after not less than three (3) days notice to each director.

Section 4: The transaction of any business at any meeting of the Board of Directors, however called and noticed, or wherever held, shall be as valid as though made at a regular meeting duly held after regular call and notice if a quorum is present and, if either before or after the meeting, each of the directors not

present signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

Section 5: The majority of the Board of Directors shall constitute a quorum thereof.

ARTICLE XI

OFFICERS

Section 1: The officers shall be a President, a Vice President, a Secretary, and a Treasurer. The President and the Vice President shall be members of the Board of Directors.

Section 2: The officers shall be chosen by majority vote of the Directors.

Section 3: All officers shall hold office during the pleasure of the Board of Directors.

Section 4: The President shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board of Directors are carried out and sign all notes, checks, leases, mortgages, deeds and all other written instruments.

Section 5: The Vice President shall perform all the duties of the President in his absence.

Section 6: The Secretary shall be ex officio the secretary of the Board of Directors, shall record the votes and keep the minutes of all proceedings in a book to be kept for the purpose. He shall sign all certificates of membership. He shall keep the records of the Association. He shall record in a book kept for the purpose the names of all members of the Association together with their addresses as registered by such members. (See Article XIII, Section 3 of the By-Laws).

Section 7: The treasurer shall 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, provided, however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted with the limits of a budget adopted by the Board. The treasurer shall sign all checks and notes of the Association, provided that such checks and notes shall also be signed by the President or the Vice President.

Section 8: The treasurer shall keep proper books of account and cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year. He shall prepare an annual budget and an annual balance sheet statement and the budget and balance sheet statement shall be presented to the membership at its regular annual meeting.

ARTICLE XII

COMMITTEES

Section 1: The Standing Committees of the Association shall be:

The Nomination Committee

The Maintenance Committee

The Audit Committee

The Architectural Review Committee

Unless otherwise provided herein, each committee shall consist of a Chairman and two or more members and shall include two members of the Board of Directors for board contact. The Committees shall be appointed by the Board of Directors prior to each annual meeting to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each such annual meeting.

The Board of Directors may appoint such other committees as it deems desirable.

Section 2: The Nomination Committee shall have the duties and function described in Article VIII, Sections 3 and 4 of the By-Laws.

Section 3: The Maintenance Committee shall advise the Board of Directors on all matters pertaining to the maintenance, repair, or improvement of the Common Properties and Facilities of the Association, and shall perform such other

functions as the Board, in its discretion, determines.

Section 4: The Audit Committee shall supervise the annual audit of the Association's books and approve the annual budget and balance sheet statement to be presented to the membership at its regular annual meeting as provided in Article XI, Section 8 of the By-Laws. The treasurer shall be an ex officio member of the Committee.

Section 5: The Architectural Review Committee shall have all of the duties and responsibilities set forth in Article VIII of the Declaration.

Section 6: It shall be the duty of each committee to receive complaints from members on any matter involving Association functions, duties and activities within its field of responsibility. It shall dispose of such complaints as it deems appropriate or refer them to such other committee, director or officer of the Association as is further concerned with the matter presented.

ARTICLE XIII

MEETING OF MEMBERS

Section 1: The regular annual meeting of the members shall be held on the 31st Saturday in June of each year, at the hour of 1:30 o'clock P.M. If the day for the annual meeting of the members shall fall upon a holiday, the meeting will be held at the same hour on the first day following which is not a holiday.

Section 2: Special meetings of the members for any purpose may be called

at any time by the President, the Vice President, the Secretary or Treasurer, or by any two or more members of the Board of Directors, or upon written request of the members who have a right to vote one-fourth of all of the votes of the entire membership or who have a right to vote one-fourth of the votes of the Class A membership.

Section 3: Notice of any meetings shall be given to the members by the Secretary. Notice may be given to the members either personally or by sending a copy of the notice through the mail, postage thereon fully prepaid to his address appearing on the books of the corporation. Each member shall register his address with the Secretary, and notice of meeting shall be mailed to him at such address. Notice of any meeting, regular or special, shall be mailed at least ten (10) days, but no more than fifty (50) days in advance of the meeting and shall set forth in general the nature of the business to be transacted, provided, however, that if the business of any meeting shall involve an election governed by Article VIII of the By-Laws or any action governed by the Articles of Incorporation or by the Covenants applicable to The Properties, notice of such meeting shall be given or sent as therein provided.

Section 4: The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-fifth (1/5) of the votes of each class membership shall constitute a quorum for any action governed by these By-Laws. Any action

governed by the Articles of Incorporation or by the Declaration applicable to the Properties shall require a quorum as therein provided.

ARTICLE XIV

PROXIES

Section 1: At all corporate meetings of the members, each member may vote in person or by proxy.

Section 2: All proxies shall be in writing and filed with the Secretary. No proxy shall extend beyond a period of eleven (11) months, and every proxy shall automatically cease upon sale by the member of his home or other interest in The Properties.

ARTICLE XV

BOOKS AND PAPERS

Section 1: The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to the inspection of any members.

ARTICLE XVI

CORPORATE SEAL

Section 1: The Association shall have a seal in circular form having within its circumference the words: TABLERS ESTATES HOMEOWNERS ASSOCIATION, INC., Corporate Seal, West Virginia, 1995.

ARTICLE XVII

AMENDMENTS

Section 1: These By-Laws may be amended, at a regular or special meeting of the Directors, by a vote of a majority of the Directors, provided that those provisions of these By-Laws which are governed by the Articles of Incorporation of this Association may not be amended except as provided in the Articles of Incorporation or applicable law; and provided further that any matters slated herein to be or which in fact governed by the Declaration applicable to the Properties may not be amended except as provided in such Declaration.

Section 2: In the case of any conflict between the Articles of Incorporation and these By-Laws; the Articles shall control; and in the case of any conflict between the Declaration applicable to The Properties referred to in Section 1 and these By-Laws, the Declaration shall control.

IN WITNESS WHEREOF, we being all of the Directors of TABLERS ESTATES HOMEOWNERS ASSOCIATION, INC. have hereunto set our hands this 16th day of JUNE, 1995.

James W. Petry (SEAL)

[Signature] (SEAL)

[Signature] (SEAL)