

BY-LAWS OF

BENNETT CREEK POINT HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

The name of the corporation is BENNETT CREEK POINT HOMEOWNERS, ASSOCIATION, INC., hereinafter referred to as the Association. The address of the principal office of the corporation shall be 3 Weston Drive, Poquoson, Virginia, 23662, but meetings of members and directors shall be held at such places within the State of Virginia, City of Poquoson, as may be designated by the Board of Directors.

ARTICLE II

Definitions

Section 1. "Association shall mean and refer to BENNETT CREEK POINT HOMEOWNERS, ASSOCIATION, INC., its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions, and Restrictions, and such additions thereto as may be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of Owners.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Declarant" shall mean and refer to Johnny V. Hogg, its successors and assigns, if such successors and assigns should acquire more than one undeveloped Lot from the Declarant for the purpose of development.

Section 7. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Clerk's Office on the Circuit Court for the County of York, Virginia.

Section 8. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

ARTICLE III
Meeting of Members

Section 1. Annual Meetings. The first annual meeting of the members shall be held Jan. 6, 1997, and each subsequent regular annual meeting of the members shall be not later than March 31 of every year thereafter, at the hour of 7:00 PM. If the day for the annual meeting of the members is a legal holiday, or falls on a weekend, the meeting will be held at the same hour on the first day following which is not a legal holiday, or on the weekend.

Section 2. 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 fifteen (15) days before such meeting to each member entitled to vote herein, 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 3. Quorum. Those present at the meeting of members entitled to cast, or of proxies entitled to cast, one third of the votes of each class of membership 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, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 4. Proxies. At all meetings of members, each member may vote in person or 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 5. Official Member Address. It is the obligation of each member to maintain a current address with the Secretary. All Association notifications will be sent to the appropriate Weston Drive address of each member unless that member notifies the Secretary in writing of another address to be used for official correspondence.

ARTICLE IV

Board of Directors:

Selection:

Term of Office:

Section 1. Number. The affairs of this Association shall be managed by a Board of three directors, who must be members of the Association.

Section 2. Term of Office. At the first annual meeting the members shall elect one director for a term of one year, one director for a term of two years, and one director for a term of three years; and at each annual meeting thereafter the members shall elect a director (s) for the ~~ten~~ ^{then} expiring terms.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a major vote of the members of the Association. In the event of a death, resignation, or removal of a director, his/her successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his/her predecessor.

Section 4. Compensation. No director shall receive compensation for any service he/she may render to the Association. However, any director may be reimbursed for his/her actual expenses incurred in the performance of his/her 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 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 the election to the Board of Directors shall be made by a Nominating Committee. Nomination 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 from the close of such annual meeting until the close of the next annual meeting. The Nomination Committee shall make as many nominations for election by 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. Section 2. Election. Election to the Board of Directors shall be made 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 at least once every six (6) months, 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 Meeting. Special meetings of the Board of Directors shall be held when call by the President of the Association, or by and two (2) directors, after not less than three (3) days 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 discussion 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 Areas and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof; and to adopt and publish such rules as are authorized by the Declaration of Covenants, Conditions and Restrictions made on the 19th day of November, 1996, and any subsequent amendments thereto;

(b) Suspend the voting rights and right to use of the recreational facilities of a members during any period on which member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) 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 two consecutive regular meetings of the Board of Directors; and

(e) Employ a manger, 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 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 Class A 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) Propose the amount of annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;

- (2) Send written notices of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period;
- (3) Send a written notice to the affected member within 10 days after a delinquency occurs, via a method that requires a receipt, that an assessment is delinquent.
- (4) Call a Special Meeting in accordance with Article III to obtain approval to take the actions necessary to foreclose the lien.
- (5) If assessment are not paid within thirty days (30) after the written notification required above is sent and if approval is obtained at a Special Meeting of the members, foreclose the lien against any property or bring action at law against the owner personally obligated to pay the same.

(d) Issue, or to cause an appropriate office 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 as 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 responsibility to be bonded, as it may deem appropriate;

(g) Cause the Common Area to be maintained.

ARTICLE VIII Officers and Their Duties

Section 1. Enumeration of Officers. 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 shall hold office for one 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 time later 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 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

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 cosign all checks and promissory notes.

Vice-President

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 this Board.

Secretary

The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring such seal; serve notice on meetings of the Board and of the members; keep appropriate current records showing members of the Association together with their addresses; and shall perform such other duties as required by the Board.

Treasurer

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; shall sign all checks and promissory notes of the Association; keep proper books of account; cause and annual audit at the completion of each fiscal year; and shall prepare 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 to the members.

ARTICLE IX
Committees

Section 1. Nominating Committee. The Nominating Committee shall be appointed and operate as described above.

Section 2. Architectural Committee. The Architectural Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association, all of whom serve on the committee for one year. Decisions made by the Architectural Committee may be appealed to the Board of Directors.

Section 3. Other Committees. 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 be 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 costs.

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. Annual assessments cover the period from January 1 through December 31 of each year. The Due Date for annual assessments is established as March 31 of each year. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the judgment rate of interest, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interests, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein.

ARTICLE XII
Corporate Seal

The Association shall have a seal in circular form having within its circumference, the word: SEAL.

ARTICLE XIII
Amendments

Section 1.

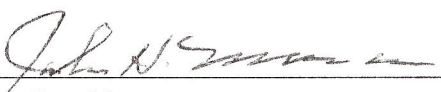
These By-Laws may be amended at a regular or special meeting, but a special quorum will be required. At any meeting where amendments to the By-Laws are considered, the presence of members or proxies entitled to cast sixty percent (60%) of all votes in the Association shall constitute a quorum.

Section 2. In 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 and these By-Laws, the Declaration shall control.

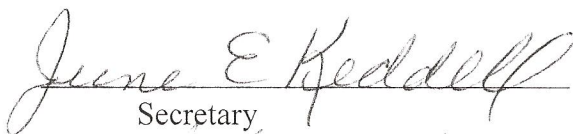
ARTICLE XIV
Miscellaneous

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December on every year, except that the first fiscal year shall begin on the date of incorporation.

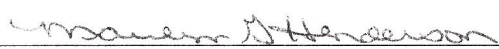
IN WITNESS WHEREOF, we, being all of the Directors of BENNETT CREEK POINT HOMEOWNERS ASSOCIATION, INC., have hereunto set our hands this 15 day of December, 2002.




President



Secretary



Vice President



Treasurer