

BY-LAWS OF THE

SHENANDOAH SKI AND HUNT ASSOCIATION, INC.

(as amended June 9, 2007; replaces earlier version (June 26, 1993) of the By-laws and the Revised Covenants & Restrictions (Nov. 1, 1997) filed in the Shenandoah County Court House, Book 807, Page 324)

ARTICLE I

MEMBERSHIP

- (1) Membership in this corporation shall consist of one kind, namely; General Membership.
- (a) General Membership shall include all of the title owners of one or more lots in this development, and who have paid an initial membership dues of Twenty Five Dollars (\$25.00), and such other annual fees as may be established and levied from time to time by the Board of Directors. Owners of more than one lot hold only one membership in the corporation.
 - (b) Each individual holding General Membership in the corporation who is in good standing, i.e., not in arrears for fees or assessments, shall be entitled to one vote in all corporation business and affairs.
 - (c) In the event that a lot is owned by more than one individual, then said lot ownership shall be entitled to one vote, only, which vote may be apportioned between the ownership in accordance with their percentage of interest.

- (2) The annual meeting of the General Membership shall be held on the Development Premises, in Shenandoah County, Virginia, at or about 11:00 a.m. on a weekend in June.
- (3) Special meetings of the General Membership are to be held on the subdivision premises, in Shenandoah County, Virginia, or elsewhere as designated, and may be called at any time by the President, Secretary, or any two directors.
- (4) Notice of the meetings, written or printed, for every annual or special meeting of the General Membership shall be prepared and sent to the last known address of each General Member not less than ten (10) days before any such meeting, and if for a special meeting, such notice shall state the object or objects of the meeting.
- (5) A quorum at any meeting of the General Membership shall consist of a majority of the membership actually attending such meeting, either in person or by proxy. A majority of such quorum shall decide any question that may come before the meeting.
- (6) The Order of business at the annual meeting, and as far as possible, at all other meetings of the General Membership, shall be:
 1. Calling of the roll.
 2. Proof of due notice of the meeting.
 3. Reading and disposal of any unapproved minutes
 4. Annual reports of officers and committees.
 5. Election of directors. (Biennially)
 6. Unfinished business.
 7. New business.
 8. Adjournment.

ARTICLE II

BOARD OF DIRECTORS

- (1) There shall be a board of seven (7) directors, who shall be General Members and shall be elected biennially by ballot of the General Membership attending the annual meeting of the General Membership (in person or by proxy) for the term of two (2) years, and shall serve until the election and acceptance of their duly qualified successors.
- (2) An annual meeting of the Board of Directors shall be held immediately following the annual meeting of the General Membership as specified in Article I Section (2).
- (3) Special meetings of the Board of Directors are to be held at the subdivision premises in Shenandoah County, Virginia, or elsewhere as designated, and may be called at any time by the President, Secretary, or any two directors.
- (4) Notice of both regular and special meetings of the Board of Directors shall be made by the secretary to each member of the board not less than ten days before any such meeting, and notice of special meetings shall state the purposes thereof.
- (5) A quorum of any meeting shall consist of a majority of the entire membership on the board actually attending such meeting, either in person, by phone, or by proxy. A majority of such quorum shall decide any question that may come before the meeting.
- (6) Officers of the company shall be elected by ballot by the Board of Directors at their first meeting after the election of directors every second year. If any officer or Board of Director position becomes vacant during the year, otherwise than removal, the Board of Directors shall fill the same for the un-expired term.

- (7) The order of business at any regular or special meeting of the Board of Directors shall be:
1. Reading and disposal of any unapproved minutes.
 2. Reports of officers and committees.
 3. Unfinished business.
 4. New business.
 5. Adjournment.
- (8) The Board of Directors shall have authority to create other committees as necessary for the operation of the company and consistent with the articles of incorporation, by-laws, etc.

ARTICLE III

OFFICERS

- (1) The officers of the company shall be a President, a Vice-president, a Secretary, and a Treasurer, who shall be elected for two years and shall hold office until their successors are elected.
- (2) The President shall preside at all meetings, shall have general supervision of the affairs of the company, shall sign or countersign all contracts and other instruments of the company; shall make reports to the Board of Directors and the General Membership, and perform all such other duties as are incident to the office or are properly required by the Board of Directors. In the absence or disability of the President, the Vice-president shall exercise all functions of the President.
- (3) The secretary shall issue notices for all meetings, shall keep their minutes, shall sign with the President such instruments as require such signature, and shall make such

reports and perform such other duties as are incident to the office, or are properly required by the Board of Directors.

- (4) The Treasurer shall have the custody of all of the funds and securities of the company, and deposit the same in the name of the company in such bank or banks as the Board of Directors may elect, and either the Treasurer or other Board Members approved as signatory shall have the authority to sign all checks, drafts, and orders for the payment of money where the same does not exceed Five Hundred Dollars (\$500.00). All checks, drafts, or orders for the payment of money in excess of Five Hundred Dollars (\$500.00) shall be approved by both the Treasurer and another approved signatory. The Treasurer shall at all reasonable times exhibit the books and accounts to any Director or General Member of the company upon request. Emergency expenditure of over Five Hundred Dollars (\$500.00) is authorized if the President and the Treasurer declare an emergency need. The Treasurer shall provide an accounting report at the annual meeting, to include an accounting of those memberships in good standing and those in arrears. The Treasurer shall solicit for payment any funds due to the company from the General Membership or elsewhere (including non-members that share an obligation to maintain the roadways in the association).

ARTICLE IV

COVENANTS AND RESTRICTIONS

The following Covenants and Restrictions are agreed as binding upon all property owners that are members of the Shenandoah Ski and Hunt Association, Inc. Any member selling their property shall have the following language inserted into their deed of

conveyance and shall require the purchaser to join in any such deed to demonstrate their agreement with their signature:

As a part of the consideration for this conveyance, and as a restriction binding upon the grantees, and their heirs, successors and assigns, as owners of the herein conveyed property, it is agreed that the grantees will join and maintain membership in the Shenandoah Ski and Hunt Association, which is the lot owners association in Shenandoah Ski and Hunt Development. The grantees, by their execution of this deed, acknowledge their agreement to this condition and further agree that they will pay all assessments as they may be levied by the Association from time to time in order to fulfill the functions of the Association.

Should the Shenandoah Ski and Hunt Association, Inc., decide to make the covenants and restrictions set forth herein as binding in the traditional fashion of restrictive covenants, all members agree that such covenants and restrictions may be recorded as applicable to their land, and further designate the President of the Shenandoah Ski and Hunt Association, Inc., as their agent with a Limited Power of Attorney to execute on their behalf, a document making the following covenants and restrictions binding as restrictive covenants, upon the lots located in Shenandoah Ski and Hunt Association, Inc., and this authority shall remain in effect absent a written Revocation forwarded by certified mail to the President of the Association. A copy of this provision may be attached to any such recorded documents to demonstrate the authority of the President of the Association to execute such document on behalf of the members of the Association. The covenants and restrictions shall be as follows:

1. No lot shall be used for other than residential purposes.
2. Shenandoah Ski and Hunt Association, Inc., shall serve as the property owners' association.
3. Every person who acquires title to a lot shall become a member of the Association.

4. In the event that a lot (or lots) is subdivided, joined, or its boundary lines changed, the fee structure for annual assessments shall continue to be based on the original lot designations.
5. The purpose of the Association shall be to promote the community welfare of the property owners.
6. The Association shall be responsible for the repair, upkeep and maintenance of roads and common areas and for the enforcement of rules.
7. The Association shall assess an annual fee, to be determined by the Board of Directors, against each lot to pay expenses of the Association.
8. Annual fees not paid when due shall bear interest at the rate of up to 18% per year.
9. The Association may take all legal means necessary to secure payment of delinquent annual fees from members and shall be entitled to recover collection costs and attorney's fees.
10. Delinquent owners may forfeit all privileges, including the use of lakes and common areas and the right to vote, until accounts are brought current.
11. No signs (other than name and address signs), billboards, or advertising shall be permitted, except with the written consent of the Board of Directors, other than customary realty "for sale" signs.
12. No permanent trailers or temporary houses are permitted for the purpose of occupancy, except during construction of permanent dwellings and then for no more than twelve months.
13. No lot may be used for storage, trash collection, or dumping debris.

14. County animal control codes shall apply. No farm animals shall be kept within the subdivision, nor shall dogs be allowed to wander freely.
15. County vehicle codes shall apply, and no vehicle shall be parked on any road without a valid and current license and inspection sticker.
16. State, county, and federal laws and regulations for the management of the natural environment (land, air, and water) shall apply and shall be adhered to in any maintenance, construction, or significant alterations to the property and environment.
17. Any building destroyed by fire must be rebuilt or the debris removed from the lot within six months.
18. No access shall be allowed to any lot except from designated roads within the subdivision.
19. There shall be free and open access to the common areas at Devil's Head Lake and Tortuga Pond, and the hiking trails with deeded easements, for members and their specifically invited guests.
20. The following prohibitions exist for all common (Association) property without the approval of the Board of Directors: open fires other than in designated fire places, cutting or damaging any trees or other vegetation, littering or failure to remove trash, camping.
21. The discharge of firearms shall not be permitted in the subdivision.
22. The Association shall have an easement along and over any road in the subdivision for the purpose of performing maintenance.

23. The Association shall have the authority to revise any of these covenants and restrictions with proper notice to the members and upon a majority vote of the Board of Directors.

ARTICLE V

AMENDMENTS

(1) These by-laws may be amended, repealed, or altered, in whole or in part, by the Board of Directors, by a majority vote as in all other meetings, at regular meetings of said Board of Directors, or at any special meeting where it has been announced in the call and notice of the meeting.

APPROVED BY THE BOARD OF DIRECTORS OF THE SHENANDOAH SKI AND HUNT ASSOCIATION, JUNE 9, 2007