

**AMENDED AND RESTATED
BY-LAWS
OF
WINTERGREEN PROPERTY OWNERS ASSOCIATION, INC.
As Amended 4/20/18**

**ARTICLE I
NAME AND LOCATION**

The name of the corporation is WINTERGREEN PROPERTY OWNERS ASSOCIATION, INC. (the “Association”), and its principal office is located at 88 Wintergreen Drive, Wintergreen Resort, Virginia 22967, in Nelson County, Virginia.

**ARTICLE II
ASSOCIATION DOCUMENTS**

Section 1. Incorporation by Reference. The provisions of the Amended and Restated Declaration of Covenants and Restrictions of the Wintergreen Property Owners Association, dated February 1, 2000, and duly recorded in the Clerk’s Office of the Circuit Court of Nelson County, Virginia, in Deed Book 464, page 793, et seq., and in the Clerk’s Office of the Circuit Court of Augusta County, Virginia, as Instrument Number 000002168, as the same may now or in the future be amended (the “Declaration”), are incorporated in and made part of these By-laws by this reference.

Section 2. Difference or Inconsistency. These By-laws shall be construed so as not to conflict with the Articles of Incorporation of the Association or the Declaration (collectively, the By-laws, the Articles of Incorporation of the Association, and the Declaration, all as amended from time to time, are referred to as the “Association Documents”). The Declaration shall control if there is any conflict among the Association Documents, except as to matters of compliance with the Virginia Non-stock Corporation Act, Chapter 10 of Title 13.1 of

the Code of Virginia (the “Act”), in which case the Articles of Incorporation shall control. The provisions of the By-laws shall control over any conflicting provision of any rule, regulation or other resolution adopted pursuant to any of the Association Documents. Specific provisions shall control general provisions, except that a construction consistent with Virginia law shall in all cases control over any construction inconsistent with Virginia law. The Association Documents shall be construed together and shall be deemed to incorporate one another in full. Any requirements as to the content of one shall be deemed satisfied if the deficiency can be cured by reference to any of the others.

Section 3. Defined Terms. All terms defined in the Declaration shall have the same meanings herein as in the Declaration, unless a different meaning is clearly required by the context in which such terms are used in these By-laws.

ARTICLE III PURPOSES OF THE ASSOCIATION

The Association is created for the purpose of acting as a “community association”, as that term is defined in Section 13.1-814.1(A) of the Code of Virginia (1950), as amended, supplemented or replaced from time to time (the “Code of Virginia”), for Wintergreen (the “Property”, as that term is defined in the Declaration), located in Nelson County and Augusta County, Virginia, to enforce and administer the Declaration and to exercise all rights granted to, and carry out all duties imposed upon, the Association therein. The powers, duties and responsibilities of the Association shall be limited (i) to those which are expressly or by implication granted to or imposed upon it by the Code of Virginia or other applicable law, (i) to those which are expressly or by implication granted to or imposed upon it by the Declaration, and (ii) by the terms of all easements encumbering the Property, and shall include such powers,

duties and responsibilities which are reasonably necessary to effectively execute and undertake such purposes for the benefit of the Members and to effectively administer its corporate affairs as a non-stock corporation pursuant to, and to the extent authorized by, the Act.

ARTICLE IV
MEMBERS

Section 1. Membership. Every Owner shall be a Member of the Association.

The membership of the Association shall consist of the three classes specified in Section 2 of Article III of the Declaration, namely the Type “A” Members, the Type “B” Members, and the Type “D” Member.

Section 2. Voting Rights.

(a) The respective voting rights of the Type “A” Members, the Type “B” Members, and the Type “D” Member shall not be equal and shall be as set forth in Section 2 of Article III of the Declaration.

(b) In the event the land records of Nelson County and Augusta County, Virginia, indicate that any Lot is owned of record by a corporate entity or other entity that is not a natural person or is owned of record in the name of two or more persons or entities, such record owner or owners shall file with the Secretary of the Association an instrument signed by all such record owners designating one natural person to cast the vote or votes which are attributable to such Lot. The Association may rely upon this instrument for all purposes related to notice or voting with respect to the record owners of such Lot, and, to the extent possible, the principles of this Section 2(b) shall apply to the execution of proxies, waivers, consents, or objections and for the purposes of ascertaining the presence of a quorum.

Section 3. Proxies. Each Member shall be entitled to name a proxy to cast any votes to which such Member is entitled. Proxies shall be appointed in the manner set forth in

Section 13.1-847(B) of the Code of Virginia, which may include electronic transmission. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot.

Section 4. Delinquency. No Member may vote at any meeting of the Association or in any referendum, consent to any action without a meeting, or be elected to serve on the Board of Directors if payment by such Member of any financial obligation to the Association is delinquent more than sixty days and the amount necessary to bring the account current has not been paid at the time of such vote, consent or election.

ARTICLE V MEETING AND VOTING OF MEMBERS

Section 1. Annual Meetings. An annual meeting of the Members (an “Annual Meeting”) shall be held at 10 o’clock a.m. on a Saturday in October or November each year, or at such other time and date as the Board of Directors may determine is in the best interests of the Association. Annual Meetings of the Members shall be held at the Property.

Section 2. Special Meetings. The President or a majority of the then-serving members of the Board of Directors may call meetings of the Members in addition to the Annual Meeting of Members (each such meeting, a “Special Meeting”). Special Meetings may also be called upon written request of Members entitled to cast 25% of all the votes of all the Type “A” Members, the Type “B” Members, and the Type “D” Member, voting together as a single voting group. Special Meetings of the Members shall be held at the Property.

Section 3. Participation by Conference Telephone. Any or all Members may participate in an Annual Meeting or a Special Meeting by use of conference telephone or any other means of communication by which all Members participating may simultaneously hear

each other during the meeting. A Member participating in a meeting by such means shall be deemed to be present in person at the meeting.

Section 4. Notice of Meetings. Except as otherwise expressly provided in these By-laws, written notice of each meeting of the Members specifying the place, day and hour of the meeting, and in the case of a Special Meeting, the purpose or purposes of the meeting, shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by facsimile telecommunication or other form of electronic transmission consented to by the Member to whom the notice is given, or by mailing a copy of such notice, postage prepaid, 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, to each Member entitled to vote at the meeting, no less than ten or more than sixty days before the meeting date; provided that notice of a meeting to act on an amendment of the Articles of Incorporation or the Declaration, a plan of merger or domestication, a proposed sale of assets or the dissolution of the Association shall be given not less than thirty nor more than sixty days before the meeting date. Nothing in these By-laws shall prohibit or deny any Member the right to waive, in writing or as otherwise provided by law, notice of a meeting.

Section 5. Quorum and Voting at Meetings. Except as may otherwise be provided by these By-laws, at any meeting, the presence of Members or their proxies entitled to cast 20% of the total votes entitled to be cast shall constitute a quorum for any action by the Members. If, however, such quorum shall not be present or represented at any meeting, a simple majority (more than 50%) of the Members present at the meeting and entitled to vote thereat shall have the 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. As

specified in Section 2 of Article VIII of the Declaration, amendments to the Declaration require a greater percentage of votes represented in person or by proxy to constitute a quorum (either 60% or 50% of the total votes entitled to be cast by the Members, as applicable) and require approval by a greater proportion (75% of the votes actually cast by the Members, provided that such proportion represents at least a simple majority of the votes entitled to be cast by the Members present in person or represented by proxy at a duly held meeting at which a quorum is present, as required by Section 13.1-849 of the Code of Virginia). Unless a greater or different proportion is required by the Act or by the Association Documents, approval by a simple majority (more than 50%) of the votes entitled to be cast by the Members who are present in person or represented by proxy at a duly held meeting at which a quorum is present shall be necessary for the adoption of any other matter voted upon by the Members. Members entitled to vote as a separate voting group may take action on a matter at a meeting only if a quorum of those Members exists with respect to that matter.

Section 6. Record Date; List of Members. The date for determining which Members are entitled to vote at each meeting of the Members as reflected by the land records of Nelson County and Augusta County, Virginia (the “Record Date”) shall be at the close of business on the day before the effective date of the notice of such meeting, unless otherwise fixed by the Board of Directors as allowed by Section 13.1-844 of the Code of Virginia, and shall be stated in such notice. The Board of Directors shall not fix a Record Date more than seventy days before the meeting or action requiring a determination of Members, nor shall the Board of Directors set a Record Date retroactively. At least ten days before each meeting, the Secretary shall make a complete list of the Members entitled to vote at such meeting, with the

address of each, available for review before and during the meeting. The list shall be current as of the Record Date.

Section 7. Matters to be Brought Before Meetings. Except as otherwise provided by law and Section 3 of Article VI of these By-laws, at any Annual or Special Meeting of Members, only such business shall be conducted as shall have been properly brought before the meeting in accordance with this Section 6 of Article V. In order to be properly brought before the meeting, such business must either have been: (a) specified in the meeting notice, (b) brought before the meeting at the direction of the Board of Directors or the officer presiding over the meeting, or (c) specified in a written notice given by or on behalf of a Member of record on the Record Date for such meeting and entitled to vote at the meeting or a duly authorized proxy for such Member, in accordance with the following requirements (“Member Notice”). A Member Notice must be given, either by personal delivery or by U.S. mail, postage prepaid, to the Secretary of the Association, (i) in the case of business to be brought before a Special Meeting, not more than five days after the date of the initial meeting notice, and (ii) in the case of business to be brought before an Annual Meeting, not less than thirty days prior to the first anniversary date of the initial notice given to Members of record for the previous Annual Meeting. The Member Notice shall set forth: (A) a full description of each such item of business proposed; (B) the name and address of the Member making the proposal; and (C) a representation that the Member is entitled to vote at such meeting and intends to appear in person or by proxy at the meeting. If any item of business brought before the meeting involves a nomination for director, the Member must comply with the requirements of Section 3 of Article VI of these By-laws.

Section 8. Conduct of the Meeting. At each meeting of Members, the President of the Association shall preside as chairman of the meeting. If the President is unable to serve,

the Vice-President shall preside as chairman of the meeting, and if the Vice-President is unable to serve, the chairman shall be appointed as provided by the Board of Directors. The chairman shall determine the order of business and shall have the authority to establish rules for the conduct of the meeting. The chairman shall announce at the meeting when the polls will open and close for each matter voted upon. If no announcement is made, the polls shall be deemed to have opened at the beginning of the meeting and to close upon the final adjournment of the meeting.

Section 9. Referendum. In the sole discretion of the Board of Directors, elections and other matters requiring a vote of the Members may be submitted to a referendum of the Members on a ballot, by mail or at polling places. Ballots shall be returned to the Secretary by the date specified on the ballot. The Board of Directors shall determine the method of voting, the form of all ballots, the wording of questions thereon, the deadline for return of ballots and the number and location of polling places, if any. Where a vote on any question is required by law to be taken at a meeting, each referendum ballot on such question shall be considered a proxy which directs the Secretary to cast such votes as are set forth on such ballot.

Section 10. Advisory Referendum. The Board of Directors may include on any ballot questions on which it seeks an advisory vote. Members may suggest questions for an advisory vote which shall be evaluated by the Board for consistency with the exercise of its duties and responsibilities and with the Association Documents. In any advisory vote, each such question on a ballot shall indicate that the vote is for advisory purposes only.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. Number. The affairs and administration of the Association and the management and the maintenance of the Property shall be the responsibility of a Board of

Directors comprised of not less than five and not more than eleven directors. The number shall be fixed by the directors from time to time. Unless otherwise specifically provided in the Act or the Association Documents, all rights, powers, easements, obligations and duties of the Association may be performed or enforced by the Board of Directors on behalf of the Association.

Section 2. Election and Term.

(a) Regardless of the size of the board as fixed by the directors from time to time, there shall be at all times two directors appointed by the Type “D” Member (the “Resort Directors”) and all other directors shall be designated as the “At-Large Directors.” At least one of the At-Large Director positions shall be filled by an Owner of either a Lot or a Dwelling Unit located in the Valley Village portion of the Property, as depicted on the Master Plan, and at least one of the At-Large Director positions shall be filled by an Owner of either a Lot or a Dwelling Unit located in the Mountain Village portion of the Property, as depicted on the Master Plan. Every At-Large Director must be an Owner of either a Lot or Dwelling Unit, who is current in the payment of Association dues and is not otherwise in violation of the Declaration or the General Covenants.

(b) Each Director elected shall hold office for a four-year term and until his or her successor is duly elected unless he or she shall sooner resign or be removed or otherwise cease to serve. Each duly elected Director will be limited to serving no more than two consecutive four-year terms; provided, however, that such individual may serve, if elected, for an additional term or two terms once such individual has stayed off the Board for a period of at least one year.

The executive director, president or nominating committee may recommend to extend the service of an existing Director whose term is expiring for a one-year period because of specific experience or expertise. Any such term extension must be approved by the vote of the majority of the Board. Such extending Director shall be a member in addition to the normal full complement of Directors on the Board. Any extension of the term of an existing Board member would preclude that individual from standing for election for at least one year after the expiration of the extended term.

(c) At every third succeeding Annual Meeting, the Type “D” Member or its proxy shall appoint each of the two Resort Directors. The Type “A” Members and the Type “B” Members are not entitled to cast votes with respect to the Resort Directors.

(d) At each Annual Meeting, the Type “A” Members shall vote as a voting group in the election of that class of At-Large Directors whose terms expire at the Annual Meeting. At-Large Directors shall be elected by a plurality of the votes cast by the Type “A” Members by secret written ballot. At each such election, each Type “A” Member, or his proxy, may cast, for each At-Large Director to be elected at that time, one vote for each Residential Lot or Family Dwelling Unit which the Type “A” Member owns. Cumulative voting is not permitted. Type “B” Members and the Type “D” Member are not entitled to cast votes with respect to the At-Large Directors.

Section 3. Nomination of At-Large Directors. Nominations for the election of At-Large Directors shall be made by a Nominating Committee. The Nominating Committee shall consist of a chairman, who shall be a member of the Board of Directors, and at least two

Members of the Association. The Nominating Committee shall be appointed by the Board of Directors and shall serve from the close of the Annual Meeting at which such appointment is announced until the close of the next Annual Meeting at which directors are elected. The Nominating Committee shall nominate at least one candidate for each At-Large Director position on the Board of Directors. Nominations may not be made from the floor at the Annual Meeting of the Members; however, any Type “A” Member entitled to vote in the election of At-Large Directors may nominate one or more persons for election at a meeting of Members, but only if written notice of such Member’s intent to make such nomination(s) was given, either by personal delivery or by U.S. mail, postage prepaid, to the Secretary of the Association not less than thirty days prior to the first anniversary date of the initial notice given to Members of record for the previous Annual Meeting, provided, however, that such notice shall not be required to be given more than ninety days prior to the Annual Meeting of Members. Each such notice shall set forth: (a) the name and address of the Member who intends to make the nomination and of the person(s) to be nominated; (b) a representation that the Member is entitled to vote in the election of At-Large Directors at the meeting and intends to appear in person or by proxy at the meeting to nominate the person(s) specified in the notice; and (c) the written consent of each nominee to serve as an At-Large Director of the Association if so elected. The presiding officer at any meeting may refuse to acknowledge the nomination of any person not made in compliance with the foregoing sentence.

Section 4. Removal. At any meeting of Members, by a majority of votes entitled to be cast by the Type “A” Members who are present in person or represented by proxy at the meeting, the Type “A” Members, voting as a voting group, may remove, with or without cause, any At-Large Director. Upon such a removal, the Type “A” Members, voting as a voting group,

shall have the right to elect a director to fill the vacancy. At any time, the Type “D” Member may remove, with or without cause, either or both of the Resort Directors, and, upon such a removal, the Type “D” Member shall have the right to appoint a director to fill the vacancy. In addition, any director who has been absent from three consecutive regular meetings of the Board of Directors may be removed by a majority of the then-serving members of the Board of Directors. Upon such a removal by the Board of Directors of an At-Large Director, the vacancy shall be filled by the affirmative vote of a majority of the At-Large Directors remaining in office, even if the At-Large Directors remaining in office constitute fewer than a quorum of the Board of Directors, or by a sole remaining At-Large Director. Upon such a removal by the Board of Directors of a Resort Director, the Type “D” Member shall have the right to appoint a director to fill the vacancy. The term of a director elected or appointed to fill a vacancy under the terms of this Section 4 of Article VI shall expire at the next Annual Meeting, at which time he may be elected or appointed, as applicable, by the applicable Members to serve until the next Annual Meeting at which directors of the same class are elected or at which Resort Directors are appointed, as applicable, and, despite the expiration of the term, the director shall continue to serve until his successor has been duly elected or appointed and has qualified.

Section 5. Resignation. Any director may resign at any time by giving written notice to the Board of Directors, 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. Upon the resignation of an At-Large Director, the vacancy shall be filled by the affirmative vote of a majority of the At-Large Directors remaining in office, even if the At-Large Directors remaining in office constitute fewer than a quorum of the Board of Directors, or by a

sole remaining At-Large Director. Upon the resignation of a Resort Director, the Type “D” Member shall have the right to appoint a director to fill the vacancy. The term of a director elected or appointed to fill a vacancy under the terms of this Section 5 of Article VI shall expire at the next Annual Meeting, at which time he may be elected or appointed, as applicable, by the applicable Members to serve until the next Annual Meeting at which directors of the same class are elected or at which Resort Directors are appointed, as applicable, and, despite the expiration of the term, the director shall continue to serve until his successor has been duly elected or appointed and has qualified.

Section 6. Death of a Director; Other Vacancies. Upon the death of an At-Large Director, the vacancy shall be filled by the affirmative vote of a majority of the At-Large Directors remaining in office, even if the At-Large Directors remaining in office constitute fewer than a quorum of the Board of Directors, or by a sole remaining At-Large Director. Upon the death of a Resort Director, the Type “D” Member shall have the right to appoint a director to fill the vacancy. Subject to the provisions of Sections 4, 5 and 6 of this Article VI, any other vacancy on the Board of Directors, including a vacancy resulting from an increase in the number of directors, shall be filled by the affirmative vote of a majority of the directors remaining in office, even if the directors remaining in office constitute fewer than a quorum of the Board of Directors, or by a sole remaining director. The term of a director elected or appointed to fill a vacancy under the terms of this Section 6 of Article VI shall expire at the next Annual Meeting, at which time he may be elected or appointed, as applicable, by the applicable Members to serve until the next Annual Meeting at which directors of the same class are elected or at which Resort Directors are appointed, as applicable, and, despite the expiration of the term, the director shall continue to serve until his successor has been duly elected or appointed and has qualified.

Section 7. Regular Meetings. The Board of Directors shall hold a regular meeting immediately after the Annual Meeting of the Members of the Association, or at such other time as the Board of Directors may determine, for the purposes of electing officers and the consideration of any other business that may properly be brought before the meeting. Other regular meetings shall be held at such other times as the Board of Directors may determine.

Section 8. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association or by any two directors, after not less than three days written notice to each director, except that notice can be waived in writing or as otherwise provided by law. Notice may be given by electronic transmission, including facsimile telecommunication and electronic mail, consented to by the director to whom the notice is given.

Section 9. Executive Sessions. All meetings of the Board of Directors shall be open to Members as observers, except that the President or presiding officer may call the Board into executive session on sensitive matters such as personnel, litigation strategy or hearings with respect to violations of the Association Documents. Any final action taken by the Board in executive session shall be recorded in the minutes.

Section 10. Quorum and Voting. A majority of the number of directors in office immediately before the meeting begins shall constitute a quorum for the transaction of business. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board of Directors.

Section 11. Participation by Conference Telephone. The Board of Directors may permit any or all directors to participate in a meeting of the directors by, or conduct the meeting through the use of, conference telephone or any other means of communication by which all directors participating may simultaneously hear each other during the meeting. A director

participating in a meeting by such means shall be deemed to be present in person at the meeting. When a meeting is so conducted, a written record shall be made of the action taken at such meeting.

Section 12. Action Taken Without a Meeting. Action required or permitted to be taken by the Board of Directors may be taken without a meeting if each director signs a consent describing the action to be taken and delivers it to the Association. Any action so approved shall have the same effect as though taken at a meeting of the directors and may be described as such in any document. The signing of one or more written consents may be accomplished through electronic transmission, including facsimile telecommunication and electronic mail, as set forth in the Code of Virginia.

Section 13. Compensation. No director shall receive compensation for any service he may render to the Association as a director. However, any director may be reimbursed for his actual reasonable expenses incurred in the performance of his duties.

ARTICLE VII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

The business and affairs of the Association shall be administered by and the management and maintenance of the Property shall be performed by the Board of Directors elected in accordance with the procedures and for the terms of office set forth in the Association Documents. The Board of Directors shall have all of the powers and duties necessary for the administration of the affairs of the Association and may do all such acts and things as are required by the Act or the Association Documents to be exercised and done by the Association. In addition to the duties imposed by any other provision of the Association Documents or by any resolution of the Association that may hereafter be adopted, the Board shall perform the following duties and take the following actions on behalf of the Association:

(1) Provide goods and services to the Members in accordance with the Association Documents, and provide for maintenance of the Common Area and, to the extent provided in the Association Documents, of the Lots.

(2) Designate, hire, dismiss and, where appropriate, compensate the personnel necessary to provide for the maintenance of the Common Area and, to the extent provided in the Association Documents, of the Lots, and provide goods and services to the Members, as well as purchase equipment, supplies and materials to be used by such personnel in the performance of their duties.

(3) Collect the assessments, deposit the proceeds thereof in depositories designated by the Board of Directors and use the proceeds to carry out the maintenance of the Property to the extent the Association is so authorized by the Association Documents.

(4) Adopt and amend any reasonable Rules and Regulations not inconsistent with the Association Documents and establish and enforce penalties for the infraction thereof.

(5) Open bank accounts on behalf of the Association and designate the signatories thereon in accordance with the financial policies of the Association, as recommended by the Association's auditors and approved by the Board, as they may be amended from time to time (collectively, the "Financial Authority Policy").

(6) Enforce by legal means the provisions of the Association Documents.

(7) Act with respect to all matters arising out of any eminent domain proceeding affecting the Common Area.

(8) Notify the Members of any litigation against the Association involving a claim in excess of the amount of the annual budget.

(9) Obtain and carry insurance against casualties and liabilities, as provided in Article VI of the Declaration, pay the premiums therefor and adjust and settle any claims thereunder.

(10) Pay the cost of all authorized goods and services rendered to the Association and not billed to Owners of individual Lots or otherwise provided for in Article VI of the Declaration.

(11) Notify a Mortgagee of any default in paying assessments for Common Expenses by a Member (which remains uncured for sixty days) or for any other default, simultaneously with the notice sent to the defaulting Member.

(12) Acquire, hold and dispose of Lots and mortgage the same without the prior approval of the Association if such expenditures and hypothecations are included in the budget.

(13) Charge reasonable fees for the use of the Common Area and for services.

(14) Suspend the right of any Member or other occupant of a Lot, and the right of such Person's household, guests, employees, customers, tenants, agents and invitees to use the Common Area in accordance with Article IV of the Declaration.

(15) Prepare an annual budget in accordance with Article V of the Declaration.

(16) Adopt an annual budget and make assessments against the Members to defray the Common Expenses of the Association, establish the means and methods of collecting such assessments from the Members and establish the period of the installment payment, if any, of the annual assessment for Common Expenses.

(17) Borrow money on behalf of the Association, when required for any valid purpose; provided, however, that, either a simple majority vote of Members obtained at a meeting held for such purpose or written approval by Members entitled to cast more than 50% of the total number of votes shall be required to borrow any sum in excess of the total annual assessment for Common Expenses for that fiscal year and mortgage any of the Common Area owned in fee simple by the Association.

(18) Execute deeds, plats of re-subdivision, and applications for construction permits for the Common Area owned in fee simple by the Association, as may be necessary or desirable in the normal course of the orderly development of the Property.

(19) Dedicate or transfer any portion of the Common Area owned in fee simple by the Association or grant easements, rights-of-way or licenses over and through the Common Area owned in fee simple by the Association pursuant to Article VI of the Declaration.

(20) Declare the office of a member of the Board of Directors to be vacant in the event such director, whether an At-Large Director or a Resort Director, shall be absent from three consecutive regular meetings of the Board of Directors.

(21) Amend or repeal these By-laws or adopt new by-laws, provided that the Members in adopting any amendment to the By-laws may provide that the Board of Directors may not further amend or repeal such amendment.

(22) 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 Meetings.

(23) Issue, or cause an appropriate officer to issue, upon written demand by any Member, an Association Disclosure Packet and/or a written statement setting forth whether or not any financial obligation has been paid and the amount of all unpaid financial obligations due, if applicable. If a statement states that a financial obligation has been paid, such statement shall be conclusive evidence of such payment. A reasonable charge may be made by the Board of Directors for the preparation and issuance of these documents.

(24) Cause all officers or employees having fiscal responsibilities to be bonded at an amount deemed appropriate.

(25) Do anything else not inconsistent with the Act or the Association Documents.

ARTICLE VIII COMMITTEES

Section 1. Committees of Directors; Specific Assignments.

(a) The Board of Directors, by resolution adopted by a majority of all the directors in office when the action is taken, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in the resolution, shall have and exercise the authority of the Board of Directors in the management of the affairs of the Association, provided that, however, no such committee shall have the authority

of the Board of Directors to approve or recommend to Members action that the Act requires to be approved by Members; fill vacancies on the Board of Directors or on any of its committees; amend the Articles of Incorporation; adopt, amend, or repeal these By-laws; or approve a plan of merger. Each such committee shall present a report of its actions to the Board of Directors at every regular meeting of the Board of Directors or at a special meeting called for such purpose.

(b) In addition to designating committees of two or more directors, the Board of Directors, by resolution adopted by a majority of all the directors in office when the action is taken, may specifically assign certain duties to a single director who shall exercise and discharge such duties as the Board of Directors may assign to him, provided that such single director may not exercise the authority of the Board of Directors in the management of the affairs of the Association. Such single director shall present a report of his actions to the Board of Directors at every regular meeting of the Board of Directors or at a special meeting called for such purpose.

Section 2. Executive Committee. The Board of Directors may delegate to an Executive Committee the authority to act on behalf of the Board on such matters which may arise between meetings of the Board as the Board deems appropriate.

Section 3. Architectural Review. The Board of Directors shall establish an Architectural Review Board as a committee of the Board of Directors as set forth in Article VII of the Declaration.

Section 4. Rules. Each committee may adopt rules for its own government not inconsistent with the Act, the Articles of Incorporation, these By-laws, the terms of the resolution of the Board of Directors designating the committee, or rules adopted by the Board of Directors.

Section 5. Applicability of By-laws. The provisions of Article VI of these By-laws regarding meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors shall apply to each committee and its members as well.

ARTICLE IX OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be the President, Vice-President, Secretary and Treasurer, and such other officers as the Board of Directors may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first regular meeting of the Board of Directors after the Annual Meeting of the Members in each year.

Section 3. Term. The officers of this Association shall be elected annually by the directors and each shall hold office for one year and until his successor is duly elected and has qualified, unless he shall sooner resign, or shall be removed, or otherwise cease to serve.

Section 4. Special Appointments. The directors may appoint 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 of Directors may, from time to time, determine.

Section 5. Removal and Resignation. Any officer may be removed from office at any time with or without cause by the Board of Directors. Any officer may resign at any time by giving written notice to the Board of Directors, 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 shall be filled by the affirmative vote of a majority of the directors in office. The officer 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 IX.

Section 8. President. The President, who shall be chosen from among the directors, shall preside at all meetings of the Board of Directors and of the Members; shall have general and active direction of the business of the Association subject to the control of the Board of Directors; shall see to the execution of the resolutions of the Board of Directors and the Association; shall see that orders and resolutions of the Board are carried out; shall sign leases, mortgages, deeds and other written instruments affecting Association property if so required by the Board of Directors; shall exercise and discharge such other duties as the Board of Directors may delegate to him; and shall, in general, perform all the duties incident to the office of President.

Section 9. Vice-President. The Vice-President shall act in the place and stead of the President in the event of his absence or inability or refusal to act, and shall exercise and discharge such other duties as the Board of Directors or President may delegate to him.

Section 10. Secretary. The Secretary shall review the minutes of all meetings and proceedings of the Board of Directors and of the Members; shall have charge of such books and records as the Board of Directors may direct and as may be required by the Code of Virginia;

shall ensure that notice of meetings of the directors and of the Members and all other notices required be given by the Association; shall exercise and discharge such other duties as the Board of Directors may delegate to him; and shall, in general, perform all the duties incident to the office of Secretary.

Section 11. Treasurer. The Treasurer shall review the financial records and reports prepared by the Deputy Director of Finance and Human Resources on a monthly basis; shall review audit documentation of the Association financial records; shall present current financial data at each scheduled meeting of the Board of Directors; shall present an annual budget and a statement of income and expenditures to the membership at its regular Annual Meeting, and deliver a copy of each to the Members; shall exercise and discharge such other duties as the Board of Directors may delegate to him; and shall, in general, perform all the duties incident to the office of Treasurer.

**ARTICLE X
ASSESSMENTS**

The Board of Directors shall determine, assess, collect, deposit, maintain, use, enforce and otherwise deal with the Annual Assessments, Additional Assessments, Individual Assessments, Optional Expenses, Reserves, and Fees as set forth in Article V of the Declaration.

**ARTICLE XI
BOOKS AND RECORDS**

The books, records and papers of the Association shall, during regular business hours, be subject to inspection by a Member in accordance with the provisions of the Act. The Association may impose a reasonable charge, covering the costs of labor and material, for copies of any document provided to the Member.

**ARTICLE XII
CORPORATE SEAL**

The Board of Directors may provide a suitable seal in circular form having within its circumference the words: WINTERGREEN PROPERTY OWNERS ASSOCIATION, INC.

**ARTICLE XIII
MISCELLANEOUS**

The fiscal year of the Association shall be the calendar year.

**ARTICLE XIV
AMENDMENTS**

These By-laws may be amended by a vote of a majority of the Board of Directors at any meeting of the Board of Directors or by a majority of votes cast by the Members, voting together as a single voting group, at any meeting of the Members, provided that:

(a) No such amendment shall be in conflict with, or cause these By-laws as amended to be in conflict with, the Declaration or the Articles of Incorporation then in force and effect;

(b) No such amendment shall have the effect of restricting the Association or its Board of Directors, committees, officers or agents in the full exercise of all powers, duties of authority granted to them or to any of them by the Declaration as then in force and effect;

(c) No such amendment shall be acted upon at any meeting of the Board of Directors or any meeting of the Members unless written notice of such meeting has been mailed, postage pre-paid, to each director or Member entitled to vote at such meeting at least ten days in advance of such meeting, which notice shall state that an amendment to the By-laws will be considered at such meeting, shall set forth the proposed text of such amendment and shall set forth a fair summary of the reasons for which such amendment has been proposed; and

(d) The Members in adopting any amendment to the By-laws may provide that the Board of Directors may not further amend or repeal such amendment.

ARTICLE XV CONSTRUCTION

The following principles of construction shall apply:

(a) The captions are provided only for reference, and shall not be deemed to define, limit or otherwise affect the scope, meaning or effect of any provision of the document in which used.

(b) The use of the masculine gender shall be deemed to include the feminine and neuter, and the use of the singular shall be deemed to include the plural and vice versa, whenever the context so requires.

(c) Each provision of an Association Document is severable from every other provision and the invalidity or unenforceability of any one or more provisions shall not change the meaning of or otherwise affect any other provision. To the extent that any provision of the Association Documents is found to be overly broad or unenforceable and a narrower or partially enforceable construction may be given to such provision, then the narrower or partially enforceable construction shall be applied and, to the extent lawful, the provision shall be enforced.

ADOPTED: By the Board of Directors, effective February 19, 2010

AMENDED: By the Board of Directors, effective April 20, 2018