

# **SOUTH HARBOR PROPERTY OWNERS ASSOCIATION, INC.**

## **Complaint Procedure**

WHEREAS South Harbor Property Owners Association, Inc. (the "Association") is a common interest community subject to regulation by the Virginia Common Interest Community Board ("CICB"); and

WHEREAS common interest communities in Virginia are required by law and CICB regulations to establish rules for receiving and considering Complaints from members and other citizens concerning a matter regarding the action, inaction or decision by the governing Board, managing agent or Association inconsistent with applicable laws and regulations; and

WHEREAS the Association desires to implement a Complaint Procedure in accordance with Section 55-530 of the Code of Virginia and regulations adopted by the CICB;

THEREFORE, it is hereby resolved that the Association, acting by its Board of Directors, adopts the following Complaint Procedure.

### **I. Filing the Written Complaint.**

A. A member of the Association, or other citizen, must register a Complaint in writing.

B. A sample of the "Association Complaint Form" is attached hereto as Exhibit A and must be used when filing a Complaint with the Association under these procedures.

C. The completed Complaint form with all supporting documents, correspondence, and other materials related to the Complaint, must be emailed to \_\_\_\_\_@thewillardcompanies.com, provided the sender retains sufficient proof of electronic delivery, or delivered by first class mail, postage prepaid to The Willard Companies, P.O. Box 540, Wirtz, Virginia 24184. The Complaint must be submitted to the Association within thirty (30) days of the alleged act, or failure to act, which is the subject of the Complaint.

### **II. Receipt and Adequacy of the Complaint.**

A. The Association shall provide written acknowledgment of receipt of the Association Complaint to the Complainant within seven (7) days of receipt. Such acknowledgment shall be sent by electronic means, provided the sender retains sufficient proof of the electronic delivery, hand delivered, or mailed by registered or certified mail, return receipt requested, to the Complainant

at the address provided on the Complaint form.

B. To the extent that the Complainant has knowledge of the law or regulation applicable to the Complaint, the Complainant shall provide that reference, as well as the requested action or resolution. If it appears that the submitted Complaint is inadequate in any way, then the Association may provide notice of such to the Complainant. The notice should describe how the Complaint is inadequate and advise the Complainant of the need to submit a revised Complaint, or additional information before it can be forwarded to the Board for consideration. If it appears that the submitted Complaint includes the required information, the President, or other officer designated by the Board, shall provide the Board of Directors with a copy of the Complaint for consideration.

### **III. Board Consideration of the Complaint.**

A. The Board of Directors, or other hearing tribunal constituted by the Board, shall consider the Complaint within ninety (90) days of receipt of an adequate and completed Complaint, or under extenuating circumstances, as soon thereafter as may be reasonably possible.

B. Notice of the date, time, and location informing the Complainant when and where the matter will be considered shall be delivered by electronic means, provided the sender retains sufficient proof of the electronic delivery, hand delivered, or mailed by registered or certified mail, return receipt requested, to the Complainant at the address provided in the Complaint, at least fourteen (14) days prior to consideration by the Board.

C. If the Association has provided notice to the Complainant of the inadequacy of the Complaint as provided for in Section II B above, but if the Complainant does not submit a revised Complaint or additional information within thirty (30) days after such notice is sent, then the Association may dismiss the Complaint or consider the Complaint as submitted and make a final determination.

### **IV. Notice of Association Board/Hearing Committee Decision**

A. After the final determination is made, the written notice of final determination shall be delivered by electronic means, provided the sender retains sufficient proof of the electronic delivery, hand delivered, or mailed by registered or certified mail, return receipt requested, to the Complainant at the address provided in the Complaint, within seven (7) days.

B. The notice of final determination shall be dated as of the date of issuance and include specific citations to applicable association governing documents, laws, or regulations that led to the final determination, as well as the CICB registration number of the Association.

C. No further appeal process under this Association Complaint Procedure is available, and the decision rendered by the Association's Board or hearing tribunal may be considered a "final adverse decision" for purposes of this Complaint Procedure.

**V. Notice of Final Adverse Decision to Common Interest Community Board.**

A. The Complainant shall have the right to file a "Notice of Final Adverse Decision" with the Common Interest Community Board. A copy of a form for this purpose is attached hereto as Exhibit B. Additionally, attached as Exhibit C is a form entitled "Request for Waiver of Filing Fee".

**VI. Association Records.**

A. A record of each Complaint shall be maintained for no less than one year after the Association acts upon the Complaint.

B. The Association Complaint Procedure must be readily available (upon request) to all members of the association and citizens.

C. The Association Complaint Procedure shall be included as an attachment to the association disclosure packet.

DULY ADOPTED THIS 11<sup>th</sup> DAY OF NOVEMBER, 2016, BY THE BOARD OF DIRECTORS

# **SOUTH HARBOR PROPERTY OWNERS ASSOCIATION, INC.**

**c/o Willard Companies,  
P.O. Box 540, Wirtz, VA 24184  
540-721-5288**

## **ASSOCIATION COMPLAINT FORM**

Pursuant to Chapter 29 of Title 55 of the Code of Virginia, the Board of Directors (Board) of the South Harbor Property Owners Association, Inc. (Association) has established this complaint form for use by persons who wish to file written complaints with the Association regarding the action, inaction or decision by the governing board, managing agent or association inconsistent with applicable laws and regulations.

Legibly describe the complaint in the area provided below, as well as the requested action or resolution of the issues described in the complaint. Please include references to the specific facts and circumstances at issue and the provisions of Virginia laws and regulations that support the complaint. If there is insufficient space, please attach a separate sheet of paper to this complaint form. Also, attach any supporting documents, correspondence and other materials related to the complaint.

---

---

---

---

---

---

---

Sign, date and print your name and address below and submit this completed form to the Association at the address listed above.

---

Printed Name

---

Signature

---

Date

---

Mailing Address

---

Lot/Unit Address

---

E-mail Address

---

Home Phone Number

---

Mobile Phone Number

If, after the Board's consideration and review of the complaint, the Board issues a final decision adverse to the complaint, you have the right to file a notice of final adverse decision with the Common Interest Community Board (CICB) in accordance with the regulations promulgated by the CICB. The notice shall be filed within 30 days of the date of the final adverse decision, shall be in writing on forms provided by the Office of the Common Interest Community Ombudsman (Ombudsman), shall include copies of any supporting documents, correspondence and other materials related to the decision, and shall be accompanied by a \$25 filing fee. The Ombudsman may be contacted at:

Office of the Common Interest Community Ombudsman  
Department of Professional and Occupational Regulation  
9960 Mayland Drive, Suite 400  
Richmond, VA 23233  
804-367-2941      [CICOmbudsman@dpor.virginia.gov](mailto:CICOmbudsman@dpor.virginia.gov)

ARTICLES OF INCORPORATION

FOR

SOUTH HARBOUR HOMEOWNERS ASSOCIATION, INC.

The following is hereby declared and established as the Articles of Incorporation of a non-stock corporation formed under the provisions of the Virginia Non-Stock Corporation Act, Title 13.1, Chapter 10, of the Code of Virginia (1950) as amended.

ARTICLE I. NAME

The name of the corporation is South Harbour Homeowners Association, Inc.

ARTICLE II. PURPOSES AND POWERS

The corporation shall have the power to transact any and all lawful business not prohibited by law or required to be specifically stated in these articles.

ARTICLE III. MEMBERS

The corporation shall have one class of members whose qualifications and rights shall be as set out in the bylaws of the corporation.

ARTICLE IV. ELECTION OF DIRECTORS

All directors shall be elected by the membership.

ARTICLE V. REGISTERED OFFICE AND AGENT

The initial registered agent of the corporation is George I. Vogel, III, a member of the Virginia State Bar, whose address is 204 McClanahan Street, S.W., P.O. Box 18188, Roanoke, Virginia 24014 located in the City of Roanoke, Virginia.

The address of the initial registered office of the corporation is 204 McClanahan Street, S.W. P.O. Box 18188, Roanoke, Virginia 24014.

ARTICLE VI. DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is three and the name and address of the persons who are to serve as the initial directors are:

Ronald L. Willard, Sr.  
75 Builder's Pride Drive  
Suite 200  
Hardy, VA 24101  
(Franklin County)

Ronald L. Willard, II  
75 Builder's Pride Drive  
Suite 200  
Hardy, VA 24101  
(Franklin County)

Walter Lee Willard, II  
75 Builder's Pride Drive  
Suite 200  
Hardy, VA 24101  
(Franklin County)

ARTICLE VII. INDEMNIFICATION

The corporation shall indemnify its directors and officers in the manner, against the matters and to the full extent provided and permitted by Title 13.1 Chapter 10, Article 9 of the Code of Virginia (1950), as amended.

DATED: APRIL 2, 2015

  
\_\_\_\_\_  
Incorporator

**BY-LAWS  
OF  
SOUTH HARBOR PROPERTY OWNERS ASSOCIATION, INC.**

**ARTICLE I  
NAME AND LOCATION**

The name of the corporation is South Harbor Property Owners Association, Inc., hereinafter referred to as the "Association". The principal office of the corporation shall be located at Post Office Box 540, Wirtz, Virginia 24184, but meetings of members and directors may be held at such places and times as may be designated by the Board of Directors.

**ARTICLE II  
DEFINITIONS**

Section 1. "Association" shall mean and refer to South Harbor Property Owners 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 dated the 22<sup>nd</sup> day of December, 2014 and recorded in the Clerk's Office of the Circuit Court for the County of Franklin, Virginia in Deed Book 1057, Page 1952.

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

Section 4. "Lot" shall mean and refer to any numbered plot of land as shown on the "Survey for The Lakewatch Club" dated September 24, 2008, Revised January 23, 2009, prepared by Philip W. Nester and recorded in the Clerk's Office of the Circuit Court for the County of Franklin, Virginia in Deed Book 952, Page 1857. The name of the subdivision was changed to South Harbour by that Declaration of Covenants, Conditions and Restrictions dated the 22<sup>nd</sup> day of December, 2014 and recorded in the aforesaid Clerk's Office in Deed Book 1057, Page 1952.

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. "Developer" shall mean and refer to CLARK PROPERTY, L.L.C., A Virginia Limited Liability Company, BARBARA W. AMOS, BARBARA AMOS CANNADAY, GAIL AMOS MELTON and MCBN, LLC, collectively, and their successors and assigns, if such successors or assigns should acquire more than one undeveloped lot from the Developer 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 of the Circuit Court for the County of Franklin, Virginia in Deed Book 1057, Page 1952.

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 within one year from the date of the sale and conveyance of the first lot by the Developer and each subsequent regular annual meeting of the members shall be held on the same day of the same month of each year thereafter, at the office of the Association, unless otherwise stated in the notice of the meeting. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

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

Section 3. Notice of Meeting. 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 25 days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.



Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-fourth (1/4) of the votes of the 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 meeting shall be adjourned from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

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

**ARTICLE IV**  
**BOARD OF DIRECTORS: ELECTION: TERM OF OFFICE**

Section 1. Number. The affairs of this Association shall be managed by a board of three (3) directors, who need not be members of the Association.

Section 2. Term of Office. The directors shall be elected at each annual meeting of the members.

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

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

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

**ARTICLE V**  
**NOMINATION AND ELECTION OF DIRECTORS**

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

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

**ARTICLE VI**  
**MEETINGS OF DIRECTORS**

Section 1. Regular Meetings. Regular meetings of the Board of directors shall be held at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two 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 decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

**ARTICLE VII**  
**POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

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

to:

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

(b) suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations; and

(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; and

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

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

(f) exercise all duties set forth in Section 2 and all powers incident thereto.

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

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

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

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

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

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

(3) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same.

(d) issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not

any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment; and

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

(f) cause the Common Area as provided in the Declaration 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 each shall hold office for one (1) 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 by giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

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

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

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

President

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

Vice-President

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

Secretary

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 said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

Treasurer

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 co-sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year, and shall prepare an annual budget and a statement of income and expenditures to be represented to the membership at its regular annual meeting, and deliver a copy of such to the members.

**ARTICLE IX**  
**COMMITTEES**

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

**ARTICLE X**  
**BOOKS AND RECORDS**

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

**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. 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 rate of ten (10) percent per annum, and the Association may employ an attorney to collect such assessments and may bring an action at law against the owner personally obligated to pay the same or foreclose the lien against the property, and interest, 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 by non-use of the Common Area or abandonment of his lot.

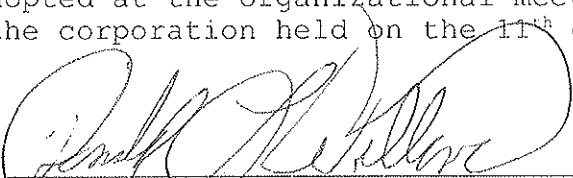
**ARTICLE XII**  
**MISCELLANEOUS**

The fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of December of each year, except that the first fiscal year shall begin on the date of incorporation.

ARTICLE XIII  
INDEMNIFICATION

The Association shall indemnify its directors and officers in the manner, against the matters, and to the full extent provided and permitted by Section 13.1-875 through 13.1-881 and Section 13.1-883 of the Code of Virginia of 1950, as amended.

The foregoing By-Laws of South Harbor Property Owners Association, Inc. were duly adopted at the organizational meeting of the Board of Directors of the corporation held on the 11<sup>th</sup> day of November, 2016.

  
\_\_\_\_\_  
RONALD L. WILLARD, SR., PRESIDENT

UNANIMOUS CONSENT IN LIEU OF THE  
ORGANIZATIONAL MEETING OF THE  
BOARD OF DIRECTORS OF  
SOUTH HARBOR PROPERTY OWNERS ASSOCIATION, INC.

Pursuant to Section 13.1-685 of the Code of Virginia, the undersigned, being the directors of said Corporation, do hereby execute, effective November 11, 2016, this consent in writing to the organizational meeting of the Board of Directors and the following actions:

The Certificate of the State Corporation Commission certifying that the Certificate of Incorporation of the Corporation has been issued and admitted to record in the Office of the State Corporation Commission and that the Corporation is authorized to transact business will be filed in the minute book of the Corporation with a conformed copy of the Articles of Incorporation.

The following officers are elected to serve until the next annual meeting of the Corporation:

President - RONALD L. WILLARD, SR.

Vice President - RONALD L. WILLARD, II

Secretary / Treasurer - WALTER LEE WILLARD, II

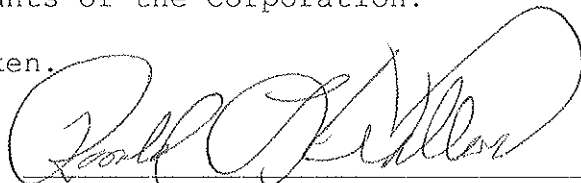
The bylaws, a copy of which are filed herewith, are adopted and a copy will be spread in the minute book of the corporation.

The President, Vice President, and the Secretary / Treasurer shall be authorized to execute and issue checks, drafts, notes and orders drawn on the accounts of the Corporation.

No further action is taken.

11-11-16

Date



Ronald L. Willard, Sr. Director