

EXHIBIT C-2

BYLAWS OF COLLINGTON COMMUNITY ASSOCIATION, INC.

ARTICLE I NAME AND LOCATION

The name of the corporation is Collington Community Association, Inc. (the "Association"). The principal office of the corporation shall be initially located at 400-D Southlake Boulevard, Richmond, Virginia 23236.

ARTICLE II DEFINITIONS

Section 1. Member. "Member" is defined as an owner of a Unit, as set forth in that certain "Declaration of Covenants, Conditions and Restrictions for Collington" (the "Declaration") which is to be recorded in the Clerk's Office of the Circuit Court of the County of Chesterfield, Virginia, and all amendments and annexations thereto.

Section 2. Initially Capitalized Words. Certain initially capitalized words or terms not defined in these Bylaws shall have the same meaning as set forth in the Declaration, the terms of which are incorporated herein by this reference.

ARTICLE III MEETING OF MEMBERS

Section 1. Annual Meetings. Beginning in 2004, the annual meeting of the Members shall be held on or about the 10th day in August of each year.

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 Members who are entitled to cast one fourth (1/4) of all of the votes entitled to be cast by the Members.

Section 3. Notice of Meetings. Except as may otherwise be provided in these Bylaws or in the Declaration, written notice of each meeting of the Members shall be given in accordance with the Virginia Nonstock Corporation Act.

Section 4. Voting at Meetings. Unless greater than a majority vote is otherwise required by the Virginia Nonstock Corporation Act, the Articles of Incorporation, the Declaration or these Bylaws, the vote, by the Members, of more than fifty percent (50%) of the votes entitled to be cast at a duly convened meeting at which a quorum is present is required to adopt decisions made at any meeting of the Association.

Section 5. Voting Rights; Multiple Votes. Each Property Owner is entitled to one (1) vote per lot. When more than one person holds an interest in a lot within Collington, the vote for such Property shall be exercised as the co-owners among themselves determine.

Section 6. Quorum. At any meeting of Members, the presence at the beginning of the meeting, whether by proxy or in person, of Members entitled to cast fifty percent (50%) of the votes entitled to be cast by all of the Members shall constitute a quorum for any action except as otherwise provided in the Virginia Nonstock Corporation Act, the Articles of Incorporation, the Declaration, or these Bylaws.

ARTICLE IV
BOARD OF DIRECTORS:
SELECTION, REMOVAL AND COMPENSATION

Section 1. Number and Term. The affairs of the Association shall be managed by a Board of Directors. The initial Board of Directors shall be comprised of one (1) director, who is not required to be a Member, and who shall be appointed by the Declarant in its sole discretion. Thereafter, the Board of Directors shall be comprised of three (3) directors, each of whom shall be Members. Directors shall serve for terms of one (1) year each or until their successors are elected and qualify.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the Members may cast, with respect to each vacancy, as many votes as they are entitled to exercise under the provisions of these Bylaws. The persons receiving the largest number of votes shall be elected. Cumulative voting is permitted.

Section 3. Removal. Any director may be removed from the Board of Directors, with or without cause, by more than seventy percent (70%) of the votes entitled to be cast by all of the Members, and the successor to the director so removed by the Members shall be selected by the Members at the time of such removal.

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

Section 5. If a vacancy occurs in the Board of Directors, the remaining Members of the Board of Directors may fill the vacancy.

ARTICLE V
MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors may be held as the Board of Directors deems necessary, or as infrequently as annually, at such place and hour as may be fixed from time to time by resolution of the Board of Directors.

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 (2) directors, after at least three (3) business days' notice of the meeting is actually delivered to each director specifying the time and place of the meeting and the business to be transacted thereat.

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 of Directors.

Section 4. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting that they could take at a meeting by obtaining the written approval of all the directors or pursuant to a telephonic meeting, as permitted by Virginia law. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE VI
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. In addition to all other powers granted in these Bylaws or in the Declaration, plus all powers conferred by law or inferred from obligations imposed by them, the Board of Directors shall have power to:

- (a) Subject to the provisions of Article X of these Bylaws, suspend a Member's voting rights and right to use any of the Common Area (except for the right to use utilities and roadways for ingress and egress to such Member's lot) during any period in which the Member shall be in default in the payment of any assessment levied by the Association;
- (b) Bring an action at law against the Member personally obligated to pay assessments which are not paid when due (including the enforcement of liens as hereinafter described). In addition, the Board may assess a reasonable late charge on each assessment or installment thereof not paid within the grace period, if any, permitted for such late payment.
- (c) Exercise for the Association the right to maintain, improve or develop the Common Area as provided in the Declaration;
- (d) Exercise for the Association the right to dedicate or transfer Common Area to any public agency, authority or utility as provided in the Declaration;
- (e) Promulgate rules and regulations governing the use of, and activity upon, the Common Area;
- (f) Enforce the decisions and regulations of the Declarant or the Board by any lawful means; and

(g) Exercise for the Association all powers, duties and authority (i) vested in or delegated to the Association and not reserved to the Members by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration, and (ii) vested in or delegated to the Board of Directors by other provisions of these Bylaws, the Articles of Incorporation or the Declaration.

Section 2. Duties. In addition to all other duties imposed by these Bylaws or the Declaration, it shall be the duty of the Board of Directors to:

- (a) Cause to be kept a record of its acts and corporate affairs;
- (b) Supervise all officers, agents and employees of the Association, and to see that their duties are properly performed;
- (c) Fix the amount of the annual assessment after the initial annual assessment, the special assessment, the remedial assessment and other assessments as described below to every Member subject thereto;
- (d) Procure and maintain adequate liability and hazard insurance on property owned or leased by the Association and such other additional coverages as deemed prudent by the Board, and file and adjust all claims arising under such insurance; and
- (e) Appoint such committees as it deems appropriate in carrying out its duties.

ARTICLE VII OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of the Association shall be a president, who shall at all times be a member of the Board of Directors, a vice president, a secretary and a treasurer and such other officers as the Board of Directors may from time to time by resolution create.

Section 2. Election of Officers. An organizational meeting of the Board of Directors shall be held within thirty (30) days after the annual meeting of the Members. The election of officers shall take place at the organizational meeting.

Section 3. Term. The officers of the Association shall be elected annually by the Board of Directors and each shall hold office for one (1) year or, if later, until their respective successors are elected, unless any shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board of Directors may elect such other officers as the affairs of the Association may require. Each such officer 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. Resignation and Removal. Any officer may be removed from office 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.

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

Section 7. Multiple Offices. The same person shall be permitted to simultaneously hold more than one of any of the offices described in this Article, unless prohibited by the Virginia Nonstock Corporation Act.

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

(a) **President.** The president shall (i) preside at all meetings of the Board of Directors; (ii) see that orders and resolutions of the Board of Directors are carried out; and (iii) sign all agreements on behalf of the Association. In addition, the president shall exercise and discharge such other duties as may be required of him by the Board of Directors and shall have all the rights and duties of a president of a nonstock corporation under the Virginia Nonstock Corporation Act.

(b) **Vice President.** The vice president shall act in the place and stead of the president upon the president's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board of Directors.

(c) **Secretary.** The secretary shall (i) record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the Members; (ii) keep the corporate seal of the Association and affix it on all papers requiring a seal; (iii) serve notice of meetings of the Board of Directors and of the Members, (iv) keep appropriate current records showing the Members together with their addresses; and (v) perform such other duties as required by the Board of Directors.

(d) **Treasurer.** The treasurer shall (i) receive and deposit in appropriate bank accounts all monies of the Association; (ii) disburse funds of the Association as directed by resolution of the Board of Directors; (iii) sign all checks of the Association; (iv) keep proper books of account; (v) if required by the Board of Directors, cause an annual audit of the Association books to be made by a [certified public] accountant at the completion of each fiscal year; and (vi) prepare a statement of income and expenditures to be presented to the Members at their regular annual meeting, and deliver a copy of such statements to the Members.

ARTICLE VIII LIABILITY AND INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1. Liability and Indemnification of Officers and Directors. The Association shall indemnify every officer, director and committee member of the Association against any and all expenses, including, without limitation, attorneys' fees, reasonably incurred by or imposed upon any officer, director or committee member in connection with any action, suit or other proceeding (including settlement of any suit or proceeding if approved by the Board of Directors) to which the officer, director or committee member may be made a party by reason of being or having been an officer, director or committee member of the Association regardless of whether he is an officer, director or committee member at the time such expenses are incurred (unless such expenses are incurred because of the bad faith, willful misconduct or fraud of such officer, director or committee member). Provided the officers, directors and committee members of the Association act in good faith, they shall not be liable to the Members for any mistake of judgment or negligence. The officers, directors and committee members of the Association shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Association (except to the extent that such officers, directors or committee members are liable as Members) and the Association shall indemnify and forever hold each officer, director and committee member free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other

rights to which any officer, director or committee member of the Association, or former officer, director or committee member of the Association, may be entitled.

ARTICLE X ENFORCEMENT

Section 1. Sanctions. The Board of Directors shall have the power to impose the sanctions and remedies made available to the Association or the Board of Directors by the Declaration, these Bylaws, the Act or other laws, upon the violation by a Member of any duty created under the Declaration, these Bylaws, any rules or regulations duly adopted by the Association or the Board of Directors.

Section 2. Notice. Prior to the imposition of any sanction described in Section 1 of this Article, the Board of Directors shall serve the alleged violator with written notice of the alleged violation and the Member's right to a hearing.

Section 3. Hearing. The hearing shall be held before the Board of Directors affording the Member a reasonable opportunity to be heard. The minutes of the meeting shall contain a written statement of the results of the hearing and the sanction, if any, imposed.

Section 4. Exceptions to Notice and Hearing Requirements. The provisions of Sections 2 and 3 of this Article shall not apply to the following sanctions:

- (a) the imposition of late payment fees, fines and interest on delinquent assessments;
- (b) the filing of liens for delinquent assessments;
- (c) actions or suits brought to enforce or foreclose liens for assessments;
- (d) the acceleration of the balance of any assessment in connection with the nonpayment of the assessment; and
- (e) unless otherwise required by the Declaration, the enforcement of any provision of the Declaration, these Bylaws, or the rules and regulations of the Association, by self-help.

Section 5. Application of Sanctions. The sanctions described in this Article shall apply to the violating Member.

Section 6. Additional Enforcement Rights. Except as otherwise set forth in the Declaration, the Association shall have the right to enforce, by a proceeding at law or in equity, all restrictions, conditions, covenants, reservations, liens and charges now or hereafter imposed by the provisions of the Declaration or these Bylaws. In any such action, the Member or occupant responsible for the violation of which abatement is sought shall pay all costs, including reasonable attorneys' fees and costs and administrative fees and costs, actually incurred, by the Association.

Section 7. Non-Waiver. Failure by the Board of Directors to enforce any covenant or restriction contained in the Declaration, the Bylaws or other rules and regulations adopted by the Association shall not be construed or deemed a waiver of the right to do so thereafter.

ARTICLE XI
ASSESSMENTS

Each Party shall pay to the Association such annual, special, and remedial assessments and charges as may be levied by the Board pursuant to the authority and subject to the procedures as set forth in the Declarations.

ARTICLE XII
AMENDMENTS AND CONFLICTS

Section 1. Amendment by Members. These Bylaws may be amended, at a regular or special meeting of the Members, by a vote of more than seventy percent (70%) of the votes entitled to be cast by the Members present at the meeting, a quorum being present.

Section 2. Conflicts. If there is any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and if there is any conflict between the Declaration and these Bylaws, the Declaration shall control.

IN WITNESS WHEREOF, we, being all of the directors of Collington Community Association, Inc., have hereunto set our hands this ____ day of _____, 2003.

Douglas R. Sowers, Secretary

CERTIFICATION

I, the undersigned, do hereby certify:

That I am the duly elected and acting secretary of Collington Community Association, Inc., a Virginia nonstock corporation; and

That the foregoing Bylaws constitute the original Bylaws of the Association, as duly adopted by unanimous written consent of the Board of Directors thereof dated the ____ day of _____, 2003.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the Association this ____ of _____, 2003.

Douglas R. Sowers, Secretary

EXHIBIT A

All those lots, pieces, or parcels of land together with improvements thereon and appurtenances thereto belonging, as more particularly shown on the following subdivision plats: (i) "Collington, Section-1, Matoaca District, Chesterfield County, Virginia", prepared by E. D. Lewis & Associates, P.C., dated February 7, 2003, and (ii) "Collington, Section-2, Matoaca District, Chesterfield County, Virginia", prepared by E. D. Lewis & Associates, P.C., dated June 5, 2003, which subdivision plats are to be recorded in the Clerk's Office of the Circuit Court of Chesterfield County, Virginia.

EXHIBIT B

Any property within three thousand five hundred (3,500) linear feet of a boundary of the property described in Exhibit A.

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