

**AMENDED AND RESTATED BYLAWS OF  
MOUNT WOODLEY MANOR HOMEOWNERS ASSOCIATION**

**ARTICLE I**

**NAME AND LOCATION**

The name of the non-stock corporation is MOUNT WOODLEY MANOR HOMEOWNERS ASSOCIATION, hereinafter referred to as the "Association." The principal office of the corporation shall be located at such a place in Fairfax County as may be designated by the Board of Directors from time to time, but meetings of members and directors may be held at such places within Fairfax County, Virginia as may be designated by the Board of Directors.

**ARTICLE II**

**DEFINITIONS**

Section 1. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Office of the Clerk of the Circuit Court of Fairfax County, Virginia, as the same may be amended from time to time.

Section 2. Capitalized terms, when used herein, shall have the same definitions as set forth in the Declaration.

**ARTICLE III**

**MEMBERSHIP**

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, shall be a Member of the Association. The foregoing is not intended to include persons or entities that may hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. Ownership of such Lot shall be the sole qualification for membership. A Mortgagee in possession of a Lot shall be entitled to exercise the Owner's rights in the Association with regard thereto.

**ARTICLE IV**

**VOTING RIGHTS**

The Association's voting membership is all those Owners as defined herein. Each Member shall be entitled to one vote for each Lot in which they hold the interest required for membership by Article III. When more than one person holds such interest in any Lot, all persons shall be Members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

## **ARTICLE V**

### **BOARD OF DIRECTORS: NOMINATION, ELECTION**

#### **Section 1 Number and Term of Office:**

a. The Board of Directors shall consist of not less than three persons nor more than five persons, each of who shall serve a three year staggered term. If the Board consists of three directors, one director shall be elected to a full term at each annual meeting of the Association.

b. The Board of Directors may increase the size of the Board to five members. If such an increase is adopted, directors who are necessary to fill the new seats shall be elected at the next annual meeting of the Board. If there are not sufficient candidates nominated and willing to serve to fill the additional seats at that annual meeting, then the increase in the number of directors shall not take place at that annual meeting. The Board shall not increase the size of the Board to four.

c. If two additional directors are added to the Board at an annual meeting (1) the candidate receiving the highest number of votes at that meeting shall get a three year term; (2) the candidate receiving the next highest number of votes shall fill one of the new seats and get a two year term; and (3) the candidate receiving the third highest number of votes shall fill one of the new seats and get a one year term. When the term of each of these directors expires, their successors shall be elected to a three year term.

Section 2. Nomination. Nominations for election to the Board of Directors shall be solicited by the Board of Directors at least sixty (60) days in advance of an annual meeting. An individual may be nominated by written notice from any Member in good standing to the Association at least 30 days before the annual meeting. Nominations may also be made from the floor at the annual meeting. Self-nominations shall also be accepted. There are no limits to the number of nominations made for election to the Board of Directors.

Section 3. 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. If, at an annual meeting, there is a vacancy to be filled by election by the Members, as well as an election for a full Board, the person elected with the higher number of votes shall receive the full Board term. Cumulative voting is not permitted.

Section 4. Vacancies. Except for a vacancy caused by removal of a Board member by the membership, any vacancy on the Board of Directors shall be filled by the Board, and the person elected by the Board shall serve until the next annual meeting of the Association, at which time the Members shall elect a person to fill the remainder of the term (if any); provided that, any vacancy that first occurs less than 45 days before an annual meeting shall be filled by the Board of Directors until the second annual meeting following occurrence of the vacancy, unless the term of the Member who created the vacancy expires at the first annual meeting following occurrence of the vacancy.

## **ARTICLE V**

### **BOARD OF DIRECTORS MEETINGS**

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. The meetings shall be set at regular intervals.

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 two (2) days' notice to each director. Notice may be waived by any Board member in writing, by email or by the Board member's presence at the meeting. Notice may be given by telephone or email.

Section 3. Quorum. A majority of the total number of directors (not including any vacancies) shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present and voting at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 4. 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 VI**

### **POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

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

(a) To 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 Association or at any special meeting, when such statement is requested.

(b) To supervise all officers, agents and employees of the Association;

(c) To suspend a Member's voting rights and right to the use any recreational facilities constructed on the Common Area for any period during which any assessment against the Member's Lot remains unpaid, and for a period not to exceed sixty (60) days for any infraction of its published rules and regulations;

(d) To exercise for the Association all powers, duties and authority vested in or delegated to this Association not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;

(e) To declare the office of a member of the Board of Directors to be vacant due to resignation in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors unless excused by a majority of the remaining Board members;

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

(g) To adopt a policy concerning foreclosure of liens against any Lot for which assessments are not paid, and/or to bring an action at law against the Owner personally obligated to pay the same;

- (h) To ensure that all taxes that are due are paid;
- (i) To ensure that an annual financial audit is performed with required documentation.
- (j) To distribute monthly Board meeting minutes and annual meeting minutes to Members upon request, as required by law.
- (l) To prepare periodic financial statement of all accounts, to made available to Members upon request;
- (m) To take appropriate action for the collection of all Association assessments.
- (n) To hold annual meetings in April of each year, unless an emergency is declared by governmental authorities limiting gatherings for health and safety reasons, in which case the meeting shall be held as soon thereafter as deemed practicable; and
- (o) To ensure that all community documentation and historical data, other than that of the current year, is maintained either digitally or at an off-site storage facility. The keys for any such facility maintained and/or the passwords for any digital files, shall be turned over to the President of the Board each year.

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

- (a) To cause to be kept a complete record of all its actions;
- (b) To supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
- (c) As more fully provided in the Declaration:
  - (i) To fix the amount of the annual assessments against each Lot at least thirty (30) days in advance of annual assessment period; and
  - (ii) To send written notices of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period;
- (d) To issue, or cause an appropriate officer to issue, documentation setting forth whether any or all assessments have been paid. The Board may charge for the issuance of this documentation;
- (e) To procure and maintain adequate liability and hazard insurance on property owned by the Association.
- (f) To cause all Officers having fiscal responsibilities to be bonded, as it may deem appropriate;
- (g) To cause the Common Area to be maintained in accordance with the standards adopted by the Board; and
- (h) To issue an Association Disclosure Packet as requested by outgoing Owner or their representative in the manner required by law. The Board may charge for the Packet.

Section 4: Removal. Any director may be removed from the Board, with or without cause, by a majority of the Members who are present and voting at any annual or special meeting of the Members of the Association. Any director whose removal is sought shall be given

ten days written notice that such a vote will take place. Any vacancy created by such removal shall be filled by the Members at the meeting at which the removal took place.

Section 5. Transition of Board Materials. All documentation and materials owned by the Association shall be turned over to the President of the Board each year. These shall include but are not limited to the following:

- Keys to the Post office box
- Keys to the safe deposit box (if one is in place at the time)
- Keys to the off-site storage facility which the Board has determined to maintain
- All current and historical documentation
- Any and all materials purchased with Board funds (e.g., gardening implements, electronic devices, stationery, stamps, electronic databases used to maintain Association records of any type, etc.)
- Anything (such as passwords) needed to access any digital records of the Association.

## **ARTICLE VII**

### **OFFICERS AND THEIR DUTIES**

Section 1. Enumeration of Officers. The officers of this Association shall be a President, Vice-President, Secretary and a Treasurer who shall at all times be members of the Board of Directors, 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 individual elected as President of the Board by majority vote of the Directors may serve as President for no more than two (2) consecutive years, after which time another Board member must be selected as President. This term restriction applies only to the office of the President. A Board member may then be reelected as President after a one (1) year hiatus from this position.

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 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. The acceptance of such resignation shall not be necessary to make it effective. The resigning officer must relinquish all community-owned property within ten (10) days following the effective date of the action. Any officer may be removed from office with or without cause by the Board.

Section 6. Vacancies. A vacancy in any office shall be filled by the Board of Directors. The officer elected to such vacancy shall serve for the remainder of the term of the officer he/she replaces, unless removed as provided herein.

Section 7. Length of Service; Term Limits. No Member of the community may serve on the Board for more than six (6) consecutive years. If an individual would like to continue to serve, he or she may participate on voluntary committees but not as an elected director. After four (4) years of consecutive service, a Board member must take a one (1) year break from elective service.

Section 8. Multiple Offices. It is permitted for one (1) person to hold the positions of Secretary and Treasurer. No person shall simultaneously hold more than one (1) of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 9. Duties. The duties of the officers are as follows:

(a) President. The President shall preside at all meetings of the Members and of the Board of Directors; shall see that orders and resolutions of the Board are carried out;

(b) Vice-President. The Vice-President shall act in the place and stead of the President in the event of his absence, and shall exercise and discharge such other duties as may be required of him by the Board;

(c) 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. The Secretary shall supervise the performance of these duties by another if the Board authorizes another (such as a contractor) to perform some of these duties. The Secretary shall also perform the duties of the Treasurer if the Board consists of only three directors.

(d) 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 a proposed annual budget to be presented to the Board of Directors for approval and a statement of income and expenditures to be presented to the membership at its annual meeting. The Treasurer shall also perform the duties of the Secretary if the Board consists of only three directors.

## **ARTICLE VIII**

### **COMMITTEES**

The Board of Directors may appoint an Architectural Review Committee to carry out the duties set forth in the Declaration. In addition, the Board of Directors may appoint other committees, as necessary. It shall be the responsibility of each committee to advise the Board of Directors regarding any matter involving Association functions, duties, and activities within its field of responsibility. If the Board of Directors does not appoint an Architectural Review

Committee (also referred to in the Declaration as the “Architectural Review Board”) then the Board of Directors shall serve in this capacity.

## **ARTICLE IX**

### **MEETING OF MEMBERS**

Section 1. Annual Meetings. The annual meeting of the Members shall be held each year in the month of April on a date set by the Board of Directors, unless an emergency is declared by governmental authorities limiting gatherings for health and safety reasons, in which case the meeting shall be held as soon thereafter as deemed practicable. 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 10% of the Members who are entitled to vote. Said written request shall be presented to the Secretary, who shall promptly verify the validity of the signatures and shall send notice of the meeting within thirty days of the date the signatures are verified.

Section 3. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting to each Member entitled to vote, 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, in person or by proxy, of Members representing twenty-five percent (25%) of all the votes shall constitute a quorum for any action at the meeting of Members, except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote 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.

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. Proxies may be instructed or uninstructed. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of the Member's Lot.

## **ARTICLE X**

### **ARCHITECTURAL REVIEW COMMITTEE**

Section 1. Composition. The Architectural Review Committee (also known in the Declaration as the Architectural Review Board) shall consist of the Directors of the Association or a committee of three (3) or more persons appointed by them. Members shall serve staggered three (3) year terms, as designated by the Board of Directors, but any Member of the Committee may be removed at any time with or without cause, by the Board of Directors.

Section 2. Vacancies. Appointments to fill vacancies shall be made in the same manner as the original appointment.

Section 3. Officers. At the first meeting of the Architectural Review Committee following each Annual Meeting of the Members, the Architectural Review Committee shall elect from among themselves, a Chairman, a Vice-Chairman and a Secretary who shall perform the usual duties of their respective offices. If the Board serves as the Architectural Review Committee, the officers of the Committee shall be the Board officers.

Section 4. Duties. The Architectural Review Committee shall regulate the external design, appearance, and locations of the Properties and improvements thereon in such a manner so as to preserve and enhance values and to maintain a harmonious relationship among structures and the natural vegetation and topography. In furtherance thereof, the Architectural Review Committee shall:

a) Review and approve, modify or disapprove, within thirty (30) days, all written applications of Owners and of the Association for improvements or additions to the Lots or Common Areas;

b) On an annual basis (once per year) inspect the properties for compliance with architectural guidelines, procedures and approved plans for alteration. Homeowners found not to be in compliance with published guidelines will have sixty (60) days in which to obtain approval for a specific modification or come into compliance with community standards.

c) Adopt architectural standards subject to the confirmation of the Board of Directors;

d) Adopt procedures for the exercise of its duties and enter them in the Book of Resolutions;

e) Maintain complete and accurate records of all actions taken.

f) Use an evaluation form for each Property by which it is evaluated for adequate maintenance and compliance to standards. Such form shall include but not be limited to: condition of exterior paint (including chimney stacks), roof, siding, fencing, decks, windows, handrails, concrete, landscaping, accessibility of sidewalk and stoop, garbage or debris around the property, exterior storage facilities (prohibited in all areas except fenced area); and

g) Perform such other tasks as the Declaration authorizes the Architectural Review Committee or the Architectural Review Board to perform.

## **ARTICLE XI**

### **POWERS AND DUTIES OF THE ASSOCIATION**

Section 1. Discretionary Powers and Duties. The Association shall have the following powers and duties which may be exercised at its discretion:

(a) To enforce any or all building restrictions which are imposed by the terms of the Declaration or which may hereafter be imposed on any part of the Properties. Provided, that nothing contained herein shall be deemed to prevent the Owner of any Lot from enforcing any building restrictions in his own name; the right of enforcement shall not serve to prevent such changes, releases or modifications of the restrictions or reservations placed upon any part of



the Properties by any party having the right to make such changes, releases or modifications in the deeds, contracts, declarations or plats in which such restrictions and reservations are set forth; and the right of enforcement shall not have the effect of preventing the assignment of those rights by the proper parties wherever and whenever such right of assignment exists. The expense and costs of an enforcement proceedings initiated by the Association shall be paid out of the general fund of the Association, as hereafter provided for;

(b) To provide such light as the Association may deem advisable on streets and for the maintenance of any and all improvements, structures or facilities which may exist or be erected from time to time on any Common Area;

(c) To use the Common Area and any improvements, structures or facilities erected thereon subject to the general rules and regulations established and prescribed by the Association and subject to the establishment of charges for their use;

(d) To mow and re sow the grass and to care for, spray, trim, protect, plant and replant trees and shrubs growing on the Common Area and to pick up and remove from said property and area all loose material, rubbish, filth and accumulations of debris; and to do any other thing necessary or desirable in the judgment of the Association to keep the Common Area in neat appearance and in good order;

(e) To exercise all rights and control over any easements which the Association may from time to time acquire, including, but not limited to, those easements specifically reserved to the Association in Article XVIII, hereof;

(f) To create, grant and convey easements upon, across, over and under all Association properties including, but not limited to easements for the installation, replacement, repair and maintenance of utility lines serving lots in the subdivision;

(g) To employ counsel and institute and prosecute such suits as the Association may deem necessary or advisable, and to defend suits brought against the Association;

(h) To employ from time to time such agents, servants and laborers as the Association may deem necessary in order to exercise the powers, rights and privileges granted to it, and to make contracts; and

(i) To promulgate such rules and regulations as needed to regulate the use of any parking areas that may be constructed or authorized on Common Area for the benefit of all Owners, which rules and regulations may include assignment of parking spaces and no restriction or prohibition on certain vehicles as provided in the Declaration

Section 2. Mandatory Powers and Duties. The Association shall exercise the following rights, powers and duties:

(a) To accept title to the Common Area and to hold and administer said property for the benefit and enjoyment of the owners and residents of lots in the subdivision. The purpose of this provision is to impose on the Association the obligation to accept title to any Common Area and to hold and maintain the same for the benefit of owners and occupiers of Lots in Mount Woodley Manor.

(b) To make and enforce regulations governing the use of the Common Area.

## **ARTICLE XII**

### **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, subject to the restrictions and procedures set forth in the Virginia Property Owners Association Act as the same may be amended from time to time. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association.

## **ARTICLE XIII**

### **CORPORATE SEAL**

The Association shall have a seal in circular form having within its circumference the words: MOUNT WOODLEY MANOR HOMEOWNERS ASSOCIATION, a Virginia non-stock corporation.

## **ARTICLE XIV**

### **AMENDMENTS**

These Bylaws may be amended, at a regular or special meeting of the Members or by a vote of the majority of a quorum of Members present in person or by proxy.

## **ARTICLE XV**

### **MISCELLANEOUS**

Section 1. The fiscal year of the Association shall begin on the first day of April and end of the 31st day of March of every year, except the first fiscal year shall begin on the date of incorporation, provided that said dates fixing the fiscal year may be adjusted at the discretion of the Board.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.