

Date of Last Revision: April 18, 2007

**BY-LAWS**

**OF**

**WAKEFIELD CHAPEL WOODS HOMES ASSOCIATION**

**ARTICLE I**

**NAME AND LOCATION**

The name of the corporation is WAKEFIELD CHAPEL WOODS HOMES ASSOCIATION, hereinafter referred to as the "Association." Meetings of the Members and Directors may be held at such places within the Commonwealth of Virginia, County of Fairfax, as may be designated by the Board of Directors.

**ARTICLE II**

**DEFINITIONS**

Section 1. "Association" shall mean and refer to WAKEFIELD CHAPEL WOODS HOMES ASSOCIATION, its successors and assigns.

Section 2. "Properties" shall mean and refer to all real property which, from time to time, is subjected to the Declaration of Covenants, Conditions and Restrictions of the WAKEFIELD CHAPEL WOODS HOMES ASSOCIATION and as subsequently amended.

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

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

Section 5. "Member" shall mean and refer to every person or entity who holds membership in the Association.

Section 6. "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.

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Section 7. "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

### **ARTICLE III**

#### **MEMBERSHIP**

Section 1. 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, including contract sellers, shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. No owner shall have more than one (1) membership. 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.

Section 2. Suspension of Membership. During any period in which a Member is in default in the payment of any annual or special assessment levied by the Association, the voting rights and right to use of the recreational facilities of such Member may be suspended by the Board of Directors until such assessment has been paid. Such rights of a Member may also be suspended, after notice and an opportunity for a hearing, for a period during which any violation of any published rules and regulations established by the Board of Directors remains uncured.

### **ARTICLE IV**

#### **PROPERTY RIGHTS: RIGHTS OF ENJOYMENT**

Each Member shall be entitled to the use and enjoyment of the Common Area and facilities as provided in the Declaration. Any Member may delegate his rights of enjoyment of the Common Area and facilities to the Members of his family, his tenants or contract purchasers, who reside on the Lot. Such Member shall notify the Secretary in writing of the name of any subject delegee. The rights and privileges of such delegee are subject to suspension to the same extent as those of the Members.

### **ARTICLE V**

#### **BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE**

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Section 1.            Number. The affairs of this Association shall be managed by a Board of five (5) Directors, who are Members of the Association.

Section 2.            Election. Directors shall be elected by Members at the annual Association meeting. The term of a Director shall be three (3) years. As the terms of Directors expire, new Directors shall be elected for terms of three (3) years. Directors shall commence their terms on January first of the year following the annual meeting at which they are elected.

Section 3.            Removal. Any Directors 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. The Board shall use its best efforts to select a replacement Director within sixty (60) days of the vacancy.

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 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 VI**

### **MEETINGS OF DIRECTORS**

Section 1.            Regular Meetings. Regular meetings of the Board of Directors shall be held, without written notice to the Directors, as frequently as required to conduct the business of the Association. Meetings will be held at such place, date, and hour as may be fixed by resolution of the Board.

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 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

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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**

### **NOMINATION AND ELECTION OF DIRECTORS**

Section 1.        Nomination. Nominations for election to the Board of Directors may be made by a Nominating Committee at the discretion of the Board of Directors. Nominations may also be made from the floor at the annual meeting. The Nominating Committee, if applicable, shall consist of a Chairman, who shall be a Member of the Board of Directors, and two (2) or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine. Such nominations may be made from among 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 VIII**

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

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

(a) To establish, adopt, and enforce rules and regulations with respect to use of the Common Areas and with respect to such other areas of responsibility or function assigned to the Association by the Declaration, except where expressly reserved by the Declaration to the Members. Rules and regulations may be adopted by resolution and shall be reasonably published or distributed throughout the development.

(b) 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 By-Laws, the Articles of Incorporation, or the Declaration;

(c) To declare the office of a member of the Board of

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

(d) To employ a manager, an independent contractor, or such other employee as deemed necessary, and to prescribe their duties.

(e) To take such other actions as authorized for Board of Directors in the Virginia Property Owners' Association Act.

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 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;

(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 herein and in the Declaration:

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

(2) to send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of the due date for each annual assessment.

(d) To issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether any assessment has been paid. A reasonable charge may be made by the Board of Directors for the issuance of these certificates. Such certificate shall be conclusive evidence of any assessment therein stated to have been paid;

(e) To procure and maintain adequate liability insurance, and to procure adequate hazard insurance on property owned by the Association;

(f) To cause all officers or employees having fiscal responsibilities to be bonded, as may be deemed appropriate; and

(g) To cause the Common Area and such other areas and

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properties, as may be required by the Declaration or by vote of the membership, to be maintained;

(h) To provide to the seller of a lot within fourteen (14) days of the actual receipt of a written request therefor and receipt of the appropriate fee, a disclosure packet containing the information required by the Virginia Property Owners' Association Act. In addition, the letter accompanying the disclosure packet shall list any potential litigation which is planned or may be contemplated caused by violations of Association architectural standards or unauthorized alterations of properties of which the Board of Directors is aware;

(i) To perform such other duties as required by the Virginia Property Owners' Association Act; and

(j) To take such other actions as authorized for Board of Directors in the Virginia Property Owners' Association Act.

## **ARTICLE IX**

### **COMMITTEES**

Section 1. The Board of Directors may appoint an Architectural Committee as provided in the Declaration and a Nominating Committee as provided in these By-Laws. In addition, the Board of Directors may appoint other committees as it deems appropriate in carrying out its purposes, such as:

1. A Recreation Committee which shall advise the Board of Directors on all matters pertaining to the recreational program and activities of the Association and shall perform such other functions as the Board, in its discretion, determines;

2. A Maintenance Committee which shall advise the Board of Directors on all matters pertaining to the maintenance, repair or improvement of the Common Area, and shall perform such other functions as the Board, in its discretion, determines;

3. A Publicity Committee which shall inform the Members of all activities and functions of the Association and shall, after consulting with the Board of Directors, make such public releases and announcements as are in the best interest of the Association; and

4. A Financial Review Committee which shall supervise the annual review of the Association's books and approve the annual budget and statement of income and expenditures to be presented to the membership at its regular annual meeting as provided in Article XI, Section 8(d). The Treasurer shall be an

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ex officio Member of the Committee.

Section 2. It shall be the duty of each committee to receive complaints from Members on any matter involving Association functions, duties, and activities within its field of responsibility. It shall dispose of such complaints as it deems appropriate or refer them to such other committees, Director or officer of the Association as is further concerned with the matter presented.

## **ARTICLE X**

### **MEETING OF MEMBERS**

Section 1. Annual Meetings. The annual meeting of the Members shall be held in the month of October at a time and place selected by the Board of Directors.

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 entire membership.

Section 3. Notice of Meetings. 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 transmitting a copy of such notice, by U.S. Mail, or by hand delivery, not less than thirty (30) days nor more than sixty (60) 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-tenth (1/10) 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 Members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings of the 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

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revocable and shall automatically cease upon conveyance by the Member of his Lot.

## ARTICLE XI

### OFFICERS AND THEIR DUTIES

Section 1.           Enumeration of Offices. 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 an officer 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 resignations 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 in the manner prescribed for regular election. The officer elected to such vacancy shall serve for the remainder of the term of the officer replaced.

Section 7.           Multiple Offices. 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 the Article.

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



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President

(a) 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, promissory notes and other such written instruments. The President may sign checks in the absence of the Treasurer or at the discretion of the Board.

Vice President

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

Secretary

(c) The Secretary shall record the votes and keep minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal for 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 may be required by the Board.

Treasurer-Assistant Secretary

(d) The Treasurer-Assistant Secretary 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; may sign checks and promissory notes of the Association; keep proper books of account; cause an annual review of the Association books to be made at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the Members. The Treasurer-Assistant Secretary shall act in the place and stead of the Secretary in the event of the Secretary's absence, inability or refusal to act.

**ARTICLE XII**

**ASSESSMENTS**

Assessments are governed by Article V of the Association's Declaration of Covenants, Conditions and Restrictions. Past due assessments shall incur a Twenty-Five Dollar (\$25.00) late fee and bear interest at a rate of one and one-half percent per month, compounded monthly on the amount due, calculated from the due date. The Association's annual assessment shall cover the period January 1 through December 31. Beginning January 1, 2007,

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the Association's fiscal and budgetary year shall run from January 1 through December 31.

### **ARTICLE XIII**

#### **BOOKS AND RECORDS**

The books, records and papers of the Association shall, by prior appointment with the Secretary, 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 by prior appointment with the Secretary, from whom copies may be purchased at a reasonable cost.

### **ARTICLE XIV**

#### **CORPORATE SEAL**

The Association shall have a seal in circular form having within its circumference the words: WAKEFIELD CHAPEL WOODS HOMES ASSOCIATION, a Virginia Corporation.

### **ARTICLE XV**

#### **AMENDMENTS**

Section 1. These By-Laws may be amended, at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control: and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

### **ARTICLE XVI**

#### **MISCELLANEOUS**

The fiscal year of the Association shall begin on the first day of November and end on the 31st day of October of every year.

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IN WITNESS WHEREOF, the Members of the Association, have adopted these By-Laws as the Amended and Restated By-Laws of Wakefield Chapel Woods Homes Association this 25th day of October 2006 and by the signature of the President and Secretary of the Association, we certify this amendment.

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Tim Johnson  
Director

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Dan Desko  
Director

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Paul Krumhaus  
Director

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Stephen Parker  
Director

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Jennifer Gittins  
Director

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I, the undersigned, hereby certify:

1. That I am the duly elected Secretary for the Wakefield Chapel Woods Homes Association, a Virginia non-stock corporation; and

2. That the foregoing Bylaws constitute the Amended and Restated Bylaws of said Association as duly adopted by consent of the Members on the 25<sup>th</sup> day of October, 2006.

In witness whereof, I have hereunto subscribed my name this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
Jennifer Gittins Secretary