

**BY-LAWS
OF
BORNEHAM WOOD COMMUNITY ASSOCIATION**

ARTICLE I

NAME AND LOCATION, The name of the corporation is BORNEHAM WOOD COMMUNITY ASSOCIATION hereinafter referred to as the "Association". The Principal office of the corporation shall be located at 3923 University Drive, Fairfax, Virginia, 22030, but meetings of members and directors may be held at such places within the State of Virginia may be designated by the Board of Directors.

**ARTICLE II
DEFINITIONS**

Section 1. "Association" shall mean and refer to BORNEHAM WOOD COMMUNITY ASSOCIATION, 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, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

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 plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, or equitable or beneficial title (or legal if same has merge) of any Lot. The foregoing does not include persons or entities who hold an interest in any Lot merely as security for the performances of an obligation. The term "Owner" shall not include a Developer, who for this Declaration shall be defined as a builder, contractor, investor, or other person or entity who purchases a Lot in Borneham Wood for the purposes of resale thereof to a Public Purchaser, or for the purposes of construction improvements thereon for resale to a Public Purchaser.

Section 6. "Declarant" shall mean and refer to Borneham Wood Community Association, a Virginia corporation, its successors and assigns, if such successors or assigns should acquire more than one undeveloped lot from the Declarant 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 Office of Clerk of Court, Fairfax County, Virginia.

Section 8. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

Section 9. "Public Purchaser" shall mean any person or other legal entity who becomes an Owner of any Lot within Borneham Wood.

ARTICLE III MEETING OF MEMBERS

Section 1. Annual Meetings. The regular annual meeting of the members shall be held in January of each year, on a day and at the hour determined by the Board of Directors with written notification provided at least thirty (30) days before such meeting to each member entitled to vote there, addressed to the member's mailing or email address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice .

Section 2. Special Meetings. Special meeting of the members may be called at any time by the president or by the Board of Directors, or upon written request of the non Declarant members who are entitled to vote on one-fourth (1/4) of all the votes outstanding in each class of non-Declarant memberships.

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 mailing a copy of each notice to either an electronic address or the physical address, postage prepaid, at least fifteen (15) days before such meeting to each member entitled to vote there, 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 vote or of proxies entitled to vote, one-tenth (1/10) of the votes each class of 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 there shall have 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. Electronic notification of proxy is allowable when received from the electronic address provided for the purpose of notice. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lots.

ARTICLE IV BOARD OF DIRECTORS; TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of not to exceed five (5) in number but not less than three (3) directors, who shall be members of the Association, except for members of the Board of Directors appointed by the Declarant. The directors elected shall be of the classes and terms of office specified in Section 2 of this Article IV, and the number of directors elected to each class shall be so apportioned among the classes so as to make all classes as nearly equal in number as may be possible. The Board

shall determine the initial number of Board members, however, upon cessation of the Declarant's class of membership as more fully defined in the Declaration, the Members of the Association shall determine the number of Board members.

Section 2. Term of Office. The Board of Directors terms shall be two (2) years with staggered, expiring terms. Thereafter, at each annual meeting of the members, the successors to the Board, whose terms shall then expire, shall be elected for two (2) years. When the aggregate number of directors is changed, any increase or decrease shall be so apportioned among the members so that the Board of Directors remains compliant to the officers necessary to operate. No decrease in the aggregate number of directors shall shorten the term of any incumbent director.

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 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 V NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made from the floor at the annual meeting subject to procedural rules adopted by the Board. Such rules shall not be established so as to exclude any member desiring to be a candidate or desiring to submit the name of a candidate from so doing.

Section 2. Election. Election to the Board of Directors shall be by voice vote, or secret written ballot if requested. At such election the member 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 monthly without notices, at such place and hour as may be fixed from time to time by resolution for 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;

(b) suspend the voting rights and right to use Common Areas 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;

(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;

(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.

(f) right to assess charges for violations of the covenants and the duly adopted rules and regulations of the Association;

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 Class A Members who are entitled to vote;

(b) 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, to:

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

2) send written notice of each assessment to every Owner subject thereto at least 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 to 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 of Directors for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment.

- (e) procure and maintain adequate liability and hazard insurance on property owned by the Association;
- (f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate
- (g) cause the Common Area to be maintained;
- (h) approve an annual budget.

ARTICLE VIII OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a president, vice-president, secretary and treasurer. The President and Vice President shall at all times be members of the Board of Directors.

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 s/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 giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of the 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 a special offices created pursuant to Section 4 of this Article.

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

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, and other written instruments and shall co-sign all promissory notes, and checks from such accounts as the Board may from time to time determine. He shall make appointments of Committee Chairman of all Standing Committees.

Vice President

(b) 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

(c) 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

(d) the treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall cause the disbursement of such funds as directed by resolution of the Board of Directors; shall co-sign all promissory notes and checks from such accounts as the Board may from time to time determine; keep proper books of account; cause an annual audit of the Association books to be made by an auditing committee or a professional auditor at the completion of each fiscal year; and shall be the chief officer responsible for the preparation of 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 each to the members.

1. An auditing committee or a professional auditor shall be selected by the executive board prior to the end of the fiscal year. An auditing committee shall consist of no fewer than two (2) members and no one with signature authority shall sit on the auditing committee.

2. The Treasurer shall submit the books to the auditing committee or the professional auditor by 30 January following fiscal year end 31 December.

3. The Board of Directors shall, upon resignation of the treasurer during a term, select an auditing committee or a professional auditor within two (2) weeks of the resignation. The audit shall be performed with fiscal year end auditing procedures and shall be completed within three (3) weeks of the selection of the committee. This audit shall not be performed in lieu of the year-end audit.

4. The newly elected treasurer shall not undertake any banking responsibilities of that office with the exception of depository duties, reconciliation of bank statements, change of signatory or other clerical duties not requiring signatory until the audit is presented to the board.

5. All audit reports shall be presented to the Board of Directors at the next Monthly Board meeting following the audit completion. A copy of the fiscal year-end audit shall be retained and incorporated into the Disclosure Packet as required.

ARTICLE IX COMMITTEES

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 provide 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, a fee of \$50 shall be applied to the assessment dues for each thirty (30) days delinquency persists, and the Association 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 wave or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his Lot.

ARTICLE XII CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: BORNEHAM WOOD COMMUNITY ASSOCIATION

ARTICLE XIII AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of majority of a quorum of the members present in person or by proxy, provided, however, that in the event VA and/or FHA are involved, such amendment shall require the approval of such agency.

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 XIV
MISCELLANEOUS**

The fiscal year of the Association shall begin on the first 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.

IN WITNESS WHEREOF, we being all the Directors of Borneham Wood Community Association have hereunto set our hands this 29th day of March, 2016.







