

DEER RUN CROSSING  
HOMEOWNERS ASSOCIATION  
BY-LAWS

(As Amended through June 5, 2008)

ARTICLE I

NAME AND LOCATION OF ASSOCIATION

Section 1. Name. The name of the corporation is the Deer Run Crossing Homeowners Association.

Section 2. Place of Meetings. Meetings of Members and Directors of the corporation shall be held within Fairfax County, Virginia, at such places as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS: APPLICABILITY OF BY-LAWS

Section 1. Definitions. In these By-Laws, the following definitions apply:

- (1) "Association" means the Deer Run Crossing Homeowners Association.
- (2) "Properties" means that real property described in Article IV of the Articles of Incorporation of the Association and such; additions to such property as may be brought within the jurisdiction of the association after the adoption of these By-Laws.
- (3) "Common Area" means the real property owned by the Association for the common use and enjoyment of the Members of the Association.
- (4) "Lot" means a plot of land other than the Common Area shown upon a recorded subdivision map of the properties. There are 62 lots in the Association. The number of lots is used to determine voting and meeting requirements within the Association.
- (5) "Member" means every person or entity who is a record owner of any Lot which is subject by covenants or record to assessment by the Association. Ownership of such Lot shall be the sole qualification for Membership. No owner shall have more than one Membership. This definition includes contract sellers but excludes persons or entities that hold an interest merely as security for an obligation.
- (6) "Member in Good Standing" is a Member who has no delinquent assessments or charges, accrued interest including violation assessments, cost of collection including but not limited to court costs and/or attorney fees.

- (7) "Infraction" as stated in Article V, Section (1) of the Declaration means any violation of the Association's published rules and regulations.
- (8) "Owner" means the record owner, whether one or more persons or entities, of the fee simple title to a 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.
- (9) "Declaration" means the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Office of the Clerk of Court, Fairfax County, Virginia.

ARTICLE III

MEMBERSHIP

Section 1. Nature of Membership. Membership in the Association is governed by Article V of the Articles of Incorporation of the Association.

Section 2. Suspension of Membership. Article V, Section 1, paragraph (d) of the Declaration provides that during a period which a Member is in default in payment of an annual or special assessment levied by the Association, the right of that Member to vote shall be suspended by the Board of Directors until such assessment and fees have been paid. Such right of any Member may also be suspended, after notice and hearing, for a period not to exceed 30 days for violation of any rule or regulation established by the Board of Directors.

ARTICLE IV

USE OF COMMON AREA: NOTIFICATION OF BOARD OF DIRECTORS

Section 1. Right to Use of Common Area. Each Member is entitled to the use and enjoyment of the Common Area as provided in Article V of the Declaration. A Member may delegate his right of enjoyment of the Common Area to the members of his family and his tenants or contract purchasers who reside on the property. The rights and privileges of such delegee are subject in suspension to the same extent as those of the Member.

Section 2. Notification to Board of Names of Tenants. Each Member of the Association who is not residing in his property shall notify the Association in writing of the name, phone number, and email address (if available) of any tenant residing in his property.

Section 3. Non-Resident Owners. Non-resident owners shall notify the Board in writing of their record address and contact information to include phone number and email address (if available).

## ARTICLE V

### VOTING RIGHTS

Section 1. Voting Rights. Members shall be all those Owners as defined in Article V of The Articles of Incorporation. Members shall be entitled to one vote for each Lot in which they hold the interest required for membership by Article V. When more than one person holds such interest in any Lot all such 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 VI

### MEETINGS OF MEMBERS

Section 1. Annual Meetings. There shall be a regular annual meeting of the Members of the Association between April 15 and June 15, at a time, date and place specified by the Board of Directors.

Section 2. Special Meetings. The President or the Board of Directors may call Special Meetings of Members at any time. The President shall call a special meeting of the Members when there is a written request from Members who own a total of one-fourth of Lots; one Member represents each Lot.

Section 3. Notice of Meetings. Written, or electronic if consented to by Member in writing, notice of each meeting shall be sent to the Owner's record address or designated email address unless the Owner or his Agent has provided the Association with an alternative. Each such notice shall specify the place, day, and hour of the meeting and, in the case of special meeting, the purpose of the meeting. Notice shall be given by, or at the direction of, the Secretary or person authorized to call the meeting by sending a copy of such notice to the Members by the dates given:

- (1) Notices for annual and special meetings shall be sent at least 15 days before the meeting date except as otherwise provided for in the Articles of Incorporation or Declaration of Covenants.
- (2) Notices for special meetings on assessments shall be sent as provided for in Article VI of the Declaration.
- (3) Notices for meetings for actions governed by Articles VIII through XIII of the Articles of Incorporation shall be sent not less than 25 days and no more than 50 days before the meeting date.

Section 4. Quorum. The number of Association Members required for a quorum as provided in the Declaration, the Articles of Incorporation and these By-Laws is determined by the purpose of the meeting. The number of Members' Lots specified is represented by Members in person or by proxy. Each Lot is represented by one Member. The following requirements apply:

- (1) For annual and some special meetings, a quorum of one-tenth (seven (7) Property Lots) Members is required.
- (2) For special meetings on assessments, a quorum of two-thirds (42 Property Lots) Members is required except as provided by Article VI, Section 6 of the Declaration.
- (3) Meetings for actions governed by Articles VIII through XIII of the Articles of Incorporation, a quorum of 67% (42 Property Lots) Members is required.

Section 5. Proxies. At all meetings of Members, each Member entitled to vote may vote in person or by proxy. All proxies shall be in writing and shall be filed with the Secretary before the commencement of the meeting. Each proxy shall be revocable and shall automatically cease at the close of the meeting and/or any adjournments thereof.

## ARTICLE VII

### BOARD OF DIRECTORS

Section 1. Number. The affairs of the Association shall be managed by a Board of Directors consisting of five Directors. All Directors shall be Members of the Association.

Section 2. Term.

- (1) The term of Members of the Board of Directors is two years, beginning on the date of their election at the annual meeting. At each annual meeting held in an even numbered year, Members shall elect two Directors and at each annual meeting held in an odd numbered year, Members shall elect three Directors.
- (2) Except as provided in Section 3, each Director shall hold office for the term for which he is elected or appointed and until his successor shall have been elected or appointed.

Section 3. Vacancies. A vacancy occurring in the Board of Directors shall be filled by a vote of the remaining Directors. A person elected by the Board of Directors to fill a vacancy on the Board shall serve until the next Members meeting in which the Directors are elected.

Section 4. Removal and Resignation. Any Director may be removed from the Board, with or without cause, by a majority vote of the members of the Association at the meeting called expressly for that purpose. A Director 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 in the notice, and unless otherwise specified in the notice, acceptance of such resignation shall not be necessary to make it effective.

Section 5. Compensation. No Director shall receive compensation for any service he may render to the Association in his capacity as a Director. Directors may be reimbursed for actual expenses incurred in the performance of their duties.

ARTICLE VIII

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. A Nominating Committee may make nominations for election to the Board of Directors. The Nominating Committee may make as many nominations for election to the Board of Directors as it shall in its discretion determine. Nominations may also be made from the floor at the annual Membership meeting.

Section 2. Election. Election to the Board of Directors may be by secret written ballot or if the Members allow, by hand vote. The Members may cast, in person or by proxy, for each vacancy, as many votes as they are entitled to exercise under the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting for Directors is not permitted.

ARTICLE IX

MEETINGS OF DIRECTORS

Section 1. Regular Meetings.

- (1) Regular meetings of the Board of Directors shall be held at least quarterly with an announcement in the newsletter and/or posted notices, as such day and hour as may be fixed by resolution of the Board. The place for each regular meeting shall be fixed in such manner as the Board may determine.
- (2) Association Members may attend Regular Meetings and shall have an opportunity to comment on any matter relating to the Association. However, Association Members do not vote on matters at the meeting.

Section 2. Executive Sessions. Executive sessions of the Board may be called by the President or by any two Directors. An executive session may only be held after notice to each Director and to the Members. No contract, motion, or other action adopted, passed or agreed to in executive session shall become effective until the Board of Directors reconvenes in a regular meeting and takes a vote on such action.

Section 3. Quorum. A majority of the number of Directors is a quorum for the transaction of business by the Board.

ARTICLE X

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors may:

- (1) interpret and enforce the provisions of the Association's governing documents.
- (2) adopt and publish rules governing the use of the Common Area, and the personal conduct of the Members and their guests thereon, and may establish penalties for the Infraction of such rules;
- (3) exercise for the Association all powers, duties, and authority vested in or delegated to the Association and not reserved to the Membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;
- (4) declare the office of a member of the Board of Directors to be vacant if that Member is absent from three consecutive regular meetings of the Board of Directors; and
- (5) employ a manager, an independent contractor, and such other employees as the Board considers necessary and may prescribe their duties.

Section 2. Duties. The Board of Directors shall:

- (1) cause to be kept a complete record of all its acts and corporate affairs and present a statement thereof to the Members at the annual meeting of the Members or at any special meeting, by Members in Good Standing requested in writing in accordance with law.
- (2) supervise all officers, agents, and employees of the Association and see that their duties are properly performed;
- (3) fix the amount of the annual assessment against each Lot and send written notice of each assessment to every owner subject to the assessment, as provided in Article VI of the Declaration and Article XIII of these By-Laws.
- (4) procure and maintain adequate liability and hazard insurance on the property owned by the Association;
- (5) cause all officers and employees having fiscal responsibilities to be bonded, as it may consider appropriate;
- (6) cause the Common Area to be maintained;
- (7) cause to be accomplished an examination of the books of the Association by an independent qualified accountant. The examination shall be accomplished after the end of each fiscal year of the Association and a written report shall be submitted to the Board of Directors. The Treasurer of the Association shall present the findings and conclusions

contained in the Report to the Membership at the next annual meeting of the Membership; and

- (8) receive and resolve all complaints from Members on any matter involving Association functions, duties, and activities.

## ARTICLE XI

### COMMITTEES

Section 1. Architectural Control Committee. The Board of Directors shall by resolution create an Architectural Control Committee consisting of not less than three Members and shall appoint the Members of the Committee. The Architectural Control Committee may have the duties and powers specified in Article VIII of the Declaration. The Committee, with the approval of the Board of Directors, may adopt and publish rules governing the Architectural Control of the Association.

Section 2. Nominating Committee. The Board of Directors shall by resolution create a Nominating Committee and shall appoint the Members of Committee. The Nominating Committee may consist of a Chairman who shall be a member of the Board, and two or more additional Members of the Association and may perform the functions specified in Article VIII of these By-Laws. Members of the Nominating Committee may be appointed by the Board before each annual meeting of the Members to serve from the close of that annual meeting until the close of the next annual meeting. Such appointment may be announced at the annual meeting.

Section 3. Other Committees. The Board of Directors may by resolution create such other committees as it considers appropriate in carrying out its purposes. Such Committees may include:

A Landscape and Maintenance Committee, which shall advise the Board of Directors on all matters pertaining to maintenance, repair, and improvement of the Common Area and perform such other functions as the Board directs.

Section 4. General Duties of Committees. Each committee shall make reports in person, or in writing (to include electronically), at each Regular Board Meeting, as appropriate.

## ARTICLE XII

### OFFICERS OF THE ASSOCIATION

Section 1. Enumeration of the Officers. The officers of the Association are President, Vice President, Secretary, and Treasurer. In addition, the Board of Directors may appoint special officers under Section 3 of this Article.

Section 2. Election and Term of Officers.

- (1) Officers shall be elected annually among the members of the Board of Directors. The President and Vice President shall be elected from among the Members of the Board of Directors. The election of regular officers in any year shall take place at the first meeting of the Board of Directors following the annual meeting of the Members in that year. Such meeting of the Board shall be held not less than two weeks after the Membership meeting.
- (2) The term of office of officers is the period beginning on the date of the meeting of the Board at which they are elected and ending on the date of the meeting of the Board at which the next election of officers takes place.

Section 3. Special Officers. The Board may by resolution establish such other officers as the affairs of the Association may require and may elect persons to fill those offices. Special officers shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 4. Removal and Resignation. The Board may remove any officer from office, with or without cause. An officer/director 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 in the notice, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. The Board of Directors may fill a vacancy in any office once it determines that the office is vacant. Three consecutive missed meetings may indicate a vacancy.

Section 6. Multiple Offices. The same person may hold the offices of Secretary and Treasurer. No person may simultaneously hold more than one of the other regular offices.

Section 7. Duties. The duties of the regular offices are as follows:

- (1) **PRESIDENT.** The President shall preside at 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.
- (2) **VICE PRESIDENT.** The Vice President shall act in the place of the President in the event of the absence, inability, or refusal to act of the President and shall discharge such other duties as may be required by the Board.
- (3) **SECRETARY.** The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members, shall serve notice of meetings of the Board and of the Members, shall keep appropriate current records showing the Members of the Association together with their address, and shall discharge such other duties as may be required by the Board.

- (4) **TREASURER.** The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as authorized by the Board of Directors, shall sign all promissory notes of the Association, shall keep proper books of account, shall provide information and records required by the independent, qualified accountant and otherwise cooperate with the independent accountant as required, and shall prepare an annual budget and a statement of incomes and expenditures to be presented to the Membership at the regular annual meeting of the Association and deliver a copy of each to the Members.

Section 8. Signatures. Checks of the association shall be signed by any two of the President, Vice President, and Treasurer. If two Members from the same Lot are Board Members, only one Member can sign checks for the Association. In this case, the Secretary may sign checks on behalf of the Association.

### ARTICLE XIII

#### ASSESSMENTS

Section 1. Reference to Declaration. Article VI of the Declaration provides for annual assessments or charges and for special assessments for capital improvements.

Section 2. Basis and Maximum of Annual Assessments.

- (1) Section 3 (a) of Article VI of the Declaration provides that the maximum annual assessment may be increased effective January 1, of each year without vote of the Membership in conformance with the rise, if any, of the Consumer Price Index (published by the Department of Labor, Washington, D.C.) for the preceding month of July.
- (2) Section 3 (b) of Article VI of the Declaration provides that the maximum annual assessment may be increased above that established by the Consumer Price Index formula by a vote of two-thirds of the Association Members present, in person or by proxy, at a meeting called for this purpose once a quorum of Members representing 42 Lots is established. This increase shall be in effect for 2 years.

Section 3. Special Assessment. Section 4 of Article VI of the Declaration provides for the authorization of a special assessment for the maintenance and repair of the common areas. Such an assessment shall:

- (1) be determined by a special meeting as defined in Section 6, Article VI of the Declaration and Sections 2 and 4 of Article VI of these By-Laws.
- (2) be applicable to the year voted in and be in addition to any annual assessment.
- (3) be subject to all fees and penalties described in this article.

Section 4. Notice of Annual Assessment. The Board of Directors shall fix the amount of the annual assessment against each Lot at least 30 days in advance of each annual assessment period.

Written notice of the annual assessment shall be sent to every owner subject to the assessment at least 30 days in advance of each annual assessment period.

Section 5. Payment of Assessment. All assessments are due on the specified due date.

Section 6. Remedies for Non-Payment of Assessments. The Board of Directors shall initiate the remedies described in Article VI, Section 8 of the Declaration as necessary.

#### ARTICLE XIV

#### BOOKS AND RECORDS

Section 1. Inspection of Books, Records, and Papers. The books, records, and papers of the Association may be inspected by any Member, or his agent or attorney, for any proper purpose at any reasonable time. Inspection shall be at a time mutually convenient to the Member and the officer or other person with custody to the books, records and paper to be examined and may be subject to regulation by the Board of Directors. 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 registered agent<sup>1</sup> of the Association, where copies may be purchased at reasonable cost.

#### ARTICLE XV

#### FISCAL YEAR

Section 1. Fiscal Year Based on Calendar Year. The fiscal year of the Association begins on the first day of January and ends on the 31<sup>st</sup> day of December of every year.

#### ARTICLE XVI

#### AMENDMENTS

Section 1. Vote Required. These By-Laws may be amended at a regular or special meeting of the Members, by a vote of the majority of Members present or by proxy once a quorum of 10 percent of Members in Good Standing is established.

I certify that this is a true copy of the By-Laws of the Deer Run Crossing Homeowners Association as in effect on this date.



Lisa Napier  
President, Deer Run Crossing  
Homeowners Association  
June 5, 2008