

BYLAWS  
OF  
THE VANTAGE HOMES ASSOCIATION, INC.

ARTICLE I - NAME AND LOCATION

The name of the corporation is the Vantage Homes Association, Inc., hereinafter referred to as the "Association". The principle address of the corporation is P.O. Box 6503, Alexandria, Virginia 22306-0503. Meetings of members, directors, and committees may be held at such places within the State 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 The Vantage Homes Association, Inc., 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 made 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 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.

Section 6. "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, Fairfax County, Virginia.

Section 7. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

## ARTICLE III- MEETING OF MEMBERS

Section 1. Annual Meetings. The annual meeting of the members will be held in October, and this will usually be on the third Monday in October at 8:00 p.m. The Board of Directors, however, may establish a different date in October should the Board of Directors decide another date would be more beneficial for a meeting. If the day for the annual meeting of the members is a legal holiday, the meeting may be held at the same hours on the first day following which is not a legal holiday.

Section 2. Special Meeting. 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 holding at least one-fourth ( $\frac{1}{4}$ ) of all of the votes of the 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. Each notice shall be hand delivered or mailed, postage prepaid, at least 15 days before the date of 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 of the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and the purpose of the meeting. Any proposal to be submitted by a homeowner for consideration at such a meeting must be submitted, in writing, to the Board of Directors and will be included with this official notice.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast one-tenth ( $\frac{1}{10}$ ) of the vote of the membership shall constitute a quorum for any action 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 thereat 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. Proxies will be written as to allow members the choice of completing a specific or general proxy. All proxies shall be in writing and filed with the secretary. No proxy shall be valid after 11 months unless otherwise provided in the proxy. Additionally, every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

Section 6. Voting. A majority of the votes cast by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon. No cumulative voting shall be permitted at any meeting, or in any vote, of the members. The Board of Directors may determine that any member is ineligible to vote if any assessment or charge remains unpaid at the time of such vote.

Additionally, a member shall also be ineligible to vote if found to be in violation of any provision of the Declaration, these Bylaws, or rules and regulations of the Association and has, after notice of the violation and been given the opportunity to be heard before the Board of Directors, failed to remedy the violation prior to the time of such vote.

#### ARTICLE IV - BOARD OF DIRECTORS

Section 1. Number. The affairs of this Corporation shall be managed by a Board of from five (5) to nine (9) directors, who shall at all times be members of the Association in good standing.

Section 2. Term of Office. Each Board member shall be elected for a term of three (3) years. The Board of Directors shall be divided into three (3) classes, as nearly equal in number as may be possible, with the term of office of one class expiring each year. At each annual meeting of members, the successors to the class of directors whose term shall then expire shall be elected to hold office for a term expiring on the third succeeding annual meeting. If the aggregate number of directors is changed by the Board of Directors, any newly created directorships or any decrease in directorship shall be so appointed among the classes so as to make all classes as nearly equal in number as may be possible. No decrease in the aggregate number of directors shall shorten the term of any incumbent director. A director appointed to fill a vacancy in the Board of Directors shall serve the balance of the term of office of his predecessor.

Section 3. Vacancies. Vacancies arising because of death, resignation or under other provision of these Bylaws shall be filled by the affirmative vote of a majority of the entire Board of Directors then in office. Any director so chosen shall hold office for the term set forth in Section 2 above until his successor is duly elected and shall qualify.

Section 4. 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 such removal of a director, his successor shall be selected by the remaining members of the Board in accordance with Section 3 above.

Section 5. 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.

#### ARTICLE V - NOMINATION, QUALIFICATION, AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Director shall be made by a Nominating Committee or made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two 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, but not fewer than the number of vacancies that are to be filled. Such nominations must be made from among members in good standing.

Section 2. Qualification. No member may be nominated or appointed to be a member of the Board of Directors or serve as a member of the Board of Directors if such member is delinquent in the payment of any assessment or charge for a period of sixty days or more. No member may be nominated or appointed to be a member of the Board of Directors unless such member has indicated a willingness to become a member of the Board or, if nominated at the annual meeting, is present to accept such nomination. No member may be nominated or appointed to be a member of the Board of Directors or serve as a member of the Board if such member has been determined by the Board of Directors to be in violation of any provision of the Declaration, these Bylaws or any rules and regulation of the Association and has, after notice of the violation and been given the opportunity to be heard before the Board of Directors, failed to remedy the violation prior to the time of such vote.

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. 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 notice, at such place and hour as may be fixed from time to time by resolution or the Board. Should said meeting fall upon a legal holiday, then that meeting may 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. Action Without Meeting. The Board of Directors shall have the right to take any action which they could take at a meeting by obtaining approval of a majority of Directors in lieu of holding such meeting. Any action so approved shall have the same effect as though taken at a meeting of the Board of Directors. The agreed action is to be documented and duly recorded at the next meeting of the Board of Directors.

Section 4. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act of 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.

Section 5. Record of Meeting. All actions taken by the Board of Directors in accordance with this Article shall be recorded as minutes of such action and appropriately filed amongst the books and records of the Association.

## ARTICLE VII - POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

- (a) adopt, publish, and enforce 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 any infraction thereof;
- (b) suspend the voting rights of any member and the right to use the Common Area facilities of any member, member's tenant, guest, or family member during a 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 60 days for infraction of published rules and regulations. Further, such rights may be suspended until such infraction of a continuing nature is cured;
- (c) exercise for the Association all powers, duties and authority vested in or given to the Association by the Articles of Incorporation, the Declaration, of these Bylaws, if not expressly reserved to the membership by other provisions of such documents;
- (d) declare the office of a member of the Board of Director to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors after such director is given the opportunity to explain the absences;
- (e) employ a manager, an independent contractor, or such other employee as they deem necessary, and to prescribe their duties;
- (f) propose, publish, and enforce rules and regulations for the general well being of the community. Notice of proposed rules and regulations will be sent to all members of the Association and will become effective only when approved by a majority of members who choose to vote. Voting can be by return mail; hand delivery to a Board member, or delivery, at the latest, to the next monthly meeting of the Board of Directors, which can be no less than 15 days after delivery of the proposed rules and regulations to the membership. These rules and regulations may address such areas as the exterior maintenance of real property and its landscape, parking and condition of motorized and non-motorized vehicles, accumulation of rubbish or debris, the timing for placing and removing refuse recycling containers at curbside and the time for completing architectural projects. Charges may be assessed against any member for violations of the rules and regulations for which the member's tenant, guest, family member or other invitee are responsible. Such charges would apply only after notice of the violation is given to the member and the member has been given an opportunity to be heard before the Board of Directors. The charges shall be in accordance with those provided for in the Virginia Property Owner's Association Act and shall be treated as an assessment against the member's lot; and
- (g) do all such other things and actions necessary for the efficient operation 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 ( $\frac{1}{4}$ ) of the members who are entitled to vote;

(b) supervise all officers, agents, employees, and committees 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 annual assessment to every Owner subject thereto at least thirty (30) days in advance of the due date for that period;

(3) foreclose the lien against any property for which assessments are unpaid not earlier than thirty (30) days after the due date or bring an action at law against the owner personally obligated to pay the same.

(d) issue, or cause an appropriate officer to issue, upon demand by any member or member's agent, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) issue, or cause an appropriate officer or agent to issue, upon request by any member or member's agent, a disclosure packet setting forth the information required in the Virginia Property Owner's Association Act. A properly prepared and executed package shall be binding on the Lot as to the status of assessments and violations as of the date of issue. A reasonable charge, not to exceed that prescribed by law, may be levied by the Association and collected prior to issuance of such packet;

(f) procure and maintain adequate liability insurance and to procure adequate hazard insurance on the Common Areas. The fees and insurance deductibles thereof are to be allocated as a common expense except where such expense is necessitated by the act, failure to act, neglect or carelessness of a member or his tenant, guest or family member in which event the Board shall collect from the owner such deductible expenses;

(g) cause all officers or employees having fiscal responsibility to be bonded, and to secure liability insurance covering the acts or omissions of officers, directors, committee members, agents and employees as the Board shall deem appropriate. Such bonding fees

and liability coverage premiums are to be shared among the members as a common expense;

(h) cause the Common Areas to be maintained in accordance with standards adopted by the Board;

(i) perform all other duties required by the Articles of Incorporation, the Declaration, or these Bylaws.

## 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 who shall at all time 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 Board shall elect Officers 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 shall hold office in that position for the remainder of his/her term unless he/she shall sooner resign, or shall be removed, or otherwise be found disqualified to serve, or shall be elected to another officer 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 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 specific 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 officers he/she replaces.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held simultaneously by the same person. 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 this Article.

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

(a) President. 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. Additionally, the president shall perform such other duties as are prescribed by the Board.

(b) Vice-President. The vice-president shall act in the place and stead of the president in the event of his/her absence, inability or refusal to act, 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.

(d) Treasurer.

(1) 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 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 or by an audit committee appointed by the board at the direction of the Board but not less frequently than once every three years. The audit committee will follow guidelines established by the Board and will not have any Board members as audit committee; and shall prepare 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, and for inclusion in the disclosure packet.

(2) The treasurer shall prepare and submit a report detailing all checks issued, all deposition and balances of checking accounts. This report shall be prepared monthly, for each month when the Board meets. The report shall be submitted to the Board within three months after the end of each month.

#### ARTICLE IX - COMMITTEES

(a) The Association shall appoint an Architectural Control Committee, as provided in the Declaration and a nominating Committee, as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

(b) The Board of Directors shall have the power and authority to appoint such other committees as it deems necessary. Each such committee appointed shall be constituted at a properly conveyed meeting of the Board and shall have a charter detailing the powers, duties and responsibilities of such committee and shall serve at the pleasure of the Board.



## ARTICLE X - INDEMNIFICATION

Each officer, director and committee member, in consideration of his/her service as such, shall be indemnified by the Association to the extent permitted by law against expenses and liabilities reasonably incurred in connection with the defense of any action, suit, civil or criminal proceeding to which he/she may be a party by reason of a past or present role as an officer, director or committee member of the Association, unless such action, suit or proceeding was a result of gross negligence or willful misconduct.

## ARTICLE XI - 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 Bylaws of the Association shall be available for inspection by any member in good standing. Copies may be purchased at reasonable cost as determined by the Board of Directors.

## ARTICLE XII - ASSESSMENTS

As more fully provided 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, the assessment shall bear interest from the date of delinquency at the rate of six per cent (6%) per annum, 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, but not less than twenty-five percent (25%) of any delinquency of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his Lot. The Board of Directors may establish a late fee policy for payments of assessments that are not paid when due. The resolution will state the amount of the late fee to be imposed.

## ARTICLE XIII - CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words:  
The Vantage Homes Association, Inc., Virginia, 1970:

## ARTICLE XIV - AMENDMENTS

Section 1. These Bylaws may be amended, by the affirmative vote of a majority of a quorum of members present in person or by proxy at a regular or special meeting of the members.

Section 2. In the case of a conflict between the Virginia Property Owner's Association Act and these Bylaws, "the Act" shall control; in the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any -conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE XV - FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and end on the thirty-first day of December of every year.

IN WITNESS WHEREOF, we being all directors of The Vantage Homes Association, Inc., have hereto set our hand this 19th day of September, 1994.

/s/ Edward C. Boardman  
Edward C. Boardman

/s/ Leonard F. Slobodin  
Leonard F. Slobodin

/s/ R. Steven Frate  
R. Steven Frate

/s/ Harold A. Allen  
Harold A. Allen

/s/ Charles B. Drake  
Charles B. Drake

/s/ James V. Page  
James V. Page

/s/ Terry L. Vlasich  
Terry L. Vlasich

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary of The Vantage Homes Association, Inc., a Virginia corporation, and

THAT the foregoing Bylaws constitute the amended Bylaws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the 18th day of October, 1993.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 19th day of September, 1994.

/s/ R. Steven Frate  
R. Steven Frate

SEAL

Article VIII, section 8.d.(1) amended at the October 27, 2008, Annual Meeting to allow financial audits by an Audit Committee as well as a public accountant.