

**BYLAWS OF
BRADFIELD HOMEOWNER'S ASSOCIATION**

**ARTICLE I
NAME AND LOCATION**

The name of the corporation is Bradfield Homeowner's Association, hereinafter referred to as the "Association". Meetings of members and directors may be held at such place(s) within the County of Fairfax, Virginia, as may be designated by the Board of Directors.

**ARTICLE II
DEFINITIONS**

Section 1. "Association" shall mean and refer to Bradfield Homeowner's Association, (a nonstock, non-profit Virginia corporation,) its successors and assigns.

Section 2. "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 part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 3. "Declaration" shall mean and refer to the Deed of Subdivision, Dedication and Declaration of Covenants, Conditions, and Restrictions, and any amendments thereto, as applicable to the Properties recorded in the Office of the Clerk of the Circuit Court of Fairfax County, Virginia, (hereinafter the "Declaration".)

Section 4. "Properties" shall mean and refer to that certain real property described in the Declaration and the amendments thereto, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 5. "Common Area" shall mean and refer to all real property (including the improvements thereto) owned by the Association for the common use and enjoyment of the owners.

Section 6. "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 7. "Member" shall mean and refer to every person or entity who holds membership in the Association as provided in the Declaration.

Section 8. "Governing Documents" shall mean and refer to, collectively, the Declaration, the Articles of Incorporation, these Bylaws and any Rules and Regulations adopted pursuant to law, and any duly adopted amendments to the foregoing instruments.

ARTICLE III **MEMBERSHIP**

Every person or entity who is a record owner of a fee simple 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. 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

Members of the Association shall be all those Owners as defined herein.

Members shall be entitled to one vote for each Lot in which they hold the interest required for membership as stated in Article III above. When one or more persons holds an 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 V
MEETING OF MEMBERS

Section 1. - Annual Meetings. The annual meeting of the Members shall be held at any time during the period from September 15 through December 15 of any year, on a date and time to be determined by the Board of Directors in its sole discretion. The failure to hold any annual meeting during the time period stated above shall not affect the validity of any corporate action.

Section 2. - Special Meetings. Special meetings of the members may be called at any time by the President of the Association, by the Board of Directors, or upon written request of the Members who are entitled to vote one-fourth (1/4) of all votes of the membership. Only business within the purpose or purposes described in the meeting notice may be conducted at a special Members' meeting.

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 such notice, postage prepaid, at least 10 days, but not more

than 60 days before such meeting to each Member entitled to vote thereat, addressed to the Member's record address last appearing on the books of the Association. Such notice shall specify the place, day, hour and purpose of the meeting.

In lieu of delivering notice as specified above, the Association may give Members written notice of the date, time and place of each annual and special Members' meeting by a form of electronic transmission consented to by the Member to whom the notice is given. A notice given by a form of electronic transmission shall be given as far in advance of the meeting as would be required if the notice was delivered as specified above.

Any such consent of a Member shall be revocable by the member by written notice to the Association. Any such consent shall be deemed revoked if (a) the Association is unable to deliver by electronic transmission two consecutive notices given by the Association in accordance with such consent and (b) such inability becomes known to the secretary or other person responsible for the giving of notice; provided, however, the inadvertent failure to treat such inability as a revocation shall not invalidate any meeting or other action.

Notice given by electronic mail shall be deemed given when directed to the record address of the Member or to such other electronic mail address at which the Member has consented to receive notice, or if notice is given by any other form of electronic transmission, when consented to by the Member.

Any action authorized to be taken under Article VI, Section 4 of the Declaration shall be subject to the special notice requirement stated therein. Any other special notice provisions stated in the Declaration shall be controlling.

Section 4. - Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, ten percent (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 Bylaws. If, however, such quorum shall not be present or represented at a meeting, the members entitled to vote thereat 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 represented.

For any action authorized to be taken under Article IV, Sections 3 and 4, of the Declaration with respect to certain increases in the maximum annual assessment and the adoption of certain special assessments, the required quorum shall be as set forth in Article IV, Section 5, of the Declaration.

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

ARTICLE VI **BOARD OF DIRECTORS**

Section 1. - Number. The affairs of this Association shall be managed by a Board of Directors consisting of at least five (5), but not more than seven (7), directors. The number of directors may be fixed or changed from time to time, within the minimum and maximum, by resolution of the Board of Directors. All directors must be Members of the Association.

Section 2. - Term of Office. At the annual meeting of Members, the Members shall elect a Board of Directors to serve for a period of one (1) year, or until their

successors are elected. Any vacancy occurring on the Board during the term of a Board member due to any cause shall be filled, for the unexpired term only, by the majority vote of the remaining members of the Board of Directors.

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 or her successor shall be selected by the remaining directors and shall serve for the unexpired term of his or her predecessor.

Section 4. - Compensation. No director shall receive compensation for any service he or she may render to the Association. However, upon approval by the Board of Directors, any director may be reimbursed for his or her reasonable expenses incurred in the performance of his or her 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 written approval of all directors, provided that no such action may be taken if it is intended to circumvent the open meeting requirements of the Virginia Property Owners' Association Act, as it may be amended from time to time. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE VII **MEETINGS OF DIRECTORS**

Section 1. - Regular Meetings. Meetings of the Board of Directors shall be held at least once per year, with such notice as may be required by the Virginia Property Owners' Association Act, as it may be amended from time to time, at such place and hour as may be fixed by resolution of the Board. Should a regularly scheduled meeting date

fall on a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday, or on a date to be fixed by Board resolution.

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 twenty-four (24) hours notice to each director.

Section 3. - Quorum. A majority of the total 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 VIII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

(a) establish, adopt, and enforce rules and regulations with respect to any areas of responsibility assigned to the Association by the Declaration;

(b) declare the office of a member of the Board of Directors to be vacant in the event such director shall be absent from three (3) consecutive regular meetings of the Board of Directors;

(c) employ a manager, an independent contractor, or such other employees as it deems necessary and to perform its duties, including the maintenance, repair and improvement of the Association Common Area, as defined in the Declaration;
and

(d) to interpret, administer and enforce the Governing Documents in such a manner as to conserve and protect the value of all of the Properties.

(e) 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 Bylaws, the Articles of Incorporation or the Declaration or by law.

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;

(b) to supervise all officers, agents and employees of the Association, and to see that their duties are properly performed;

(c) as authorized by the Declaration, to fix the amount of the annual assessment against each Lot in advance of each annual assessment period; and to send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of the due date of each annual assessment.

(d) to procure and maintain adequate liability and hazard insurance in connection with the Association's areas of responsibility.

ARTICLE IX **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. The same individual may simultaneously hold more than one office in the corporation.

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 of Directors and each shall hold office for one (1) year unless he or she shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4 - Resignation and Removal. Any officer may be removed from office with or without cause by the Board of Directors. 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 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 5 - Vacancies. A vacancy in any office may be filled by appointment by the Board of Directors. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he or she replaces.

Section 6 - Duties. The duties of the officers are as follows:

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, and may sign checks and promissory notes pursuant to authority granted by the Board of Directors.

Vice President

The Vice President shall act in the place and stead of the President in the event of his or her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him or her by the Board.

Secretary

The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the Members; serve notice of meetings of

the Board, as may be required, 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

The Treasurer shall receive and cause to be deposited 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 all checks and promissory notes of the Association pursuant to authority granted by the Board of Directors; keep proper books of account; and prepare an annual budget and a statement of income and expenditures.

ARTICLE X **COMMITTEES**

Section 1. Architectural Control Committee. The Board of Directors shall establish an Architectural Control Committee as set forth in Article VI of the Declaration. Members of the Board of Directors are not precluded from serving on the Architectural Control Committee.

Section 2. Other Committees. The Board of Directors may create and abolish from time to time such other committees consisting of two (2) or more persons, as the Board may deem appropriate, to aid in the administration of the affairs of the Association. Such committees shall have the powers and duties fixed by resolution of the Board from time to time. The Board shall appoint the chair of each committee, and may either appoint the other members thereof or leave such appointment to the committee chair.

ARTICLE XI

INDEMINIFICATION

The Association shall indemnify the directors, officers and members of the Architectural Control Committee, or any other duly constituted committee to the extent that it is contemplated a nonstock corporation may indemnify its directors, officers and employees pursuant to the Virginia Nonstock Corporation Act, as the same may be amended from time to time; provided, however, that before the Association uses Association funds for indemnification, all insurance proceeds must be obtained and applied toward such indemnification.

ARTICLE XII

SUSPENSION OF MEMBERSHIP RIGHTS FOR NONPAYMENT OF ASSESSMENTS AND INFRACTION OF RULES AND REGULATIONS, AND ASSESSMENT OF CHARGES FOR VIOLATION OF GOVERNING DOCUMENTS

Section 1. The Board of Directors of the Association shall have the power to suspend a Member's voting rights and a Member's right to use facilities or services offered by the Association for nonpayment of assessments, 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 the Association's published rules and regulations.

Section 2. The Board of Directors of the Association shall have the power to assess charges against any Member, and/or to suspend the voting rights of any Member, for any violation of the Declaration or rules or regulations set forth in the Association's Governing Documents or separately adopted by the Board of Directors for which the Member or his family members, tenants, guests or other invitees are responsible.

Section 3. Before suspension of a Member's voting rights and/or right to use facilities or services offered by the Association, and/or before any charges may be assessed for violations, as stated in this Article, the Member shall be given an opportunity to be heard and to be represented by counsel before the Board of Directors or other tribunal constituted by the Board of Directors.

Section 4. Notice of a hearing shall be hand delivered or mailed by registered or certified mail, return receipt requested, to the Member at the address of record with the Association at least fourteen (14) days prior to the hearing.

Section 5. The amount of any charges assessed shall not exceed fifty dollars (\$50.00) for a single offense or ten dollars (\$10.00) per day for any offense of a continuing nature. However, the total charges for any offense of a continuing nature shall not be assessed for a period exceeding ninety (90) days.

Section 6. The charges assessed hereunder shall be treated as an assessment against the Member's lot for the purposes of applicable provisions of the Declaration and these Bylaws, and for the purposes of Section 55-516 of the Virginia Property Owners Association Act, as it may be amended from time to time.

Section 7. The hearing result shall be hand delivered or mailed by registered or certified mail, return receipt requested, to the Member at the address of record with the Association within seven (7) days of the hearing.

ARTICLE XIII **BOOKS AND RECORDS**

The books, records and papers of the Association shall be available for examination and copying by a Member in good standing or his authorized agent. Any

Member with a delinquent assessment account or otherwise in violation of a provision of the Governing Documents shall be deemed to not be “in good standing.” This right may be exercised only during reasonable business hours or at a mutually convenient time and location in accordance with the provisions of law. The Association may impose and collect a charge for costs of materials and labor prior to providing any copies of any books and records to a Member in good standing.

ARTICLE XIV
AMENDMENTS

These Bylaws may be amended, at any regular or special meeting of the Members, duly called for such purpose, at which a quorum has been established, by a vote of the majority of Members present in person or by proxy.

ARTICLE XV
CONFLICTS AMONG THE GOVERNING DOCUMENTS

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.

The undersigned, being the Incorporator of the corporation, as well as an initial director and President of the Association, has duly adopted these Bylaws pursuant to the authority of the initial Board of Directors this ___ day of _____, 2007.

Donald Mahler