

RESTATEMENT OF THE BYLAWS
of the
ORANGE HUNT SQUARE HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION: The name of the corporation is **ORANGE HUNT SQUARE HOMEOWNERS ASSOCIATION, INC.**, hereinafter referred to as the “Association”. Principal offices of the Association shall be located at **P.O. Box 2118, Springfield, Virginia 22152** (Fairfax County). The meetings of 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 ORANGE HUNT SQUARE HOMEOWNERS ASSOCIATION, INC., its successors and assigns.

Section 2. “**Properties**” shall mean and refer to the 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, 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 6. “**Declaration**” shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Office 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.

Section 8. “**Costs of Collection**” shall include, but shall not be limited to, administrative charges; notice charges; process service charges; legal fees; release fees; copy charges; postage and mailing charges; return check charges or any charge incurred by the association or its agents, contractors, or management in the collection of

a lien, any assessment, as authorized in any judgment, by foreclosure or judgment action, regardless of whether the dispute is settled by agreement or by legal action.

ARTICLE III MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held at least once each year thereafter, preferably in the third week of October, date, time and place to be designated by the President or Board of Directors of the Association.

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 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, by delivering a copy of such notice, or by publication in the community newsletter, at least 15 days before such meeting to each member entitled to vote thereat, addressed to the members 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 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 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. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

Section 6. Agenda. The Agenda for all Annual Meetings of the Association shall include (A) Proof of Notice; (B) Quorum; (C) Approval of Minutes of Last Annual Meeting; (D) Old Business; (E) New Business; (F) Election of Directors; (G) Adjournment.

**ARTICLE IV
BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE**

Section 1. Number. The affairs of this Association shall be managed by a Board of not more than five (5) nor less than three (3) directors.

Section 2. Term of Office. At the annual meeting, the members shall elect five directors for a term of one (1) year each.

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 provided the Director is given ten (10) days notice and an opportunity to be heard. 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 by a Nominating Committee. Nominations may also be 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. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members of the Association.

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 response to each vacancy, as many votes as they are entitled to exercise under the provisions of 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 as frequently as determined by the Board of Directors but not less than Quarterly by providing written notice to the Board members and membership of not less than ten (10) days.

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 all of the powers necessary for the administration of the affairs of the Association including the following:

- (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 of the recreational facilities 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 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 Bylaws, the Articles of Incorporation, The Declaration, or the Virginia Property Owners Association Act of 1989 as amended from time to time;
- (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.

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 members who are entitled to vote;
- (b) supervise all officers, agents and employees of the 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 in advance of each annual assessment period;
 - (3) failure or delay of the Board of Directors to adopt the annual budget for any fiscal year shall not constitute a waiver or release in any manner of an owner's obligation to pay his allowable share of common expenses;
 - (4) foreclose the lien against any property for which assessments are not paid within 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 set by the Board 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; procure and maintain Directors and Officers Liability Insurance; procure and maintain Fidelity Bond Insurance at a minimum of \$50,000; and provide any additional insurance required by the secondary mortgage market;
- (f) cause all officers, directors or employees having fiscal responsibilities to be bonded against misappropriation of Association funds;
- (g) cause the Common Area to be maintained.

ARTICLE VIII OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. 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-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 he/she 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 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/she 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 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 promissory notes.

Vice-President:

- (b) 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/her by the Board.

Secretary:

- (c) As 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 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) As treasurer, 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 promissory notes of the Association; keep proper books of account; cause a financial review of the Association books to be made by a public accountant at the completion of every second fiscal year; 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.

**ARTICLE IX
COMMITTEES**

The Board of Directors shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these Bylaws. In addition, the President shall appoint other ad hoc committees as deemed appropriate in carrying out it's purpose.

**ARTICLE X
BOOKS AND RECORDS**

The books, records and papers, as defined by the Virginia Property Owners Act of 1989 as amended, of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The books and records of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at a reasonable cost.

ARTICLE XI 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 scheduled payment which is not paid when due shall be delinquent. As more fully provided in the Declaration, any account that is delinquent shall be subject to charges and costs of collection. The Association may bring an action at law against the owner personally obligated to pay the same and/or foreclose the lien against the property and/or accelerate the payment for the balance of the fiscal year. Charges, costs of collection and reasonable attorney's fees 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 non-use 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: **ORANGE HUNT SQUARE HOMEOWNERS ASSOCIATION, INC.**

ARTICLE XIII AMENDMENTS

Section 1 These Bylaws may be amended, at a regular or special meeting of the members, by approval of 51 percent (51%) of members present in person or by proxy, Provided That, the proposed amendment has been delivered to the membership, or published in the community newsletter, at least 15 days before the vote on the amendment.

Section 2 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 XIV MISCELLANEOUS


Section 1 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, except that the first fiscal year shall begin on the date of incorporation.

Section 2 Check Signature Requirements All checks issued by the Association shall be signed by two (2) officers of the Association.

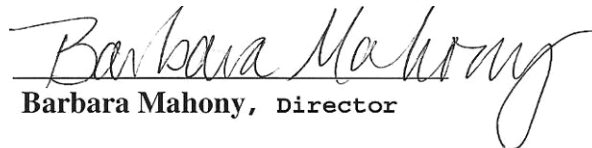
Section 3 Grandfather Clause Any design change (past, present or future) to a Lot located within the Orange Hunt Square Homeowners Association that was approved, in writing, or identified as being in compliance on any past, current or future disclosure packet properly issued under the Virginia Property Owners' Act, is hereby considered in compliance with current or future Architectural Guidelines providing the item identified in the design change or as reported on a Disclosure Statement is kept in proper repair and appearance and if replaced, the replacement must adhere to the current guidelines adopted and in force by the Association at the time of replacement.

CERTIFICATION


IN WITNESS WHEREOF, we, the undersigned, do hereby certify THAT we are the duly elected and acting Directors of The Orange Hunt Square Homeowners Association, Inc., a Virginia corporation, and THAT the foregoing Restatement of the Bylaws of said Association are an accurate and true restatement incorporating the text of the amendments that were duly adopted by Class A members present at meetings of the General Membership held on November 2, 2009, on October 27, 2010 and on October 26, 2011 thereof, have hereunto set our hands this 10th day of November 2011.



Tim Brannon, Director



Barbara Mahony, Director



Michael Whittredge, Director



Emerson Ellis, Director

Vacant, Director

IN WITNESS WHEREOF, I do hereby certify that I am the duly appointed and acting Secretary of the Orange Hunt Square Homeowners Association and have hereunto subscribed my name and affixed the seal of said Association this 10th day of November, 2011.

SEAL



Julie Brannon, Secretary