

## BY-LAWS

### CROSSFIELDS II HOMEOWNERS ASSOCIATION, INC.

#### ARTICLE I NAME AND LOCATION

The name of the corporation is **CROSSFIELDS II HOMEOWNERS ASSOCIATION, INC.**, hereinafter referred to as the "Association". The initial principal office of the Association shall be located at 1313 Dolley Madison Boulevard, Suite 302, McLean, Virginia, 22101, but meetings of Members and Directors may be held at such places within the State of Virginia, as may be designated by the Board of Directors.

#### ARTICLE II DEFINITIONS

Section 1. "Association" shall mean and refer to Crossfields II Homeowners Association, Inc., its successors and assigns.

Section 2. "Property" shall mean and refer to that certain real property described in the "Declaration" and such additions which, from time to time, may be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean and refer to all real property and improvements thereon owned or leased by the Association for the common use and enjoyment of the Members of the Association.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Property with the exception of the Common Area and streets dedicated to public use.

**Section 5.** "Member" shall mean and refer to every person or entity who holds a membership in the Association.

**Section 6.** "Owner" shall mean and refer to the record holder of the fee simple title to any Lot, whether one or more persons or entities, including contract sellers; the terms shall exclude those having such interest merely as security for the performance of an obligation.

**Section 7.** "Declarant" shall mean and refer to Comstock Crossfields II, L.C., its successors and assigns, if such successors and assigns should acquire more than one undeveloped Lot for the purposes of development.

**Section 8.** "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Property recorded in the Office of the Clerk of the Circuit Court of Fairfax County, Virginia.

### ARTICLE III MEMBERSHIP

Every person or entity who is a record owner of a fee 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. No Owner shall have more than one Membership. 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.

**ARTICLE IV  
PROPERTY RIGHTS: RIGHTS OF ENJOYMENT**

**Section 1. Members' Easements of Enjoyment.** Every Member shall have a right and easement of enjoyment in and to the Common Area and such easement shall be appurtenant to and shall pass with the title to every assessed Lot, subject to the following provisions:

(a) The right of the Association to suspend the voting rights for any period during which any assessment against his Lot remains unpaid for more than thirty (30) days, and for a period not to exceed sixty (60) days for any other infraction of its published rules and regulations;

(b) The right of the Association, at any time and consistent with the then existing zoning ordinances of Fairfax County, and consistent with its designation as "open space", or upon dissolution, to dedicate or transfer all or any part of the Common Area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the Members provided that any such dedication or transfer shall have the assent of two-thirds (2/3) of each class of Members and the recordation of an instrument consenting to such dedication or transfer signed by two-thirds (2/3) of each class of Members.

(c) The right of the Association to grant any public utility with or without payment to the Association, and consistent with the "open space" designation thereof, easements for the construction, reconstruction, installation, repair and/or necessary maintenance of utility lines through or over any portion of the Common Areas. The foregoing shall not be construed, however, to permit any such utility to acquire or damage any improvements situate upon the Common Areas, or other structures or installations situate thereon which would otherwise be

deemed to be part of the realty, without the payment of damages, including severance or resulting damages, if any, to the Association, all in amounts and in a manner now or hereafter governing proceedings for the acquisition of private property for public use by condemnation in this State.

Section 2. Delegation of Use. Any Member may delegate, in accordance with the By-Laws, his right of enjoyment to the Common Area and facilities to the members of his family, his tenants, or contract purchasers who reside on the Member's Lot.

#### **ARTICLE V BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE**

Section 1. Number. Initially the Board of Directors shall consist of one (1) member. Commencing with the first annual meeting of the Association after the termination of the Class B Member, as said Class B Member is defined in the Declaration, the Board shall consist of not less than one (1) nor more than three (3) Directors. The number of Directors shall be determined by a vote of the Members at said meeting of Members. The number of Directors may be changed by a vote of the Members at any subsequent annual or special meeting of the Members; provided, however, that (a) the limitations of this Article V shall continue to apply; and (b) no such change shall operate to curtail or extend the term of any incumbent Director. Directors need not be Members. The number of Directors may be changed by amendment of the Bylaws.

Section 2. Election. At each Annual Meeting the Members shall elect all Directors for a term of one (1) year. Provided, however, the Declarant shall have the rights set forth in the Declaration.



**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 reasonable 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 VI MEETINGS OF DIRECTORS**

**Section 1.**     **Regular Meetings.** Regular meetings of the Board of Directors shall be held at such place and hour as may be fixed from time to time by resolution of the Board.

**Section 2.**     **Special Meetings.** Special meetings of the Board of Directors shall be held when called by the President of the Association, or, if more than one exists, 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  
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. Such nominations may be made from among Members or non-Members.

**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 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 VIII  
POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

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

(a) To adopt and publish rules and regulations governing the use of the Common Area and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;

(b) To suspend the voting rights of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association for more than thirty (30) days. Such rights may also be suspended after notice and hearing for a period not to exceed sixty (60) days for any other infraction of published rules and regulations;

(c) To exercise for the Association all powers, duties, and authority vested in or delegated to this Association, not reserved to the Membership, or other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;

(d) To 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) To employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties; and

(f) To do all other things allowed by law not inconsistent with these Articles, the Declaration, or other provisions of the By-Laws.

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 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) To supervise all officers, agents, and employees of this Association, and to see that their duties are properly performed;

(c) As more fully provided herein and in the Declaration:

(1) to fix the amount of the annual assessments against each Lot at least thirty (30) days in advance of each annual assessment period, as hereinafter provided in Article XII; and

(2) to send written notices of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period;

(d) To issue, or cause an appropriate officer to issue, upon demand, the association disclosure packet required by Section 55-512 of the Code of Virginia. A reasonable

charge may be made by the Board for the issuance of these packets. Such packet shall be conclusive evidence of payment of any assessment therein stated to have been paid;

(e) To procure and maintain adequate liability insurance, and to procure adequate hazard insurance on property owned by the Association; and

(f) To cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and

(g) To cause the Common Area to be maintained in accordance with the standards adopted by the Board.

## **ARTICLE IX COMMITTEES**

Section 1. The Association may appoint an Architectural Review Board as provided in the Declaration. In addition, the Board of Directors may appoint other committees as deemed appropriate to carry out its purposes.

Section 2. It shall be the duty of each committee to receive complaints from Members on any matter involving Association functions, duties, and activities within its field of responsibility. It shall dispose of such complaints as it deems appropriate or refer them to such other committee, director, or officer of the Association as is further concerned with the matter presented.

## **ARTICLE X MEETINGS OF MEMBERS**

Section 1. Annual Meetings. The first annual meeting of Members shall be held within twenty-four (24) months from the date of incorporation of this Association and each subsequent regular annual meeting of the Members shall be held on the same day of the same

month of each year thereafter, at the hour of 7:30 P.M. If the day for the annual meeting of members is a Saturday, Sunday or legal holiday, the meeting will be held at the same hour on the first day following which is not a Saturday, Sunday or legal holiday.

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 two-thirds (2/3) of all votes of the Class A Membership as said Class is defined in the Declaration.

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 fifteen (15) days before 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 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 by proxies entitled to cast, Fifty-one percent (51%) of the votes of the Class A Members and the representation in person or proxy of the Class B Members so long as they shall exist, 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 thereat shall have the power to adjourn the meeting from time to time, without other notice 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.

## **ARTICLE XI OFFICERS AND THEIR DUTIES**

**Section 1. Enumeration of Officers.** The Officers of this Association shall be a president, who shall at all times be a member 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 election of Officers shall take place at the first annual 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 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 by giving written notice to the Board, the president, or the secretary if such office exists. Such resignations 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 in the manner prescribed for regular election. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

**Section 7.    Multiple Offices.** The same individual may simultaneously hold more than one office in the Association.

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

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; shall sign checks and promissory notes; shall record the votes and keep the minutes of all meetings and proceedings of the Board and 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 the Members; keep appropriate current records showing the Members of the Association together with their addresses; 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; sign all checks and promissory notes of the Association; keep proper books of account; and shall prepare an annual budget and a statement of income and expenditures to be presented to the Membership at its regular annual meetings, and deliver a copy of each to the Members.

## ARTICLE XII ASSESSMENTS

Section 1. As more fully set forth in Article V of the Declaration, each Class A Member is obligated to pay to the Association annual, and special assessments. Said assessments are secured by a continuing lien upon the Lot against which the assessment is made.

Section 2. Remedies of the Association in the Event of Default. Any assessment installment not paid within thirty (30) days after the due date shall be delinquent. Thereupon, the Association shall provide Notice of such delinquency and may take any one or all of the following actions: (a) declare the entire balance of such General or Special Assessment due and payable in full; (b) charge interest from the due date at a rate of twelve percent (12%) per annum; (c) charge a one time penalty of five percent (5%); (d) give Registered Notice to the Owner that in the event payment with accrued interest is not paid within thirty (30) days from the date of such notice, then the expressed contractual lien provided for herein shall be foreclosed; or (d) upon Registered Notice to the Owner, suspend the right of such Owner to vote until the assessment and accrued interest is paid in full.

## ARTICLE XIII 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 XIV  
AMENDMENTS**

These By-Laws may be amended, at a regular or special meeting of the Members, by a vote of the majority of a quorum of Members present in person or by proxy, except that if the Lots have been approved by FHA of VA financing, and upon insurance or guarantee by FHA or VA of a mortgage or deed of trust on the Properties, the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments while there is a Class B Membership.

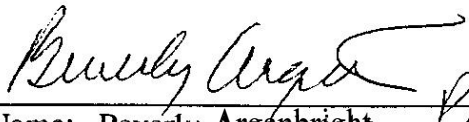
**ARTICLE XV  
MISCELLANEOUS**

**Section 1.** The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation,

**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.

**PLEASE SEE ATTACHED PAGES FOR SIGNATURES**

IN WITNESS WHEREOF, we, being all of the Directors of Crossfields II Homeowners Association, Inc. <sup>have</sup> hereunto set our hands this ~~2nd~~<sup>hd</sup> day of APRIL, 1997.

  
Name: Beverly Argonbright, *President*

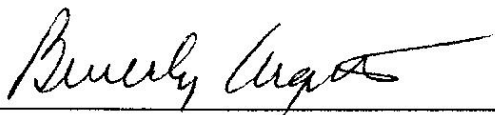
**CERTIFICATE**

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting President of Crossfields II Homeowners Association, Inc., a Virginia non-stock corporation; and

THAT the foregoing By-Laws constitute the original By-Laws of said Association, as duly adopted on the 2nd day of APRIL, 1997.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 2nd day of APRIL, 1997.

  
Name: Beverly Argonbright, President