

# CONNEMARA WOODS HOMEOWNERS ASSOCIATION BYLAWS

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# **BYLAWS**

**March 9, 2012**

## **ARTICLE I**

### **Name and Location**

The name of the corporation is the Connemara Woods Homeowners Association, hereinafter referred to as the “Association”. The principal office of the corporation, unless subsequently designated otherwise by the Board of Directors, shall be located at Post Office box 1544, Sterling, VA 20167, but meetings of members and directors may be held at such places within the Commonwealth of Virginia as may be designated by the Board.

## **ARTICLE II**

### **Definitions**

**Section 1.** “Association” shall mean and refer to Connemara Woods Homeowners Association, its successors, and assigns.

**Section 2.** “Property” 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. The Common Area is currently composed of Parcels A, B, C, and D, Connemara Woods, as the same dedicated, platted, and previously recorded hereto among the land records of Loudoun County, Virginia.

**Section 4.** “Lot” shall mean and refer to any plot or parcel of land designated for separate ownership or occupancy shown on a recorded subdivision plat of the Property with the exception of the Common Area and areas designated as public streets.

**Section 5.** “Owner” shall mean and refer to the record owner, whether one or more persons or entities, or equitable or beneficial title (or legal if same has merged) of any Lot which is a part of the Property, 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 Clerk of the Circuit Court, Loudoun County, Virginia.

**Section 7.** “Member” shall mean and refer to any person or entity that is a record Owner of a fee or undivided fee interest in any Lot that is subject by covenants of record to assessment by the Association, including contract sellers. A “qualified Member” is a Member with voting privileges. Members who are delinquent with respect to any assessment are not qualified Members and thus do not have voting privileges.

**Section 8.** “Public Purchaser” shall mean any person or other legal entity who becomes an Owner of any Lot within Connemara Woods.

**Section 9.** "Board of Directors" or “Board” means the executive body of the Connemara Woods property owners' association, or a committee which is exercising the power of the executive body by resolution or bylaw.

### **ARTICLE III**

#### **Meeting of Members**

**Section 1.** Annual Meetings. Regular annual meetings of the Members shall be held at approximately the same time each year on a date and hour to be announced by the Board of Directors.

**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 by one-fourth (1/4) of all the members who are entitled to vote.

**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 1) email, 2) newsletter, 3) hand delivered notice, 4) website posting, or 5) by mailing a copy of each notice, postage prepaid, (or some combination of these media) at least fifteen (15) days before such meeting to each Member entitled to vote thereat. If mailed or emailed, notice will be 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. Any 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 vote or of proxies entitle to vote, one-tenth (1/10) of the votes shall constitute a quorum for an 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 qualified 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 IV**

### **Board of Directors: Terms of Office**

**Section 1.** Number. The affairs of this Association shall be managed by a Board of not to exceed nine (9) in number but not less than three (3). Unless the Association is managed by an independent management agency, Members of the Board must be Members of the Association. The Members of the Association shall determine the number of Board Members. However, in the event of resignation of a Board Member or Members, the Board may operate with a reduced membership (not less than three) until an election is held in accordance with Section 3.

**Section 2.** Term of Office. The Board of Directors shall be divided into three (3) classes of membership as near equal in number as possible, with the term of office of one class expiring each year. At each annual meeting of the Members, the successors to the class of Directors whose terms shall then expire shall be elected for a term of three (3) years. When the aggregate number of Directors is changed, any increase or decrease shall be so apportioned 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.

**Section 3.** Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of qualified 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 Members of the Board 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, any Director may be reimbursed for actual 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 scheduled meeting by obtaining written approval of a majority of the Directors. Approval by email or by other conferencing media involving text exchange (e.g. chat, texting, or instant messaging) shall be accepted as written approval. 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 subject to procedural rules adopted by the Board. Such rules shall not be established so as to exclude any Member desiring to be a candidate or desiring to submit the name of a candidate from so doing. The Nominating Committee shall consist of a Chairman, who shall be a Member of the Board of Directors, and two (2) or more Members of the Association who may also be Board Members. The Nominating Committee shall be appointed by the President of the

Board of Directors and approved by a majority of the Board at least three (3) months prior to each annual meeting of the Members. 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 must be filled to meet the minimum number of Board Members as required in Section 1 of Article IV. Such nominations may be made from among qualified Members of the Association.

**Section 2.** Election. Election to the Board of Directors shall be by secret written ballot or if there is no objection by any qualified Member, by acclamation of the qualified Members present. 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 of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday. The Board may cancel a monthly meeting by unanimous vote.

**Section 2.** Special Meetings. Special meetings of the Board of Directors shall be held when called by the President or Vice President of the Association, or by any two Board members, after not less than three (3) days notice to each Board member.

**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. If the meeting is conducted by email, or other textual conferencing media, quorum rules still apply.

## ARTICLE VII

### Powers and Duties of the Board of Directors

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

- (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 the use of the Common Area or any Association 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 sixty (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 the Bylaws, the Articles of Incorporation, or the Declaration;
- (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 an independent contractor, or such other employee 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 minutes, including approved and disapproved motions, of all Board meetings, annual meetings, special meetings, and meetings held by email or textual conferencing. By vote of at least one quarter (1/4) of qualified Members present at an Association meeting, approved minutes of any Board or Association meetings within the past 12 months will be read.
- (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 prior to the due date or to bring an action at law against the Owner personally obligated to pay the same should such payment not be made by the due date;
- (d) Issue, or to cause an appropriate office to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board of Directors 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;
- (f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- (g) Procure and maintain adequate liability insurance for the Board of Directors.
- (h) Cause the Common Area to be maintained; and
- (i) Approve an Annual Budget.

## **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 times be Members of the Board of Directors.

**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 or she shall sooner resign, or 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 (President, Vice President, Treasurer, or Secretary) may be filled by appointment by the Board. The Officer appointed to such vacancy must be a Member of the Board and shall serve for the remainder of the term of the Officer he or she replaces.

**Section 7. Multiple Officers.** The offices of the 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:

- (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 and checks from such accounts as the Board may from time to time determine. He or she shall make the appointment of Committee Chairman of all Standing Committees. The President may delegate the responsibility for co-signing all promissory notes and checks to another Officer.
- (b) **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.
- (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.** The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall cause the disbursement of such funds as directed by resolution of the Board of Directors; shall co-sign all promissory notes and checks from such accounts as the Board may from time to time determine; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall be the chief officer responsible for the preparation of 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 at the annual meeting. If the Treasurer is not available to sign promissory notes and checks, any two Officers may sign instead.

## ARTICLE IX

### Committees

The Board of Directors shall appoint 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 duties.

## **ARTICLE X**

### **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 of the Association. Copies may be purchased at reasonable cost determined by the Board.

## **ARTICLE XI**

### **Assessments**

As more fully provided in the Declaration, each Member is obligated to pay to the Association annual and special assessments which may be secured by a continuing lien upon the property against which the assessment is made. Any assessments that 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 the delinquency at a rate of ten (10) percent per annum, compounded monthly, and the Association may bring action at law against the Owner personally obligated to pay the same or foreclose the lien against the property; interest, costs, 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 nonuse 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: *Connemara Woods Homeowners Association*.

## **ARTICLE XIII**

### **Amendments**

**Section 1.** These Bylaws may be amended at a regular or special meeting of the Members, by a vote of three-fourths (3/4) of the qualified Members present in person or by proxy as long as a quorum is present.

**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**

The fiscal year of the Association shall begin on the first day of January and end on the 31<sup>st</sup> day of December of each year.

IN WITNESS THEREOF, we being all the Officers of the Connemara Homeowners Association have hereunto set our hand this 9<sup>th</sup> day of March, 2011.

\_\_\_\_\_  
President

\_\_\_\_\_  
Vice President

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Treasurer

The fiscal year of the Association shall begin on the first day of January and end on the 31<sup>st</sup> day of December of each year.

IN WITNESS THEREOF, we being all the Officers of the Connemara Homeowners Association have hereunto set our hand this 9<sup>th</sup> day of March, 2013.

Steve R. Ligon  
\_\_\_\_\_  
President

John G. Wilson  
\_\_\_\_\_  
Vice President

Mary E. Taylor  
\_\_\_\_\_  
Secretary

Roger M. Hill  
\_\_\_\_\_  
Treasurer



Loudoun  
\_\_\_\_\_  
City/County of  
8 March, 2012  
by John G. Wilson & Mary E. Hill  
Naldys Velasco Notary Public  
My commission expires 3-31-2015

Loudoun  
\_\_\_\_\_  
City/County of  
Commonwealth of Virginia  
The foregoing instrument was acknowledged before me  
this 9th day of March, 2012  
by Roger Lee Haverfield & Steven Ross Ligon  
Naldys Velasco Notary Public  
My commission expires 9/30/2015

