

AMENDED AND RESTATED BY-LAWS

THE TOWNES OF ORANGE HUNT HOMEOWNERS ASSOCIATION, INC.

ARTICLE I NAME AND LOCATION

The name of the corporation is The Townes of Orange Hunt Homeowners Association, Inc., hereinafter referred to as the "Association". The mailing address of this corporation is P.O. Box 2262, Springfield, Virginia 22152. The meetings of members and directors may be held as such places within the Commonwealth of Virginia, County of Fairfax as may be delegated by the Board of Directors.

ARTICLE II DEFINITIONS

The Definitions are set forth in the Second Amended Declaration for the Townes of Orange Hunt.

ARTICLE III MEETING OF MEMBERS

Section 1. Regular Meetings. There shall be an Annual Meeting of the Members, which shall be held during the month of April of each year.

Section 2. Special Meetings. Special meetings of the members shall 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 ten percent (10%) of all of the votes of the membership.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given to each member entitled to vote thereat, either by person, mail or Electronic Transmission, or at the direction of, the Secretary or person authorized to call the meeting not less than fifteen (15) or more than sixty (60) days before such meeting. Such notice shall specify the place, date 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 meetings of the 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 Amended and Restated Articles of Incorporation, the Second Amended 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 notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented. Every act or decision done or made by a majority of the members present in person or by proxy at a duly held meeting at which a quorum is present shall be regarded as the act of the members.

Section 5. Proxies. At all meetings of members, each active 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, SELECTION, TERM OF OFFICE**

Section 1. Directors. The number of directors and their qualifications, terms of office, and removal shall be as set forth in the Amended and Restated Articles of Incorporation.

Section 2. Compensation. No director shall receive compensation for any service rendered to the Association. However, any director may be reimbursed for actual reasonable expenses incurred in the performance of duties of a director.

**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 Chairperson and two (2) or more members or residents of the community. The Nominating Committee shall be appointed by the Board of Directors prior to the April meeting to serve for one (1) year. The Nominating Committee shall make as many nominations for the election to the Board of Directors as it shall be in its discretion determine, but not less than the number of vacancies that are to be filled.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot or by the raising of hands. 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 Second Amended Declaration. The persons receiving the largest number of votes shall be elected.

**ARTICLE VI
MEETING OF DIRECTORS**

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarterly with notice, at such place and hour as may be fixed from time-to-time by resolution of the Board. Board of Director meetings will be announced on the website, newsletters, bulletin boards, or by mail or Electronic Transmission.

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 (2) directors, after not less than three (3) days' notice to each director or without delay if all directors consent to waive notice of the meeting.

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.

Section 4. 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 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 Areas 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 rights to use assigned parking spaces and the recreational facilities of a member during any period in which such member shall be in default in 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 these By-Laws, the Amended and Restated Articles of Incorporation, or the Second Amended 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 a manager, 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 a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the Annual Meeting of 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 this association, and to see their duties are properly performed;
- (c) As more fully provided in the Second Amended 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; and,
 - (3) Foreclose the lien against any property for which assessments are not paid within (30) days after 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 person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made 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;
- (f) Cause all officers or employees having fiscal responsibilities to be bonded, or insured, in accordance with the requirements of Virginia law;
- (g) Procure and maintain adequate directors and officers liability insurance; and
- (h) Cause the Common Areas to be maintained.

ARTICLE VIII OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a President, Vice President, a Secretary, and a Treasurer, who shall at all times 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 officers shall be elected by the Board of Directors at the first Board meeting following the annual meeting of the Association.

Section 3. Term. The officers of this Association shall hold office for one (1) year unless the officer shall sooner resign, or shall be removed, or otherwise become disqualified to serve.

Section 4. Special Appointments. The Board may appoint such 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 cause 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 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 replaced.

Section 7. Multiple Officers. No person shall simultaneously hold more than one (1) office 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 Association and 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 related to the Association and shall co-sign all checks and promissory notes.

- (b) **Vice President.** The Vice President shall act in the place and stead of the President in the event of absences, inability or refusal to act, and shall exercise and discharge such other duties as may be required by the Board.
- (c) **Secretary.** The Secretary shall record votes and keep 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 other such duties as required by the Board.
- (d) **Treasurer.** The Treasurer shall receive and deposit in appropriate bank or government securities mutual fund accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; keep proper books of account; cause an audit of the Association books to be made by a public accountant at the completion of the third fiscal year from the previous audit; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its Annual meeting in April, and deliver a copy to each of its 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 By-Laws. In addition, the Board may appoint other committees as deemed appropriate to carry out its purposes. Members, residents and tenants of the community are eligible to serve on all Association committees.

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 Second Amended Declaration, the Amended and Restated 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 XI ASSESSMENTS

As more fully provided in the Second Amended 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. Assessments are due on the first day of the month and must be received by not later than the twentieth (20th) day of the month. Any assessment which is not received by the twentieth (20th) day of the month shall be delinquent. When an assessment is delinquent, a late fee of twenty dollars (\$20.00) or such other amount as determined by resolution of the Board of Directors, will be assessed for the month in which the assessment is originally due. 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 therein by non-use of the Common Areas or abandonment of his or her Lot.

ARTICLE XII CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: THE TOWNES OF ORANGE HUNT HOMEOWNERS ASSOCIATION, INC.

ARTICLE XIII AMENDMENTS AND CONFLICTS

Section 1. Amendments. These By-Laws may be amended at a regular or special meeting of the members, by a vote of a majority of a quorum of active members present in person or by proxy. All proposed changes, additions, deletions or amendments to these By-Laws will be presented to the Board of Directors no later than sixty (60) days prior to the Annual Meeting and will be published to the active membership no later than thirty (30) days prior to that meeting. Only proposals presented in this manner will be considered by the membership.

Section 2. Conflicts. In the case of any conflict between the Amended and Restated Articles of Incorporation and these By-Laws, the Amended and Restated Articles of Incorporation shall control; and in the case of any conflict between the Second Amended Declaration and these By-Laws, the Second Amended Declaration shall control.

ARTICLE IX MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Association shall begin on the first day of April and end of the thirty-first day of March of every year.

Section 2. Signatory Authority. The signature of two (2) directors or officers shall be required for any check, draft, contract or other instrument in the amount of five hundred dollars (\$500.00) or more, or such other person as designated by a resolution of the Board of Directors.

Section 3. Use of Technology. Due to the development of new technologies and corresponding changes in business practices, to the extent permitted by law now or in the future: (1) any notice required to be sent or received; (2) any signature, vote, consent or approval required to be obtained; or (3) any payment required to be made, under the Second Amended Declaration or these By-Laws, as amended may be accomplished using the most advanced technology available at the time if such use is a generally accepted business practice. This section shall govern the use of technology in implementing the provisions of the Second Amended Declaration and these By-Laws and dealing with notices, payments, signatures, votes, consents or approvals.

- (a) Electronic transmission and other equivalent methods. The Association, its Owners, and other persons entitled to occupy a Lot may perform any obligation or exercise any right under the Second Amended Declaration or these By-Laws by any technological means providing sufficient security, reliability, identification, and verifiability. "Acceptable technological means" shall include without limitation electronic transmission over the Internet or the community or other network, whether by direct connection, intranet, telecopier, or electronic mail.
- (b) Signature Requirements. Subject to the requirements of federal and Virginia law, an electronic or digital signature meeting the requirements of applicable law shall satisfy any requirement for a signature under the Second Amended Declaration or these By-Laws.

- (c) Voting rights. Voting, consent to and approval of any matter under these the Second Amended Declaration, the By-Laws, or applicable provisions of the Act, as amended, may accomplished by electronic transmission or other equivalent technological means provided that a record is created as evidence thereof and maintained as long as such record would be required to be maintained in non-electronic form.
- (d) Nontechnology alternatives. If any person does not have the capability or desire to conduct business using electronic transmission or other equivalent technological means, the Association shall make reasonable accommodation, at its expense, for such person to conduct business with the Association without use of such electronic or other means.

IN WITNESS WHEREOF, we, the Directors attest that these Amended and Restated By-Laws of The Townes of Orange Hunt Homeowners Association, Inc. were duly adopted by the required vote of the Members at the a duly called meeting of the Members held on 25th day of April, 2013.


VICTOR LESCOVITZ, JR., President


HOWARD R. ALBERS, Secretary

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