

BY-LAWS of the McLEAN HUNT HOME OWNERS' ASSOCIATION, INC.
Revised 11 September 2016

ARTICLE I
ESTABLISHMENT OF THE CORPORATION

The name of the Corporation is McLean Hunt Home Owners' Association, Inc., hereinafter referred to as the "Association." The registered office of the corporation shall be the residence or office of the Registered Agent. Meetings of members and directors may be held at such places within the Commonwealth of Virginia as may be designated by the Board of Directors.

ARTICLE II
DEFINITIONS AND CONVENTIONS

Section 1. "Association" shall mean and refer to McLean Hunt Home Owners' Association, Inc., its successors and assigns.

Section 2. "Properties" shall mean and refer to Sections I, II, III and IV of the McLean Hunt Subdivision.

Section 3. "Resident" shall mean and refer to those persons who reside in homes situated on the Properties of the McLean Hunt Subdivision.

Section 4. "Member" shall mean and refer to those persons entitled to membership in the Association as provided in the Deeds of Dedication, Declaration, Covenants and/or Articles.

Section 5. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners and Residents.

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. "Owner" shall mean and refer to the record owners, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, but excluding those having such interest merely as security for the payment or performance of an obligation.

Section 8. "Declaration" shall mean and refer to the Deeds of Dedication recorded among the land records of Fairfax County, Virginia, establishing the subdivisions of the Properties and containing the Restrictive Covenants relating to the Lots and the Owners, as the same may be amended from time to time.

Section 9. "Voting Member" shall mean and refer to those Members of the Association entitled to cast a vote at Association meetings and affairs. Each lot of the subdivision is entitled to one

vote at meetings of the Association members. Members who are delinquent in the payment of assessments or have unresolved covenants violations shall not be entitled to vote.

Section 10. Use of Pronouns. Throughout this document, the use of pronouns, whether masculine or feminine, is considered to apply to persons of either gender and shall not be considered a preferential description.

ARTICLE III MEETING OF MEMBERS

Section 1. Annual Meeting. A meeting of the Members (hereinafter referred to as the “Annual Meeting”) shall be held during the late winter/early spring of each year on such day and at such time and place as may be determined annually by the Board of Directors upon at least fourteen (14) days prior written notice to the Members.

Section 2. Budget Meeting. A meeting of the Members (hereinafter referred to as the “Budget Meeting”) shall be held each year on such day and at such time and place as may be determined annually by the Board of Directors upon at least fourteen (14) days prior written notice to the Members. The budget should reasonably anticipate the upcoming year's expenses and include the last four (4) previous years' expenses.

The Board of Directors shall conduct a reserve study once every five (5) years and shall review the most recent study at least every year to verify appropriate capital reserves exist to cover the cost of major repairs and replacement of capital facilities.

Section 3. Special Meetings. Special meetings of the Members may be called at any time upon a majority vote of the Board of Directors, or upon written request of not less than one-fourth of the Voting Members. Notice shall be provided in accordance with Section 4 and shall specify the purpose of the meeting. No business may be conducted at a special meeting except what is expressly identified in the Notice.

Section 4. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the President to call the meeting, by hand delivery, or by mailing a copy of such notice, postage prepaid, or by email at least fourteen (14) days before such meetings, to each Member entitled to vote there at, addressed to the Member's address or email 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, date, and time of the meeting, and, in the case of a special meeting, the purpose of the meeting. Method of notification (notice, letter, or email) shall be at the discretion of the Board of Directors.

Section 5. Quorum. The presence, in person or by proxy, of 15% of those entitled to vote at any meeting shall constitute a quorum for any action, except as otherwise provided in the Declaration or these By-Laws. If, however, such quorum shall not be present at any meeting, those present who are entitled to vote there-at, shall have the power to adjourn the meeting, without notice

other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 6. Proxies. At all meetings, each Voting 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 Voting Member of their Lot.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Selections and Term of Office

a) Number of Directors. The affairs of this Association shall be managed by a board of five (5) directors (each, a “Director”), who must be Members of the Association in good standing (“Board”, “Board of Directors”, or “BoD”).

b) Terms of Office. At each Annual Meeting, the Members shall elect five (5) Directors to serve until the next Annual Meeting of the Members, or until their successors are elected (excluding those provided for expressly in Section 1.c. of this Article). No person shall be eligible to serve more than five (5) consecutive terms as a director.

c) Removal. Any Director may be removed from the Board, with or without cause, by a simple majority of the total votes of Members of the Association present at a meeting called for the purpose of removing the Director and announced no less than ten (10) days prior to the meeting or by a unanimous vote of the remaining four (4) Directors. In the event of death, resignation, or removal of a Director, his successor shall be selected by the remaining members of the Board of Directors and shall serve for the unexpired term of his predecessor.

d) 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.

e) Action Taken Without a Meeting. The Board of 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 approval of all the Directors in writing or through email. Any action so approved shall have the same effect as though taken at a meeting of the Board of Directors.

f) Order of Precedence: Board actions and decisions shall comply with requirements or restrictions in documents of higher priority, precedence or legal standing.

Section 2. Nomination and Election of Directors

a) Nomination. Nomination for election to the Board of Directors may 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 prior to the Annual Meeting and 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.

b) Election. The election for the Board of Directors shall be held at the Annual Meeting. 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 these By-Laws. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

Section 3. Meetings of Directors

a) Regular Meetings. Regular meetings of the Board of Directors shall be held at least four (4) times per year.

b) Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any three (3) Directors, after not less than three (3) days' notice to each Director.

c) Quorum. A majority 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 of Directors.

d) Recording of Decisions. Decisions of the Board of Directors made at regular and special meetings shall be recorded in writing by the Secretary of the Association as a permanent record of the Association.

Section 4. Powers and Duties

a) Powers. The Board of Directors shall have power to:

1) adopt and publish rules and regulations governing the use of the Common Areas and facilities, and the personal conduct expected of the Members and Residents and their guests thereon, and to establish penalties for the infraction thereof;

2) adopt and publish rules and regulations governing the maintenance of the Lots and any homes or other buildings situated thereon.

3) adopt and publish rules and regulations governing any other matters concerning the architectural harmony of the community as a whole;

4) 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 sixty (60) days for infraction of published rules and regulations. Suspension

for non-payment of assessed dues shall be until payment of dues and applicable late fee is received by the Treasurer;

5) exercise, for the Association, all powers, duties and authority vested in, or delegated to, this Association and not reserved to the Members by other provision of these By-Laws or the Declaration;

6) declare the office of a Director to be vacant in the event such Director shall have been absent from three (3) consecutive regular meetings of the Board of Directors.

7) employ a manager, independent contractor, or such employees as they deem necessary, and to prescribe their duties.

b) Duties. It shall be the duty of the Board of Directors to:

1) 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 of Members when such statement is requested in writing by one-fourth (1/4) of the Voting Members;

2) supervise all officers, independent contractors, and employees of this Association, and to see that their duties are properly performed;

3) prepare and distribute, fourteen (14) days in advance of each Budget Meeting, a budget setting forth the estimated expenditures for the operation of the Association and for the maintenance of Common Areas for the next fiscal year of the Association and to establish proposed annual and special assessments necessary to meet such estimated expenditures;

4) enclose with the written notice to Members of the Budget Meeting a copy of the proposed budget and statements of the amount of the proposed annual and special assessments;

5) send written notice of each assessment for the upcoming fiscal year, subsequent to the Annual Budget Meeting, to every Member subject thereto, on or before 1 April of each year; such assessment to be paid in full to the Association Treasurer no later than as defined in Article VIII (May 1);

6) take such steps, as and when they may deem appropriate, to foreclose the lien against any property for which assessments are not paid within thirty (30) days after the due date or to institute legal proceedings against the owner personally obligated to pay the same;

7) 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 made by the Board for the issuance of these certificates;

8) procure and maintain adequate liability and hazard insurance on property owned by the Association and liability for Directors and officers of the Association (D&O Insurance);

9) cause all officers or employees having fiscal responsibilities to be bonded, as the Board of Directors may deem appropriate; and

10) cause the Common Area to be maintained.

ARTICLE V OFFICERS OF THE ASSOCIATION

Section 1. Enumeration of Offices. The officers of this Association shall be a President and a Vice-President, who shall at all times be Directors, and a Secretary, and a Treasurer.

Section 2. Election of Officers. The officers of this Association shall be elected by the Board of Directors as soon as possible after election, which is held at the Annual Meeting.

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

Section 4. Special Appointments. The Board of Directors 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. Removal and Resignation. Any officers 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. Such resignation shall take effect upon 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 of any officer position 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 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:

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; and shall sign all leases, mortgages, deeds and other written instruments of the Association.

b) Vice-President. The Vice-President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him 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; shall keep the corporate seal of the Association and affix it on all papers requiring said seal; shall serve notice of meetings of the Board and of the Members; shall 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 into appropriate bank accounts, at his earliest convenience in a period not to exceed thirty (30) days of receipt, all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall 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 budget meeting, and shall deliver a copy of each to the Members. The Treasurer shall also file documents required by State and local governments to maintain the status of the association. The Treasurer shall co-sign any promissory notes or other financial obligations with the President of the Association.

ARTICLE VI COMMITTEES

Section 1. General. Each year, the Board of Directors shall name and create any and all committees deemed necessary by the Board to effectively conduct specific aspects of the Association's business and provide advice to the Board. The term length for any committee shall end concurrently with the sitting Board. Any decision made by a committee is appealable to, and subject to review by, the Board of Directors.

Section 2. Architecture Control Committee (ACC).

a) Composition. The Board of Directors (BoD) for the Association shall appoint an Architectural Control Committee, or if no ACC is appointed, the BoD shall comprise the ACC. All appeals from decisions of the ACC shall be addressed by the BoD.

b) Duties. The ACC is charged with reviewing and approving or disapproving changes to the exterior of any home in the subdivision, including structures and fences located on the property. The ACC's approval or disapproval as required in the Restrictive Covenants shall be in writing. The ACC is also charged with publishing and maintaining standards and guidelines for exterior architectural changes to be known as the "Exterior Guide Manual."

c) Plan Submission. The purpose of the plans is to supply adequate information for the ACC to make an informed and accurate judgment as to the appropriateness of the proposed project. If found acceptable, the plans document the project to provide the ACC a visual match between what was applied for and what was approved. A proper submission must include plans and elevations reasonably illustrating the existing house and proposed work, free of obvious mistakes and omissions. The plans should be submitted to the Vice President of the Home

Owners' Association who shall ensure they are communicated promptly to the ACC. Electronic submission is preferred for ease of sharing among the ACC, but if a paper submission is made, sufficient copies must be provided as specified by the ACC to facilitate an expeditious decision.

d) Review. After a proper submission is received, the ACC shall acknowledge receipt by email. Generally, there shall be a seven (7) day comment period before the ACC shall vote. The ACC shall respond to the Member within thirty (30) days after a submission. If the ACC votes to reject the plans, the Member may appeal the decision and make a direct presentation to the Board. The homeowner may also choose to present the project to the ACC at the start of discussions. In the case of a complex design, the ACC may ask the homeowner to make a preliminary presentation to help understand details of the design. Once plans have been approved, the homeowner has one year to begin; otherwise, the homeowner must resubmit for approval. In the event the ACC fails to approve or disapprove within thirty (30) days after a proper set of plans and specifications have been submitted, or in any event, if no suit to enjoin the construction has been commenced prior to the completion thereof, approval shall not be required and the relevant portions of the Restrictive Covenants shall be deemed to have been complied with. If a proposed plan is disapproved, the ACC shall provide a reasonably detailed explanation of the issue/problems with the proposal.

e) Guidelines. Guidelines for the ACC to use in determining compliance of homeowner submissions are contained in the "Exterior Guide Manual", published separately.

Section 3. Audit Committee. The President may appoint a committee of one (1) to three (3) Association Members, or with the approval of the Board, commission an outside professional firm, to examine the books of the Treasurer no less frequently than every two (2) years. Additionally, an incoming new Treasurer may request an audit within thirty (30) days of assuming the office. Records of audits shall be maintained by the Secretary.

Section 4: Complaints and Rules Enforcement Committee (CRE).

a) Composition. The BoD for the Association may appoint a CRE, or if no CRE is appointed, the BoD shall be the CRE. All appeals from decisions of the CRE shall be addressed by the BoD.

b) Duties. The CRE is charged with enforcing the rules as stipulated in the Home Owners' Covenants. Rule enforcement shall be applied promptly and uniformly, using an adopted and published rule enforcement proceeding.

c) Compliance Reviews: All compliance review observations shall be made from the street.

d) Enforcement: The Board shall act carefully, clearly, and consistently during any enforcement action. Enforcement actions shall be preceded by a written warning to the homeowner and shall provide a reasonable time for correction.

ARTICLE VII
BOOKS AND RECORDS

Section 1. Inspection. The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member.

Section 2. Resources. The Declaration, the Articles of Incorporation, and the By-Laws of the Association shall be available for inspection.

ARTICLE VIII
ASSESSMENTS

Section 1. General. The Board of Directors shall have the authority to establish annual and special pro rata assessments to each lot necessary to meet the estimated expenditures of the Association.

a) Annual Assessments. Each annual assessment shall be due and payable on the first day of May of each year.

b) Special Assessments. Special assessments may be levied by the Board when unexpected expenses beyond the resources of the Association occur. The total of such assessments shall not exceed half of the annual dues without the prior approval of the voting membership at any regular budget or duly-constituted special meeting. Special assessments shall be due and payable at such times as they are fixed by the Board.

Section 2. Penalties for non-Payment. 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. If the assessments are not paid by the due date, a penalty shall be levied. If the assessment is not paid within thirty (30) days after the due date, a late fee of \$25, or such other amount as may be established by the Board, shall be charged. The Association may bring legal action against the Owner personally obligated to pay the same or foreclose the lien against the property. Any interest, late fees, costs of collection, and attorney's fees of any such action shall be added to the amount of such assessment, and the Owner shall be obligated to pay such charges, even if such amounts have not been awarded by a court. 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 IX
AMENDMENTS

Section 1. General. These By-Laws may be amended, at a regular or special meeting of the Members, by a two-thirds vote of Voting Members present, not less than a quorum being present at the time of such vote; provided, however, that any proposed amendments to the By-Laws

initiated by the Board of Directors shall be circulated to the members of the Association along with the notice of any meeting that shall consider such proposed amendments.

Section 2. Precedence of Documents. 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.

ARTICLE X MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end on the last day of December of every year.