

BY-LAWS  
OF  
CLARK'S CROSSING HOMES ASSOCIATION

**ARTICLE I**

NAME AND LOCATION. The name of the corporation is CLARK'S CROSSING HOMES ASSOCIATION, hereinafter referred to as the "Association." The principal office of the corporation shall be located at P.O. Box 553, Vienna, Virginia, but 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 Clark's Crossing Homes Association, its successors and assigns.

**Section 2. "Properties"** shall mean and refer to all real property which, from time to time, may be subjected to the Declaration of Covenants, Conditions and Restrictions of Clark's Crossing Homes Association 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 members of the Association.

**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. "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 owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

**Section 7. "Declaration"** shall mean and refer to the Declaration of Covenants, Conditions, and Restrictions applicable to the Properties recorded in the Office of the Clerk of the Circuit Court of Fairfax County, Virginia.

**ARTICLE III**  
**MEMBERSHIP**

**Section 1. 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.

**Section 2. Suspension of Membership.** During any period in which a member shall be in default in the payment of any annual or special assessment levied by the Association, the voting rights and right to use of the recreational facilities of such member may be suspended by the Board of Directors until such assessment has been paid. Such rights of a member may also be suspended, after notice and hearing, for a period not to exceed ninety (90) days, for violation of any rules and regulations established by the Board of Directors governing the use of the Common Area and facilities.

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

Each member shall be entitled to the use and enjoyment of the Common Area and facilities as provided in the Declaration. Any member may delegate his rights of enjoyment of the Common Area and facilities to the members of his/her family, his/her tenants, or contract purchasers, who reside on the property. Such use shall be consistent with such rules and regulations as the Board of Directors shall from time to time promulgate pursuant to Article VIII, Section 1. (a), and Article VIII Section 2 (f) of these By-Laws. The rights and privileges of such delegee are subject to suspension to the same extent as those of the member.

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

**Section 1. Number.** The affairs of this Association shall be managed by a board of six (6) directors, who are members of the Association.

**Section 2. Election.** Directors shall be elected for a term of three (3) years on a staggered basis of two (2) directors to be elected at each annual meeting.

**Section 3. Removal.** Any directors may be removed from the Board, with or without cause, by a vote of two-thirds (2/3) of the members of the Association. In the event of death, resignation or removal of a director, his/her successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his/her predecessor.

**Section 4. Compensation.** No director shall receive compensation for any service he/she may render to the Association. However, any director may be reimbursed for his/her actual expenses incurred in the performance of his/her 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 or oral 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 monthly without notice, 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 any two directors, after not less than three (3) days' notice to each director.

**Section 3. Quorum.** Three (3) 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 an 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 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 at the Board of Directors' meeting held during the month of February each year. 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 will be made from among members.

**Section 2. Election.** Election to the Board of Directors shall be by secret written ballot or by proxy. At such elections 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 person 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 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) Exercise for the Association all powers, duties, and authority vested in or delegated to this Association not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;
- c) At their option, 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;
- d) To employ an independent contractor, or such other employees as they deem necessary, and to prescribe their duties;
- e) To authorize the expenditure of monies (from the treasury of the Association) for expenses incurred; limited to a maximum of \$5,000.00 per item. Approval for commitment and/or authorization requiring allocation of monies in excess of \$5,000.00 shall require approval of the members, who will be petitioned via a meeting, as defined in Article X.

**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 annual assessment period, as hereinafter provided in Article XII;
  2. to send written notice of each assessment to every Owner subject thereto at least ten (10) days in advance of each annual assessment period; and

3. to issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether any assessment has been paid. Such certificate shall be conclusive evidence of any assessment therein stated to have been paid;
- d) To procure and maintain adequate liability insurance, and to procure adequate hazard insurance on property owned by the Association;
- e) To cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and
- f) To cause the Common Area to be maintained.

## **ARTICLE IX COMMITTEES**

**Section 1.** The Board of Directors shall comprise or appoint an architectural Control Committee as provided in the Declaration and appoint a Nominating Committee as provided in these By-Laws. In addition, the Board of Directors may appoint other committees as deemed appropriate in carrying out its purposes, such as:

- a) A Recreation Committee which shall advise the Board of Directors on all matters pertaining to the recreational program and activities of the Association and shall perform such other functions as the Board, in its discretion, determines;
- b) A Community Affairs Committee which shall provide liaison with county/state agencies relative to items/events which have a bearing on the welfare, safety, and general interest of the members (and families);
- c) A Newsletter Committee which shall inform the members of all activities and functions of the Association and shall, after consulting with the Board of Directors, make such public releases and announcements as are in the best interests of the Association; and
- d) An Audit Committee which shall supervise the annual audit of the Association's books and approve the annual budget and statement of income and expenditures to be presented to the membership at its regular annual meeting as provided in Article XI, Section 8 (d). The Treasurer shall be an ex officio member of the committee.

**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 annual meeting of the members shall be held on the first Monday of April of each year. If the day for the annual meeting of the members is a legal holiday or if appropriate facilities for holding such meetings are unavailable, the meeting will held at the same hour on the first day following which is not a 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 one-fourth (1/4) of all of the votes of the entire 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 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, in the case of a special meeting, and the purpose of the meeting.

**Section 4.** (This section is repealed effective March 25, 2003)

**Section 5. Proxies.** At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and may be given to any member in good standing in the Association. Prior to the meeting to which such proxies pertain, the person(s) to which such proxies are given shall so advise the Secretary of the Association prior to the commencement of business. Proxies may be in general form, or they may specify conditions concerning how they are to be exercised on specific issues. In the event that a proxy shall contain conditions, it shall be the duty of the person to whom said proxy is issued to cast vote(s), and to otherwise proceed in accordance with said directions and conditions.

**Section 6. Votes Required to Transact Business.** Unless otherwise provided in these By-laws, the following number of affirmative votes shall be necessary to transact business:

- a) To pass special assessments, the affirmative vote of two-thirds (2/3) of the membership of the entire Association present in person or by proxy shall be necessary;
- b) To annex additional properties, the affirmative vote of two-thirds (2/3) of the membership of the entire Association present in person or by proxy shall be necessary; pursuant to Article VII , Section 4, of the Declaration of Covenants, Conditions & Restrictions of the Association;

- c) To transact all other business, including the election of board members, the affirmative vote of a simple majority of the membership present in person or voting by proxy shall be necessary.

## **ARTICLE XI**

### **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, and a 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 by 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 in the manner prescribed for regular election. The officer elected 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 shall co-sign all checks 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) 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.

### **Treasurer**

- d) 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 all checks and promissory notes of the Association; 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 prepare an annual budget and a statement of income and expenditures for presentation to the membership at its regular annual meeting, and provide for a copy of each to the members.

## ***ARTICLE XII***

### **ASSESSMENTS**

**Section 1. Creation of the Lien and Personal Obligation of Assessments.** By the Declaration each member is deemed to covenant and agree to pay to the Association: 1) general assessments or charges, and 2) special assessments for capital improvements. The general and special assessments, together with such interest thereon and costs of collection thereof, as hereinafter provided, shall be a charge on the land and shall be a continuing lien upon the property against which each such assessment is made. Each such assessment, together with such interest, costs, and reasonable attorney's fees shall also be the personal obligation of the person who was the owner of such property at the time when the assessment fell due and shall not pass to his successors in title unless expressly assumed by them.

**Section 2. Purpose of Assessments.** The assessments levied by the Association shall be used exclusively for the purpose of promoting the recreation, health, safety, and welfare of the residents in the Properties, and in particular for the improvement and maintenance of the Properties, services, and facilities devoted to this purpose and related to the use and enjoyment of the Common Area.

**Section 3. General Assessment.** The maximum amount for each general assessment shall be one hundred dollars (\$100.00) per annual assessment period;

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commencing January 1st and running through December 31st of the calendar year. Written notice of the general assessment shall be delivered to every owner subject thereto in accordance with Article VIII, Section 2(c) (2) of these By-Laws. The date on which such general assessments are to be due and payable shall be established by the Board of Directors.

#### **Section 4. Special Assessments.**

- a) In addition to the general assessments authorized above, the Association may levy such special assessments, in such amounts and for such purposes, as the Association may deem necessary and appropriate for the community betterment and welfare.
- b) Special assessments shall require the affirmative assessment of two-thirds (2/3) of the membership, present in person or by proxy, of the Association and may be levied at either annual or special meetings; provided however that no vote on a special assessment may be taken unless written notice thereof shall have been delivered to the membership of the Association at least fifteen (15) days prior to the meeting in question.
- c) Notice of special assessments shall be delivered to each member of the Association subject thereto within a reasonable period of time. The Board of Directors shall establish a due date or schedule, for the payment of special assessments.

**Section 5. Remedies of the Association in the Events of Default.** If any general or special assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of two dollars (\$2.00) per month or twelve (12) percent per annum (whichever is greater) for each full month of delinquency, and the Association may bring an action at law against the owner personally obligated to pay the same or foreclose the lien against the property, and 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.

**Section 6. Subordination of the Lien to Mortgages.** The lien of the assessments provided for herein shall be subordinate to the lien of any first trust or mortgage and Fairfax County real estate tax. Sale or transfer of any Lot shall not affect the assessment lien. However, the sale or transfer of any Lot pursuant to a foreclosure sale shall extinguish the lien of such assessments as to payments thereof which became due prior to such sale or transfer. No sale or transfer shall relieve such Lot from liability for any assessments thereafter becoming due or from the lien thereof.

**Section 7. Exempt Property.** The following property subject to the Declaration shall be exempt from the assessments created therein: a) all properties dedicated to and accepted by a local public authority; b) the Common Area, and c) all properties owned by a charitable or non profit organization exempt from taxation by the laws of the Commonwealth of Virginia. However, no land or improvements devoted to dwelling use shall be exempt from said assessments.

**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**  
**CORPORATE SEAL**

The Association shall have a seal in circular form having within this circumference the words: Clark's Crossing Homes Association, a Virginia Corporation.

**ARTICLE XV**  
**AMENDMENTS**

**Section 1.** These By-Laws may be amended, at the annual or a special meeting (Article X) of the members, by an affirmative vote of two-thirds (2/3) of the members of the entire Association present in person or by proxy.

**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.

**ARTICLE XVI**  
**MISCELLANEOUS**

Beginning in calendar year 1987, 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.

IN WITNESS HEREOF, we being all of the directors of the CLARK'S CROSSING HOMES ASSOCIATION, have hereto set our hands this 25th day of March, 2003.

\_\_\_\_\_  
Elizabeth Svigals, President

\_\_\_\_\_  
Julie Hoffman

\_\_\_\_\_  
David J. Wardell, Vice President

\_\_\_\_\_  
Anne Shaffner

\_\_\_\_\_  
Mary Cowden

\_\_\_\_\_  
James Nichols

**CERTIFICATION**

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary of the CLARK'S CROSSING HOMES ASSOCIATION, a Virginia Corporation, and,

THAT the foregoing By-Laws constitute a revision of the original By-Laws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the 25th day of March, 2003.

IN WITNESS THEREOF, I have thereunto subscribed my name and affixed the seal of said Association this \_\_\_\_ day of \_\_\_\_\_, 2003.

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*SECRETARY*