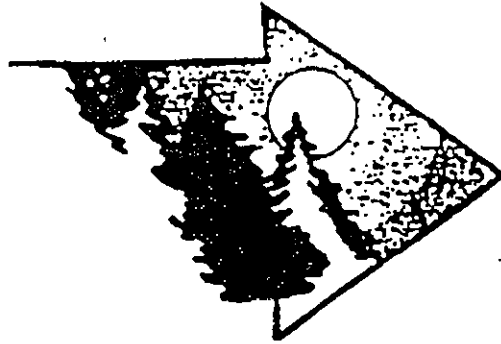


BY- LAWS OF

POINT OF WOODS EAST HOMEOWNERS ASSOCIATION



# **POINT OF WOODS EAST HOMEOWNERS ASSOCIATION**

**Association By-Laws**  
(as amended)

## ARTICLE I

### NAME

The name of the corporation is POINT OF WOODS EAST HOMEOWNERS ASSOCIATION, hereinafter referred to as the "Association". Meetings of members and directors may be held at such places within the State of Virginia, Prince William County or the City of Manassas, as may be designated by the Board of Directors.

## ARTICLE II

### DEFINITIONS

Section 1. All capitalized words used in these By-Laws that are defined in the Declaration shall have the same meaning as so defined in the Declaration.

Section 2. "Association" shall mean and refer to Point of Woods East Homeowners Association, its successors and assigns.

Section 3. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Property as recorded in the office of the Clerk of the Circuit Court of Prince William County, Virginia, at Deed Book 1288, Page 1389, et seq., and as the same may have been, or subsequently be, amended from time to time and recorded among the land records thereafter.

Section 4. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

## ARTICLE III

### MEETING OF MEMBEBS

Section 1. Annual Meetings. The annual meeting of the members shall be held in April of each year on such date as determined by the Board.

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 ( $\frac{1}{4}$ ) of all the votes of the 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 mailing a copy of such notice, postage prepaid, at least 14 days before an annual meeting and at least 7 days before a special meeting, to each member, 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 of proxies entitled to cast, one-tenth ( $\frac{1}{10}$ ) of the votes of the membership 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 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 member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary prior to the vote. 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. Number. The affairs of the Association shall be managed by a Board of no fewer than five (5) Directors and no more than nine (9) Directors, who shall be members of the Association.

Section 2. Term. The members shall elect at least five (5) Directors for a term of one (1) year at each annual meeting.

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 present in person or by proxy at a meeting called for that purpose. In the event of death, resignation or removal of a Director, the remaining members of the Board may appoint someone to fill the vacancy until the next meeting of the members at which directors are elected, when a successor shall be elected by the members to 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 or her actual 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 V

### NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors may be made by a Nominating Committee at the option of the Board. 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, if applicable, shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall, at its discretion, determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members or non-members.

Section 2. Elections. Election to the Board of Directors shall be cast 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.

Section 3. Qualification. If a member is more than 60 days' delinquent in paying assessments or charges owed to the Association, then that member shall not be eligible to be elected to, or continue to serve on, the Board of Directors.

## ARTICLE VI

### MEETINGS OF DIRECTORS

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

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 Directors, after not less than three (3) days notice to each Director. Any meeting shall be valid however, if held with the consent of all Directors, given in writing either before or after such meeting or by attendance at such 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 an act of the Board.

Section 4. Notice of Meetings. Notice of Board meetings shall be given to each Board member by hand-delivery, first-class mail, email or orally not less than three (3) days' prior to the meeting, except for special meetings of the Board for which notice reasonable under the circumstances shall be given to each Board member. Members of the Association shall be

entitled to notice of Board meetings only to the extent required by Section 55-510.1 of the Virginia Property Owners' Association Act (the "Act"), as may be amended from time to time.

Section 5. Waiver of Notice. Any Director may at any time, in writing, waive notice of any meeting of the Board, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall constitute a waiver of notice, unless the Director attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called or convened and so notifies the presiding officer at or prior to the convening of the meeting.

## ARTICLE VII

### POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

- a) adopt, publish and enforce 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 a member's voting rights and, after notice and an opportunity for a hearing, suspend a member's right to use Association-provided facilities and services during any period in which such member shall be more than 60 days' delinquent in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and an opportunity for a hearing, for a period not to exceed 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 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 a manager or an independent contractor, 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 summary thereof to the members at the annual meeting of the members, or at any special meeting when such summary 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 that their duties are properly performed;
- c) as more fully provided in the Declaration, to:
  - (i) fix the amount of the annual assessment against each Lot at least 30 days in advance of each annual assessment period;
  - (ii) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and
  - (iii) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date and/or to take action against the Owner personally obligated to pay the same.
- d) 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. 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 Officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate or as required by applicable law;
- g) cause the Common Area to be maintained.

## ARTICLE VIII

### OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. 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 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 by appointment by the Board. The Officer appointed 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 and meetings of the Association; 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 unless otherwise determined by the Board.

Vice-President

- b) 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.

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. One or more of the duties of the Secretary may be delegated by the Board to the Association's management agent, but in such event, the Secretary remains responsible for ensuring that the said agent performs those delegated duties.

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 unless otherwise determined by the Board; 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 to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members. One or more of the duties of the Treasurer may be delegated by the Board to the Association's management agent, but in such event, the Treasurer remains responsible for ensuring that the said agent performs those delegated duties.

#### ARTICLE IX

##### COMMITTEES

The Board of Directors shall appoint an architectural review board (or committee) as provided in the Declaration, and a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

#### 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 in accordance with Section 55-510 of the Act. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member, and copies may be purchased at reasonable cost.

ARTICLE XI  
ASSESSMENTS

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 and which are the personal obligation of each member.

ARTICLE XII  
CORPORATE SEAL

The Association shall, when required by law, have a seal in circular form having within its circumference the words: Point of Woods East Homeowners Association.

ARTICLE XIII  
AMENDMENTS

Section 1. These By-Laws may be amended at a regular or special meeting of the members called for that purpose, by a vote of a majority of those members 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 of Incorporation shall control; and in the case of any conflict between the Declaration and these By-Laws, 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 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, the President of Point of Woods East Homeowners Association has executed these amended By-Laws on behalf of the Association, and hereby certifies that these amended By-Laws were duly adopted by a vote of the required percentage of Owners on February 25, 2016.

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Point of Woods East Homeowners Association

BY: Karen L. Selders  
President/Director and Lot Owner

Date: 2/25/16