

**BYLAWS
OF
HIDDENBROOK HOMES ASSOCIATION**

ARTICLE I

NAME AND LOCATION. The name of the corporation is HIDDENBROOK HOMES ASSOCIATION, hereinafter referred to as the "Association". The principal office of the association shall be located 1508-A Sadlers Wells Drive, Herndon, Virginia, but meetings of members and directors may be held at such places within the State of Virginia, County of Fairfax, as may be designated by the Board.

**ARTICLE II
DEFINITIONS**

Section 1. "Association" shall mean and refer to Hiddenbrook Homes Association, its successors and assigns.

Section 2. "Properties" shall mean and refer to all real property which, from time to time, may be subject to the Declaration of Covenants, Conditions and Restrictions of the Hiddenbrook 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.

Section 8. "Board" shall mean and refer to the Board of Directors of the Hiddenbrook Homes Association.

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. A lot shall have only 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. Any person who holds a fee interest in any Lot may vote on behalf of the membership. Only one vote shall be allowed per 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 until such assessment has been paid. The 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 rule or regulation established by the Board governing the use of the Common Area and facilities.

ARTICLE IV PROPERTY RIGHTS: RIGHTS OF ENJOYMENT: LIENS

Section 1. Members. 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 family, his tenants or contract purchasers, who reside on the property. Such member shall notify the secretary in writing of the name of any such delegate. The rights and privileges of such delegate are subject to suspension to the same extent as those of the member.

Section 2. Non-Payment of Dues or Assessments. If a member continues in default for nonpayment of any dues or assessment for a period exceeding thirty (30) days after the date on which such dues or assessment become due and payable, the Hiddenbrook Homes Association shall promptly deliver to the member written notice advising (1) that the member is in default and (2) that the members failure to cure such default within sixty (60) days after the date the dues or assessments became due and payable shall result in the placement of a lien on the members property. Delivery of written notice shall be sufficient if mailed via U.S. certified mail, return receipt requested, to the mailing address of the member shown on the records of the Hiddenbrook Homes Association. If, after delivery of such written notice, the member fails to cure the default by payment of all dues and assessments, whether annual or special within sixty (60) days after such dues or assessments became due and payable, the Hiddenbrook Homes Association Board will begin proceedings to place a lien on the members property in accordance with the Declaration and the laws of the Commonwealth of Virginia.

ARTICLE V
BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of five (5) each of whom need not be a member of the Association.

Section 2. Election. The members shall elect one director for a term of one year, two directors for a term of two years and two directors for a term of three years; and as the term of such directors expire new directors shall be elected for terms of three years. Despite the expiration of a director's term, a director shall continue to serve until a successor is elected and qualifies. Directors shall be elected in the manner set forth in Article VII.

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 at a meeting of the members called for the purpose of removing the director.

Section 4. Vacancy. A vacancy on the Board may occur because of death, resignation, or removal of a director. The Board may also declare a vacancy on the Board in the event a director misses 3 consecutive meetings. A vacancy on the Board may be filled by the remaining members of the Board by appointment. The successor shall serve for the unexpired term of his predecessor.

Section 5. 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.

Section 6. 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 (1) obtaining the written approval of all the directors or (2) approving the action at the next meeting of the Board. 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 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.

Section 2. Special Meetings. Special meetings of the Board 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.

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.

ARTICLE VII
NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Any member may nominate himself, herself, or another member for election to the Board by submitting an application to the Board no later than the third Monday of October. The application shall state the name and address of the person nominated, the years of the nominee's residence in Hiddenbrook, the offices held or other activities performed by the nominee on behalf of Hiddenbrook residents, and such other

qualifications as the applicant may deem appropriate. The applicant shall also summarize the reasons why the nominee wants to be or should be elected to the Board. An application on behalf of nominee other than the person submitting the application shall be signed by the other person prior to submitting the application to the Board.

Section 2. Election. Election to the Board shall be by secret written ballot. Each membership shall be entitled to one vote. The persons receiving the largest number of votes shall be elected. The Board shall make the final determination whether a director has been elected and qualifies. If there is only one nominee for a vacancy, the Board may declare that nominee elected to fill the vacancy.

Ballots and information about the candidates in the contested election shall be mailed to the members on or about November 1 with instructions to mail or bring their completed ballot to the Association office on or before the date of the annual meeting of the members. Returned ballots must contain an executed certification that (1) the person voting is entitled to vote; and (2) only one vote for the membership is submitted. At the time of the annual meeting of members the Board shall count the ballots including those cast at the time of the annual meeting of members to determine which of the nominee(s) have received the largest number of votes. Ballots representing at least one-fourth of the membership must be received in order to have a valid election; provided, however, if less than twenty-five percent (25%) of the membership have voted as of the date of the annual meeting of the members, the Board may declare the candidate(s) receiving the highest number of votes as of that date elected to fill the vacancy(ies). The decision of the Board shall be final. The elected candidate shall become a member of the Board as of the date of the annual meeting of the members.

ARTICLE VIII POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board shall have all of the power necessary for the proper administration of the affairs of the Association that is not inconsistent with the Articles of Incorporation, the Declaration, the Bylaws, or the laws of the Commonwealth of Virginia. In the event of a violation by a member of any rule or regulation adapted by the Board concerning any area of responsibility under the Board's jurisdiction, the Board shall have all of the powers described in the Articles of Incorporation, the Declaration, these Bylaws, and the Virginia Property Owners Association Act as set forth in Chapter 26 of Title 55 of the Virginia Code (or any successor thereto). These include, but are not limited to, the suspension of a member's rights to use the common area or facilities, the assessment of charges for violations, perfecting a lien against a member's real property, enforcing liens, injunctive relief, suits for damages, and the collection of attorney fees.

Section 2. Duties. Among other things, it shall be the duty of the Board:

- (a) To cause to be kept a complete record of all its acts and corporate affairs and to permit an inspection thereof by any member of the Association.
- (b) To supervise all officers, agents and employees of this Association, and to see to it that their duties are properly performed.
- (c) To establish a fiscal year for the Association that is best suited for the affairs of the Association.
- (d) To issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. Such certificate shall be conclusive evidence of any assessment herein stated to have been paid;
- (e) To procure and maintain adequate liability insurance, and to procure adequate hazard insurance on property owned by the Association;
- (f) To cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and
- (g) To cause the Common Area to be maintained.
- (h) As more fully provided herein and in the Declaration;
 - (1) to fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of annual assessment period, and
 - (2) to send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period.

ARTICLE IX COMMITTEES

Section 1. The Board may create any committee it deems appropriate and appoint members to the committee. The committees may include, but are not limited to, an architectural control committee, a recreation committee, a maintenance committee, a traffic and safety committee, and a social committee. The chairperson of a committee may be appointed by the Board or selected by the committee members at the discretion of the Board. Members of the committee shall annually be reappointed by the Board.

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. Any referral to the Board shall be first made to the Board liaison to the committee.

ARTICLE X MEETINGS OF MEMBERS

Section 1. Annual Meetings. The annual meeting of the members shall be held on the third Monday of January at the hour of 7:30 P.M.. If the day for the annual meeting of the members is a legal holiday, the meeting will be 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, or upon written request of the members who are entitled to vote one-fourth of all of the votes of the entire membership.

Section 3. Notice of Special Meetings. Written notice of each special 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 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, and the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or proxies entitled to cast one-fourth of the votes of each class of membership shall constitute a quorum for any 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 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.

Section 6. Power of Nullification. Any action of the membership taken at an Annual Meeting or at any Special Meeting held in compliance with Bylaws of the Association shall stand except when a majority of the members vote at a subsequently legally held meeting to nullify the previous action.

ARTICLE XI OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be president and vice-president, who shall at all times be members of the Board, 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 following each annual meeting of the members.

Section 3. Term. The officers of the Association shall be elected annually by the Board and each shall hold office for one (1) year unless the officer 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 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 replaced.

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 and (1) shall see that orders and resolutions of the Board are carried out; (2) shall sign all leases, mortgages, deeds and other written instruments and (3) 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 the president's 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:

- (1) record the votes and keep the minutes of all meetings and proceedings of the Board and of the members;
- (2) keep the corporate seal of the Association and affix it on all papers requiring said seal;
- (3) serve notice of meetings of the board and of the members;
- (4) keep appropriate current records showing the members of the Association together with their addresses, and
- (5) shall perform such other duties as required by the Board.

Treasurer

- (d) The treasurer shall:
- (1) receive and deposit in appropriate bank account all moneys of the Association and shall disburse such funds as directed by resolution of the Board;
 - (2) shall sign all checks and promissory notes of the Association;
 - (3) keep proper books of account;
 - (4) cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and
 - (5) 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.

**ARTICLE XII
BOOKS AND RECORDS**

The books, papers, and records 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 at the principal office of the Association, where copies may be purchased at a reasonable cost.

**ARTICLE XIII
CORPORATE SEAL**

The Association shall have a seal in circular form having within its circumference the words: Hiddenbrook Homes Association, a Virginia Corporation.

**ARTICLE XIV
AMENDMENTS**

Section 1. These Bylaws may be amended by the Board or by the members at a regular or special meeting of the members by vote of a majority of a quorum of members present in person or by proxy. For this purpose, a quorum exists only if one-fourth (1/4th) of the members are present in person or by proxy at the meeting. An amendment by the members may only be changed by the members.

Amended by the Board of Directors of the Hiddenbrook Homes Association on November 1974, November 1975, November 1976 , October 1996 and April 1998 and December 1998.

Adopted this 21st day of December, 1998.

SECRETARY
by

PRESIDENT
by

CORPORATE SEAL