

# FOREST RIDGE HOMEOWNERS ASSOCIATION

## AMENDED BY-LAWS

### ARTICLE I

#### NAME AND LOCATION

The name of the corporation is FOREST RIDGE HOMEOWNERS ASSOCIATION, hereinafter referred to as the "*Association*". The mailing address of the corporation is P.O. Box 493, Sterling, Virginia 20167. Meetings of Members and Directors may be held at such place within the State of Virginia, counties of Fairfax or Loudoun, as may be designated by the Board of Directors.

### ARTICLE II

#### DEFINITIONS

Section 1. "Association" shall mean and refer to **FOREST RIDGE HOMEOWNERS ASSOCIATION**, its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, 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 Owners.

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. "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 6. "Declarant" shall mean and refer to Forest Ridge, LTD., its successors and assigns if such successors or assigns should acquire more than one undeveloped Lot from the Declarant for the purpose of development.

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

Section 8. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

### ARTICLE III

#### MEETING OF MEMBERS

Section 1. Annual Meetings. The annual meeting of the members shall be held on the first Thursday of October or on availability of a meeting site. If the day for the annual meeting of the

members is a legal holiday, the meeting will be held on the first day following which is not a legal holiday.

Section 2. Special Meetings. Special meeting 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 the votes of the membership.

Section 3. Notice of Meeting. 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 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, 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, 10% (ten percent) of the 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/her Lot.

#### ARTICLE IV BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of nine (9) Directors, who must be members of the Association.

Section 2. Term of Office. At the annual meeting the members shall elect Directors to vacant or expired positions. The term of each Director is three years. Vacancies that occur after the annual meeting shall be advertised and nominees solicited in the Association newsletter. The new Director(s) shall be selected by the remaining members of the Board from the nominees and shall serve for the remainder of the term of his/her predecessor.

Section 3. Removal. Any Director may be removed from the Board, with<sup>o</sup>r without cause, by a majority vote 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 their actual expenses incurred in the performance of their duties.

Section 5. Action Taken Without a Meeting. The Board of Directors shall not have the power to take any action outside a called meeting in accordance with the Association By-laws. Directors must be present at the meeting to cast their vote.

#### ARTICLE V

#### NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by any association member. Nominations will be taken from the floor at the Annual Meeting. Association members shall make as many nominations for election to the Board of Directors as they shall in their 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. 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.

## ARTICLE VI

### MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly, except July, with appropriate notice to the membership, at such place and hour as may be fixed from time to time by resolution of the Board. Meetings shall be scheduled so as not to conflict with legal holidays.

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.

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

### POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have 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) suspend the voting rights and right to use of any 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 of 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, an independent contractor, or such other employees 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, 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 that their duties are properly performed;

(c) as more fully provided in the 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 as provided in the By-Laws, Article XI; and

2. send written notice of each assessment (invoice) to every owner, as maintained by the Association from information provided by purchasers and sellers, subject thereto at least 30 days in advance of each annual assessment period as provided in the By-Laws, XI, and

3. foreclose the lien against any property for which assessments are not paid within sixty (60) days after the due date as provided in these By-Laws, Article XI; or to bring an action at law against the owner personally obligated to pay the same.

(d) issue, or to cause an appropriate offer 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) proceed 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, as it may deem appropriate; and

(g) cause the Common Area to be maintained.

## ARTICLE VIII

### OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The elected officers of this Association shall be a President and Vice-President, who shall at all time be a member of the Board of Directors. The Board-appointed offices of Secretary and Treasurer, and such other offices as the Board may from time to time by resolution create, are not Directors and therefore do not vote under any circumstances on any Association business that comes before the Board. However, those serving as Secretary and Treasurer must be resident-owners of Forest Ridge having the same voting privileges of the general membership on any issues needing the approval of the entire membership.

Section 2. Election of Officers. The election of the President and the Vice-President shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The President and the Vice-President 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. No elected officer may serve more than four (4) consecutive one-year terms. However, the individual who had served the maximum terms may still be elected to the Board as Director. After not holding elected office for a period of two years, the individual may once again be elected to be an officer of the Board.

Section 4. Special Appointments. The Board may appoint other offices as the affairs of the Association may require, each office existing 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 office 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:

(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; shall sign all leases, mortgages, deeds and other written instruments. The President shall co-sign checks written against budgeted or unbudgeted items that are 5% or more of the total Association budget for that fiscal year. The President also co-signs all promissory notes.

(b) Vice-President: 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.

(c) Secretary: 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; monitor the Association hotline; pick up the mail from the post office box and distribute the mail to the appropriate Director or Officer as needed, and shall perform such other duties as required by the Board.

(d) Treasurer: 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 for budgeted or unbudgeted expenses that are less than 5% of the total Association budget for that fiscal year; shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and also deliver a copy of each to the members; shall cosign all promissory notes of the Association; shall keep proper books of accounts; shall keep appropriate current records showing the members of the Association together with their addresses and assessment account status; shall consult with a public accountant to determine the need for an annual compilation of the Association books but must prepare with a public accountant a review of the Association books at least once every three years.

## ARTICLE IX

### COMMITTEES

The Association shall appoint an Architectural Control committee, as provided in the Declaration, and a Nomination 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. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the monthly Board meeting or the Association annual meeting, where arrangements may be made to purchase copies at a reasonable cost.

## ARTICLE XI

### ASSESSMENTS

As provided in the Declaration (Article V, Section 7), each member is obligated to pay to the Association annual and special assessment fees that are secured by a continuing lien upon the property against which the assessment is made. It is the responsibility of all new purchasers of property to inform the Association of their ownership within ten (10) days of the transfer. Payment of annual assessment is scheduled as shown below with the penalties for late payment or for non-payment.

1. Payment in full must be postmarked no later than January 31 of the assessment year to avoid incurring a late fee. Payments postmarked after January 31 of the assessment year must include a \$25.00 late fee.
2. Second notices will be mailed the first week of February of the assessment year charging the assessment fee and a \$25.00 late fee both of which are due by March 1 of the assessment year.
3. Accounts not paid in full by of March 1 of the current assessment year will be turned over to the FRHOA attorney for collection.
4. If a lot account is turned over to the FRHOA attorney for collection, the homeowner is responsible for paying the assessment, the \$25.00 late fee PLUS all attorney and/or court costs involved in collecting the past due account.

No owner may waive or otherwise escape liability for the annual assessment provided for herein by nonuse of the Common Area or by abandonment of his/her Lot.

The Board of Directors will annually review the assessment and may exercise its right to raise the assessment as provided in the Covenants, Article V, Section 3.

## ARTICLE XII

### CORPORATE SEAL

The Association shall have a seal in circular for having within its circumference the words FOREST RIDGE HOMEOWNERS ASSOCIATION.

#### ARTICLE XIII

#### AMENDMENTS

Section 1. 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 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 31<sup>st</sup> day of December of each year.

IN WITNESS WHEREOF, we being the Board of Directors of the Forest Ridge Homeowners Association have hereunto set our hands this 7th day of March, 2002, and that the aforementioned By-Laws reflect all amendments duly adopted by the membership as of this date.

John Dobiac

Paul D. Fischer

Anne B. Kavanagh

Joan R. Kowaleski

Mary L. McAndrew, President

Philip K. Scruggs, Vice-President

William M. Werner