

**BY-LAWS
OF
SIGNAL HILL HOMES ASSOCIATION**

**ARTICLE I
NAME AND LOCATION**

The name of the corporation is SIGNAL HILL HOMES ASSOCIATION, herein after referred to as the "Association". The principal address of the corporation shall be P.O. Box 2457 Springfield, Virginia. 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 of Directors

**ARTICLE II
DEFINITIONS**

Definitions shall be consistent with those used in Article I of 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, hereinafter called the "Declaration".

**ARTICLE III
MEMBERSHIP**

Membership in the Association shall be in accordance with Article II of the Declaration.

**ARTICLE IV
PROPERTY RIGHTS**

Property Rights shall be in accordance with Article IV of the Declaration.

**ARTICLE V
BOARD OF DIRECTORS**

- Section 1.** Number - The affairs of the Association shall be managed by a Board of five (5) directors, who shall be members of the Association.
- Section 2.** Election - Directors shall be elected for terms of three years as the terms of current directors expire.
- Section 3.** Removal - Any directors may be removed from the Board, with or without cause by a majority vote of the members of the Association. In the event of death, resignation, or removal of a director, his or her successor shall be selected by the remaining members of the Board and shall 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 actual reasonable 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 a majority of the directors. Any action as 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, at such place and hour, as maybe 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 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 - 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 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 in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations shall be made from among members of the Association.

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, provided, however, that at least one resident from each of the three communities (i.e., Woodedge, Signal Hill, and The Oaks at Signal Hill) shall be elected a director. Cumulative voting is not permitted.

ARTICLE VIII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

- (a) To adopt and publish rules and regulations governing the use of the Common Areas and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
- (b) To 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 no to exceed sixty (60) days, for infraction of published rules and regulations;
- (c) To 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;
- (d) 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; and
- (e) To 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:

- (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 the Association, and to see that their duties are properly performed;
- (c) To procure and maintain adequate liability insurance, and to procure adequate hazard insurance on property owned by the Association;
- (d) To cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and
- (e) To ensure the Common Area to be maintained in accordance with standards adopted by the Board.

ARTICLE IX COMMITTEES

Section 1. The Association shall appoint an Architectural Control Committee as provided in the Declaration and 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 Maintenance Committee which shall advise the Board of Directors on all matters pertaining to the maintenance, repair Or improvement of the Properties and shall perform such other functions as the Board, its discretion, determines;
- (c) A Publicity 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 resolve 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 - Regular annual meetings of the members of the Association shall be held no later than the first full week in December.
- Section 2.** Special Meetings - Special meetings of the members may be called at anytime 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 membership.
- Section 3.** Notice of Meetings - Written notice of each meeting of the members shall be sent to all members, by mail 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, not less than thirty (30) days nor more than sixty (60) days in advance of the meeting. Such notice shall specify the place, day, and hour of the meeting and set forth 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-fourth (1/4) of all 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 the power to adjourn the meeting from time to time, without notice other than announcements 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.

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 the Association shall be elected annually by the Board of Directors and each shall 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 may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have the 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 of Directors. 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 for regular election. The officer elected to such vacancy shall serve for the remainder of the term of the officer he or 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 and shall co-sign all checks and promissory notes.
- (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 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 in appropriate bank accounts all monies of the Association and shall disburse funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; shall keep proper books of account; shall 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. Some, or all, of the above duties may be carried out by a manager, an independent contractor, or such other employees as contracted by the Board of Directors.

**ARTICLE XII
ASSESSMENTS**

Assessments by the Association shall be in accordance with Article V of the Declaration.

**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 these By-Laws of the Association shall be available for inspection by request to any member of the Board of Directors, from whom copies may be purchased at reasonable cost.

**ARTICLE XIV
CORPORATE SEAL**

The Association shall have a seal in circular form having within its circumference the words: Signal Hill Homes Association, a Virginia non-stock corporation.

**ARTICLE XV
AMENDMENTS**

These By-Laws may be amended in whole or in part, at a regular or special meeting of the members, by a vote of the majority of a quorum of members present in person or by proxy. If a special meeting is duly called for this purpose, written notice shall be sent to all Lot Owners not less than thirty (30) days nor more than sixty (60) days in advance of the meeting setting forth the purpose of the meeting.

**ARTICLE XVI
MISCELLANEOUS**

Section 1. The fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of December of every year.

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.

IN WITNESS WHEREOF, we being all of the Directors of the SIGNAL HILL HOMES ASSOCIATION, have hereunto set our hands this 26th day of August, 2002.

By:

/s/ Miriam Longo
Miriam Longo
President, Signal Hill Homes Association

/s/ Edwin V. Rahme, Jr.
Edwin V. Rahme, Jr.
Vice President, Signal Hill Homes Association

/s/ David Black
David Black
Treasurer, Signal Hill Homes Association

/s/ Linda Wirth
Linda Wirth
Secretary, Signal Hill Homes Association

/s/ Karen Orsini
Karen Orsini
Member-At-Large, Signal Hill Homes Association

CERTIFICATION

I, the undersigned do hereby certify:

THAT I am the duly elected and acting Secretary of the SIGNAL HILL HOMES ASSOCIATION, a Virginia corporation; and

THAT the foregoing By-Laws constitute the current By-Laws of said Association, as duly adopted at a Special Meeting of the members thereof, held on the 26th day of August, 2002.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association the 26th day of August, 2002.

By:

/s/ Linda Wirth
Linda Wirth
Secretary, Signal Hill Homes Association