

**AMENDED AND RESTATED BYLAWS OF  
GEORGE MASON FOREST HOMEOWNERS ASSOCIATION, INC.**

These Amended and Restated Bylaws are made this 1st day of July, 2013, by George Mason Forest Homeowners Association, Inc. (“Association”).

**WHEREAS**, Article XIII of the Bylaws of the Association provides for amendment of the Bylaws by a vote of a majority of a quorum of Members present in person or by proxy at a regular or special meeting of the Members; and

**WHEREAS**, at least a majority of a quorum of those Members present in person or by proxy at the meeting of the Members held on July, 1, 2013 did vote in favor of the Amended and Restated Bylaws as provided herein;

**NOW, THEREFORE**, in accordance with Article XIII of the Bylaws, the Association’s Bylaws, as previously adopted and amended, are hereby stricken and replaced in its entirety by the following amended and restated provisions:

**ARTICLE I  
NAME**

The name of the corporation is George Mason Forest Homeowners Association, Inc., a Virginia non-stock corporation hereinafter referred to as the “Association.”

**ARTICLE II  
DEFINITIONS**

**Section 1.** "Association" shall mean and refer to George Mason Forest Homeowners Association, Inc., its successor and assigns.

**Section 2.** "Properties" shall mean and refer to certain real property hereinafter described, and such additions thereto which, from time to time, may be brought within the jurisdiction of the Association. “Properties” shall include all Lots, parcels, Common Area and other real property as shown on the recorded plats for George Mason Forest Sections One through Three, Braddock Manor, Braddock Manor Section Two, and Amanda Place, all located in Braddock District, Fairfax County, Virginia and more particularly described in the following recorded instruments (as may be duly amended from time to time):

- (a) DEED OF DEDICATION AND SUBDIVISION OF EASEMENT AND DEED OF CONVEYANCE (Deed Book 5210, Page 0056, et seq.) for George Mason Forest, Section One;
- (b) DEED OF RE-SUBDIVISION (Deed Book 6280, Page 0443, et seq.) for George Mason Forest, Section One;
- (c) DEED OF DEDICATION, SUBDIVISION, EASEMENT AND CONVEYANCE (Deed Book 5443, Page 0941, et seq.) for George Mason Forest, Section Two;
- (d) DEED OF RESUBDIVISION (Deed Book 5485, Page 0779, et seq.) for George Mason Forest, Section Two;

- (e) DEED OF DEDICATION, SUBDIVISION, EASEMENT AND CONVEYANCE (Deed Book 5595, Book 0009, et seq.) for George Mason Forest, Section Three;
- (f) DEED OF RESUBDIVISION (Deed Book 5879, Page 0448, et seq.) for George Mason Forest, Section Three;
- (g) DEED OF RESUBDIVISION, DEDICATION AND RELEASE (Deed Book 5903, Page 0825, et seq.) for George Mason Forest, Section Three;
- (h) DEED OF RESUBDIVISION (Deed Book 8011, Page 0065, et seq.) for George Mason Forest, Section Three;
- (i) DEED OF DEDICATION, SUBDIVISION AND EASEMENT (Deed Book 7237, Page 1483, et seq.) for Braddock Manor;
- (j) DEED OF DEDICATION, SUBDIVISION, DEDICATION, CONVEYANCE & EASEMENT (Deed Book 8787, Page 0305, et seq.) for Braddock Manor, Section Two;
- (k) DEED OF SUBDIVISION, DEDICATION, VACATION, EASEMENTS AND RESTRICTIONS (Deed Book 9928, Page 0746, et seq.) for Amanda Place; and
- (l) DEED OF RESUBDIVISION (Deed Book 13604, Page 0130, et seq.) for Amanda Place.

**Section 3.** "Common Area" shall mean all real property (including the improvements thereto) 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 plat of the Properties (with the exception of the Common Area and areas dedicated as public use) including but not necessarily limited to Lots 1 through 44, Section 1, George Mason Forest; Lots 45 through 120, Section 2, George Mason Forest; Lots 121 through 156, Section 3, George Mason Forest; Lots 1-21, Braddock Manor; Lots 1 through 7, Section 2, Braddock Manor; and Lots 1-18, Amanda Place, all as may have been, and may be, duly re-subdivided as reflected in the County's land records.

**Section 5.** "Member" shall mean and refer to every person or entity who holds membership in the Association in accordance with Article III.

**Section 6.** "Eligible Member" shall mean and refer to the Member in Good Standing who will cast the one vote for the Lot owned or co-owned by that Member in accordance with Article IV.

**Section 7.** "Member in Good Standing" shall mean and refer to a Member who is not delinquent in the payment of assessments or other charges owed to the Association as reflected in the Association's books and records.

**Section 8.** "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of a fee simple title to any Lot which is a part of the Properties, including contract sellers, and those who acquire fee simple title to any Lot through inheritance or foreclosure, but excluding those having such interest merely as security for the performance of an obligation.

**Section 9.** "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties, as recorded in the Fairfax County land records and as amended from time to time.

**Section 10.** "Mortgagee" shall mean and refer to any person or entity secured by a first mortgage or first deed of trust on any Lot or the Common Area and who has notified the Association of this fact.

**Section 11.** “Governing Documents” shall mean and refer collectively to these Bylaws, the Declaration and the Association’s Articles of Incorporation and rules and regulations, all as may be duly amended from time to time.

**Section 12.** “Board” or “Board of Directors” shall mean and refer to the Association’s Board of Directors.

**Section 13.** “Neighborhood” shall mean and refer to the geographic area in which the Properties are located, including the George Mason Forest, Braddock Manor and Amanda Place sections referenced above.

**Section 14.** “*Quorum*” shall mean a number or percentage of Members necessary as determined by the Declaration or Bylaws to conduct business at a meeting.

### **ARTICLE III MEETINGS OF MEMBERS**

**Section 1.** *Annual Meetings.* The regular annual meeting of the members shall be held on a day and at a time designated by the Board of Directors.

**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 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, to each Member entitled to vote thereat, addressed to the Member’s address last appearing on the books of the Association or supplied in writing by such Member to the Association for the purpose of notice. Subject to any special notice requirements specified in the Declaration or under applicable law, notice for annual meetings of the Members shall be given at least 14 days, but no more than 60 days, before such meeting, and notice for special meetings of the Members shall be given at least 10 days, but no more than 60 days, before such meeting. Such notice shall specify the place, day and time of the meeting and the purpose(s) of the meeting.

**Section 4.** *Quorum.* The presence at a meeting of Members entitled to cast, or proxies entitled to cast, one-tenth (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 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. The Members present at the adjourned and reconvened meeting may take any action, including, without limitation, the election of directors, which might have been taken at the original meeting had a sufficient number of Members been present.

**Section 5.** *Voting.* At all meetings of Members, Members eligible to vote pursuant to the Declaration may vote in person or by proxy. All proxies shall be in writing on a form provided by the secretary and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance of the Members Lot. A majority of the votes cast by the

Members present in person or by proxy at a meeting of Members duly called and at which a quorum is present shall be sufficient to take or authorize action upon any matter that may properly come before the meeting, except as otherwise required by applicable law, the Declaration or the Articles of Incorporation.

**Section 6. *Voting Rights.*** Members' voting rights are as set forth in the Articles of Incorporation and Declaration.

**Section 7. *Fixing of Record Date.*** For the purpose of determining the Members entitled to notice of, or to vote at any annual or special meeting of the Members, or any adjournment thereof, or in order to make a determination of the Members for any other proper purpose, the Board may fix in advance a date as the record date for any such determination of Members, but in no event shall the record date be more than 70 days before the meeting or the particular action requiring a determination of Members. If no record date is fixed by the Board, the date on which notice of the meeting (or the proposed action to be taken) is mailed, or otherwise given, shall be the record date for such determination of Members.

#### **ARTICLE IV BOARD OF DIRECTORS SELECTION AND TERMS OF OFFICE**

**Section 1. *Number.*** The affairs of this Association shall be managed by the Board of not less than five (5) directors and not more than thirteen (13) directors who shall be Members in Good Standing.

**Section 2. *Term of Office.*** The term of office for a director shall be three years. At the annual meeting of the Members, Members shall elect directors to fill vacant seats and seats of directors with expired terms. Terms shall be and remain staggered, such that approximately one-third (1/3) of the directors' terms expire each year. Directors may serve successive terms.

**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. In the event of death, resignation or removal of a director, a successor shall be selected by the majority vote of the remaining Members of the Board at any meeting of the Board and shall serve until the next meeting of the Members at which directors are elected, at which time a successor shall be elected to serve for the remaining unexpired term, if any. A director is deemed to have immediately resigned from the Board at such time that the director is no longer a Member in Good Standing as reflect in the books and records of the Association.

**Section 4. *Compensation.*** Directors shall not receive compensation for being a director of the Association. However, directors may be reimbursed for their actual expenses incurred in the performance of tasks assigned by the Board and such reimbursements must be approved by the majority vote of the Board.

**Section 5. *Action Taken Without a Meeting.*** The directors shall have the right to take any action in the absence of a meeting that they could take at a meeting by obtaining the written

approval of all of 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 appointed by the Board. Nominations may also be made from the floor at the annual meeting. If appointed by the Board, the Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors who is not running for re-election at the next election of directors, and two or more Members of the Association. 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. Only Members in Good Standing are eligible to be nominated to serve as directors.

**Section 2. *Election.***

a. 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, one vote for each Lot in which they hold interest in accordance with Article III, Section 6. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted. Only Members in Good Standing shall have the right to vote.

b. For each election or voting event, the Board of Directors may appoint election officers (or inspectors of election) to verify Eligible Members, review submitted proxy forms and/or count votes.

## **ARTICLE VI MEETINGS OF DIRECTORS**

**Section 1. *Regular Meetings.*** Regular meetings of the Board of Directors shall be held not less than once every quarter at such place and time as may be fixed from time to time by 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/Voting.*** 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. Proxy voting shall not be permitted.

**Section 4. *Notice to Directors.*** Notice of meetings of the Board of Directors shall be given to each director by mail, email or hand-delivery, at least three days prior to the scheduled meeting date.

**Section 5. *Notice to Members.*** Notice to Members shall be given to the extent required by, and consistent with, Section 55-510.1 of the Virginia Property Owners' Association Act ("POA Act") as may be amended from time to time.

**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 governing other matters falling within the responsibility of the Association, and to establish penalties for the infraction thereof;

b. suspend the 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 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 Bylaws, the Articles of Incorporation, or the Declaration;

d. declare the office of a member of the Board of Directors to be vacant by majority vote of the Board in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors, in which such case that member shall be deemed to have resigned from the Board and the vacancy filled pursuant to Article IV, Section 3 of these Bylaws;

e. adopt and publish guidelines for the Architectural Control Committee to implement the Declaration;

f. establish policies to insure effective conduct of Board business and procedures;  
and

g. employ a manager, an independent contractor, or such other persons, entities or 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 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. supervise all officers, agents, and employees of the 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 assessments against each Lot at least thirty (30) days in advance of each annual assessment period;
  - (2) and send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period.
- 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 all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- g. cause the Common Area and all Association properties and improvements to be maintained and in kept compliance with county, Commonwealth, and federal regulations; and
- h. take action (whether by lawsuit, foreclosure or other enforcement remedies) to collect delinquent assessments when assessments are not paid within (30) days after the due date or to bring an action at law against the owner personally.

## **ARTICLE VIII OFFICERS AND THEIR DUTIES**

**Section 1.** *Enumeration of Officers.* The officers of the Association shall be the president, vice-president, secretary, and treasurer, and such other officers as the Board may from time to time by resolution create. All officers must be Members of the Board.

**Section 2.** *Election of Officers.* The officers shall be elected by the Board 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 shall hold office for one (1) year unless they shall sooner resign, or shall be removed, or otherwise disqualified to serve. Officers may serve successive terms.

**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 majority vote of 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 or at any later time specified therein; the acceptance of such resignation shall not be necessary to make 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 replaced.

**Section 7. *Multiple Offices.*** The offices of secretary and treasurer may be held by the same person if desired by the Board. No other offices shall be simultaneously held by the same person, except in the case of special offices created pursuant to Section 4 of this Article.

**Section 8. *Duties.*** Each officer shall perform such duties as are normally associated with such office, including but not limited to the duties specifically set forth below, except as otherwise provided by resolution of the Board, and to the extent the Board delegates certain duties (such as bookkeeping, taking meeting minutes, etc.) to an authorized contractor or agent, the officer normally responsible for such duties shall have oversight responsibility for purposes of ensuring that the contractor or agent properly performs those delegated duties:

#### **PRESIDENT**

(a) The president shall preside at all meetings of the Board of Directors and meetings of the Members; shall see that all 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 the president's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of the president by the Board.

#### **SECRETARY**

(c) The secretary shall record the votes for all elections and keep the minutes of all meetings and proceedings of the Board and of the Members; serve notice of meetings of the Board and of the Members; 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 to be presented to the membership at its regular annual meeting; send a notice of the annual assessment and budget to every Association member; 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

**ARTICLE IX  
COMMITTEES**

The Association's Board of Directors shall appoint an Architectural Control Committee as provided in the Declaration, and may appoint a Nominating Committee as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose. Notice of the time, date and place of each sub-committee or committee meeting shall be given in writing to each committee member in accordance with established procedures, and shall be given to Members in accordance with Section 55-510.1 of the POA Act, as may be amended from time to time.

**ARTICLE X  
BOOKS AND RECORDS**

The books and records of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member in Good Standing in accordance with the requirements and limitations of Section 55-510 of the POA Act, as may be amended from time to time. The Declaration, the Articles of Incorporation and the Bylaws of the Association may be made available by the Board on the Association's website. Copies may be purchased at reasonable cost in accordance with Board-adopted procedures and applicable law.

**ARTICLE XI  
ASSESSMENTS**

Each Member's obligation to pay Association assessments is set forth in the Declaration.

**ARTICLE XII  
CORPORATE SEAL**

The Association may have a seal in circular form, having within its circumference the name of the Association.

**ARTICLE XIII  
AMENDMENTS**

These Bylaws 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.

**ARTICLE XIV  
MISCELLANEOUS**

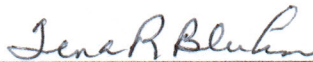
**Section 1. Fiscal Year.** The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year.

**Section 2. County Leash Laws.** The Association gives its approval to Fairfax County Animal Control officers to enforce the County's leash laws and other related animal control laws on the Common Area.

**Section 3. Use of Technology.** Notwithstanding anything to the contrary in the Declaration, these Bylaws or the Articles of Incorporation, the Board may provide for or allow notices, signatures, votes, consents or approvals to be accomplished using the most advanced technology available at the time if such use is a generally accepted business practice, all in accordance with any requirements and limitations imposed by Section 55-515.3 of the POA Act and by the Virginia Nonstock Corporation Act, as may be amended from time to time. If a provision of the Declaration or these Bylaws provide for a vote, approval or consent of Members at a meeting, such vote, approval or consent may also, or in the alternative, be obtained by mail or electronic transmission in accordance with applicable law, and in such event, the minimum total number or percentage of Members required to participate in the process shall be equal to the applicable quorum requirement had a meeting been held for that purpose, and such process shall be subject to the same amount of advance notice as would have to be given to Members had a meeting been held for that purpose.

**Section 4. Conflict between Documents.** In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

IN WITNESS WHEREOF, the president of the Association has executed these Amended and Restated Bylaws on behalf of the Association, and hereby certifies that these Amended and Restated Bylaws were duly adopted by the required vote of the Members.

  
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George Mason Forest Homeowners Association, Inc. [signature]

BY: Tena R. Bluhm [printed name]  
President/Director

Date: July 3, 2013.