

BY-LAWS
Of
TWINBROOK OWNERS ASSOCIATION

ARTICLE I

NAMES AND DEFINITIONS

Section 1.1. **Name.**

The name of the corporation is TWINBROOK OWNERS ASSOCIATION, and shall be referred to in these by-laws as the "Corporation."

Section 1.2. **Definitions and Interpretations.**

The words capitalized in these By-laws shall be defined as in Article I of the Declaration of Covenants, Conditions and Restrictions of Twinbrook at Mount Air, recorded or to be recorded among the land records of Fairfax County, Virginia, hereinafter referred to as the "Declaration."

ARTICLE II

OFFICES

Section 2.1. **Principal Office.**

The principal office of the corporation in the Commonwealth shall be located in the County of Fairfax, Virginia. The principal office shall be the residence of the president of the corporation. The corporation may have such other offices, either within or without the Commonwealth of Virginia, as the directors may from time to time determine.

Section 2.2. **Registered Office.**

The corporation shall have and continuously maintain in the Commonwealth of Virginia a registered office and a registered agent who acts for the Corporation.. The address of the registered office and the registered agent may be changed from time to time by the directors and the registered office may be, but need not be, the same as the principal office of the corporation in the Commonwealth of Virginia.

ARTICLE III

MEMBERS

Section 3.1. Membership and Voting Rights.

Membership and voting rights shall be as set forth in the corporation's articles of incorporation as they may be amended from time to time.

Section 3.2. Annual Meeting.

The corporation, at a time, place and date determined by the Board of Directors, shall hold annual meetings. These annual meetings shall be held in the same month of each year thereafter.

Section 3.3. Special Meetings.

Special meetings of the members may be called by the President, the Board of Directors or members of the corporation holding no less than one-third of the votes.

Section 3.4. Place of Meeting.

The person or persons calling the meeting may designate any place within 25 miles of Twinbrook at Mount Air, as the place for any annual or special meeting. If no designation is made, the place of meeting shall be the principal office of the corporation.

Section 3.5. Notice of Meeting.

The corporation shall give notice of any annual or special meeting of members to all members entitled to vote thereat. Written notice stating the place, day, and hour of the meeting and, in case of a special meeting the purpose or purposes for which the meeting is called shall be mailed or delivered not less than fifteen or more than sixty days before the date of the meeting, except as otherwise specified for certain corporate actions by the Virginia Non-Stock Corporation Act, either personally or by mail, by or at the direction of the President or the Secretary or the person calling the meeting, to each member of the corporation at his address as shown on the records of the corporation. A member *may*, in a writing signed by him, waive notice of any meeting before or after the date of meeting stated therein.

Section 3.6. **Quorum and Manner of Acting.**

Members holding 60 percent of the total votes eligible to be cast, in person or by proxy, shall constitute a quorum at any meeting. If a quorum is not present at any meeting of members, a majority of the members present *may* adjourn the meeting from time to time without further notice. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by law, or by the Declaration or by the Articles of Incorporation of the corporation, or by these By-laws.

Section 3.7. **Proxy Voting.**

Proxy voting is permitted in accordance with the Virginia Non-Stock Corporation Act. All proxies must be in writing and signed by the member appointing the proxy. A proxy appointment for any meeting shall continue in full force for any adjournment of that meeting.

Section 3.8. **Conduct of Meeting.**

The directors may make such regulations as they deem advisable for any meeting of members in regard to proof of membership in the corporation, evidence of the right to vote, the appointment and duties of inspectors of votes, and such other matters concerning the conduct of the meeting as they shall deem fit. Such regulations shall be binding upon the corporation and its members.

ARTICLE IV

DIRECTORS

Section 4.1. **Powers.**

The affairs of the corporation shall be managed by its directors. Whenever action or approval is required of the corporation, such action or approval shall be by the directors on behalf of the corporation, unless action or approval by the members of the corporation is specifically required. In addition to the general powers conferred by law or set forth in the Declaration, the directors shall have the following powers, which shall be exercised by resolution of the Board of Directors:

(a) To establish procedures for the collection of annual assessments, including, in its discretion, the imposition of late payment fees (not to exceed 10 percent of the amount owed), interest and costs of collecting delinquent accounts (including the full amount of actual attorney fees, regardless of amounts that may be awarded by a court); the acceleration of the balance of the annual assessment in the event of default in the payment of any installment thereof; and such other reasonable assessment collection procedures as the Board may deem appropriate.

(b) To establish procedures for collecting special assessments that have been approved by the members eligible to vote thereon, including, in its discretion, the acceleration of all or part of the balance due in the event of default in the payment of any installment; the acceleration of the balance due with respect to a Lot which is conveyed to a new Owner; and such other reasonable procedures as the Board may deem appropriate.

(c) To provide for the filing of a notice of lien among the land records of Fairfax County with respect to any annual assessment which is delinquent or any special assessment on which a balance is outstanding, and the costs of filing and releasing such lien shall be the responsibility of the Owner of the Lot with respect to which the lien is filed.

(d) To provide for the filing of a Notice of claimed violation of Article V, Article VI or Article IX of the Declaration among the land records of Fairfax County with respect to any Lot as to which a violation of such Articles is, in the good faith opinion of the Board of Directors, deemed to exist.

(e) To establish and enforce rules and regulations for the use of the Common Area.

Section 4.2. **Number and Tenure.**

The number of directors shall be no less than three. Every director shall be elected for a term of three years or for the unexpired portion of any term in which a vacancy has occurred. Ties in any election shall be resolved by lot. A director's term shall include any period beyond his normal term until his successor is elected. Any vacancy occurring in the initial or subsequent Board of Directors may be filled at any meeting of the Board of Directors by the affirmative vote

of a majority of the remaining directors, though less than a quorum of the Board of Directors, or by a sole remaining director, and if not previously so filled, shall be filled at the next succeeding meeting of the members of the corporation. Any director elected to fill a vacancy shall serve as such until the expiration of the term of the director whose vacant position he was elected to fill.

Section 4.3. **Regular Meetings.**

A regular annual meeting of the Board of Directors shall be held immediately following the annual meeting of members at such time and place, as may be specified in the notice of the members' meeting. The Board of Directors may provide by resolution the time and place, in Twinbrook at Mount Air, or within twenty-five miles thereof, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 4.4. **Special Meetings.**

Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board may fix any place, in Twinbrook at Mount Air, or within 25 miles thereof, as the place for holding any special meeting of the Board called by them.

Section 4.5. **Notice.**

Notice of any meeting of the Board of Directors for the holding of which notice is required shall be given at least two days prior by written notice delivered personally or sent by mail or recognized overnight delivery service to each director at his address as shown on the records of the corporation. If mailed, such notice shall be deemed to be delivered two business days after having been deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If such notice be delivered personally or sent by recognized overnight delivery system, such notice shall be deemed delivered when the notice is delivered at such director's address. Any director may, in a writing signed by him, before or after the time of meeting stated therein, waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting. Neither the business to-be trans-

acted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law, by the Articles of Incorporation of the corporation or by these By-laws.

Section 4.6. **Quorum.**

Except as otherwise provided by law or by the Articles of Incorporation of the corporation, or by these By-laws, a majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 4.7. **Manner of Action.**

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, or by the Articles of Incorporation of the corporation, or by these by-laws.

Section 4.8. **Compensation.**

Directors as such shall not receive any stated salaries for their services, but the Board of Directors, by resolution, may reimburse out-of-pocket expenses incurred by a director on behalf of the corporation. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

Section 4.9. **Informal Action by Directors.**

Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors.

Section 4.10. **Participation by Telephone.**

Members of the Board of Directors (or of any committee designated thereby) may participate in a meeting of such Board or committee by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear

each other, and participation by such means shall constitute presence in person at such meeting.

Section 4.11. **Openness of Meetings.**

All meetings of the Board of Directors shall be open to members of the corporation, except that the Board may convene in executive session to consider legal and personnel matters.

Section 4.12. **Conflict of Interest.**

On any matter on which a director may have a conflict of interest with the interests of the corporation, because he, members of his immediate family or his employer may have a material personal or economic interest in the matter under consideration, such director shall declare such possible conflict and may abstain from voting on the matter. Such director, however, may participate in the discussion on the material and shall be counted toward the quorum for the meeting. Ownership of a Lot or Lots in Twinbrook at Mount Air shall not constitute a conflict of interest.

Section 4.13. **Removal of Directors.**

The members of the corporation may, by a two-thirds vote at a special meeting called for that purpose, remove any director elected by the members at any time with or without cause. The vacancy created thereby shall be filled by majority vote of the members for the unexpired portion of the term of the removed director.

ARTICLE V

OFFICERS

Section 5.1. **Officers.**

The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer. The Board of Directors may elect such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person. The President shall be

a director of the corporation. Other officers may be, but need not be, directors of the corporation.

Section 5.2. **Election, Term of Office, and Vacancies.**

The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. Each officer shall hold office at the pleasure of the Board, and may be removed by the Board at any time. A vacancy in any office arising because of death, resignation, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 5.3. **Powers and Duties.**

The officers of the corporation shall, except as otherwise provided by law, by the Articles of Incorporation, by these By-laws, or by the Board of Directors, each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as may from time to time be specifically conferred or imposed by the Board of Directors. The President shall be the chief executive officer of the corporation.

ARTICLE VI

SEAL

Section 6.1. **Seal.**

The Board of Directors may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation, the year of its incorporation, and the words "Corporate Seal-Virginia."

ARTICLE VII

AMENDMENTS

Section 7.1. **Amendments.**

Provided the proposed amendment(s) has been approved by a majority vote of the Board of Directors, these By-laws may be amended by a majority vote of the members of the corporation. Any procedural challenge to an amendment must be made within one year of the adoption of the amendment by the membership. Amendments shall become effective upon adoption.