

MERRIFIELD VIEW HOMEOWNERS ASSOCIATION BYLAWS

ARTICLE I

DEFINITIONS

Section 1. Unless otherwise noted herein, definitions that are contained in Article I, Sections 1-6 of the Declarations of Covenants, Conditions, and Restrictions shall apply to these Bylaws.

ARTICLE II

LOCATION

Section 1. The principal mailing address of the Association shall be:

Post Office Box 54  
Merrifield, Virginia 22116

Section 2. The principal office of the Association shall be that of the President, and shall be located at the home of the President.

ARTICLE III

MEMBERSHIP

Section 1. Every person or entity who is a record owner of a fee or undivided interest in a Lot which is subject by covenants or record to assessment by the Association shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest as security for performance of any obligation. No owner shall have more than one membership per lot. Membership shall be appurtenant to and may not be separated from ownership of a Lot which is subject to assessment by the Association. Ownership of such Lot shall be the sole qualification for membership.

Section 2. The rights of membership are subject to the payment of annual and special assessments levied by the Association, the obligation of which assessments is imposed against each owner and become a lien upon the property against which such assessments are made as provided by Article VI of the Declaration of Covenants, Conditions, and Restrictions (section 1-10), to which the properties are subject and recorded in the land records of Fairfax County, Virginia, along with recorded amendments.

Section 3. The membership rights of any person whose interest in the Properties is subject to assessments under Article III, Section 2, whether or not he be personally obligated to pay such assessments, may be suspended by action of the Directors during the period when assessments remain unpaid, but, upon payment of such

assessments, his rights and privileges shall be automatically restored. If the Directors have adopted rules, guidelines, and regulations governing the use of the Common Areas and facilities, and the personal conduct of any person thereon, as provided in Article IX, Section 1, they may, at their discretion, suspend the rights of any person for violation of such rules, guidelines and regulation for a period not to exceed thirty (30) days.

#### ARTICLE IV

##### VOTING RIGHTS

Section 1. Members shall be entitled to one vote for each Lot in which they hold the interest. When more than one person holds such interest in a Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to the Lot.

#### ARTICLE V

##### PROPERTY RIGHTS AND RIGHTS OF ENJOYMENT OF COMMON PROPERTY

Section 1. Each member shall be entitled to the use and enjoyment of the Common Areas and facilities as provided by the Deed of Dedication and Article V. Section 1-4 (with amendments) of the Declaration of Covenants, Conditions and Restrictions applicable to the Properties.

Section 2. Any member may delegate his rights of enjoyment in the Common Areas and facilities to members of his family who reside upon the properties or to any of his tenants who reside thereon under a leasehold interest for the term of the lease. Such member shall notify the Secretary in writing of the name of any such person and of the relationship of the member to such person. The rights and privileges of such person are subject to suspension under Article III, Section 3, to the same extent as those of the member.

#### ARTICLE VI

##### ASSOCIATION PURPOSES AND POWERS

Section 1. The purpose for which the corporation is formed is to promote the mutual interests of the residents of Merrifield View, to encourage active participation in the civic life of this community, and through unified efforts of its members to enhance their common welfare.

Section 2. To promote the health, safety and welfare of the members, the corporation shall:

- a. own, acquire, build, operate and maintain the open Common

- Areas, footways, streets and personal property of the Association;
- b. provide garbage and trash collection;
  - c. maintain unkempt lands and trees;
  - d. supplement municipal services;
  - e. fix assessments (or charges) to be levied against the Properties;
  - f. enforce any and all covenants, restrictions and agreements applicable to the Properties;
  - g. pay taxes, if any, on Common Areas and facilities;
  - h. insofar as permitted by law, to do any other thing that, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the residents of the Properties.

Section 3. Additional purposes and powers as provided for in Article IV, Sections A through E of the Articles of Incorporation as recorded by the State Corporation Commission of the State of Virginia and entered in the records of the Circuit Court of Arlington, Virginia on September 27, 1971. (Book 59, page 369).

#### ARTICLE VII

##### BOARD OF DIRECTORS

Section 1. The affairs of the Association shall be managed by a Board of Directors consisting of eight (8) elected positions. The positions are those of President, Vice-President, Treasurer, Secretary and four (4) Court Representatives (one each from Evelyn Court-Hilltop Road and Balliett Court and two (2) from Lafora Court). The terms of office shall be initially for one year terms.

Section 2. Vacancies in the Board of Directors shall be filled by an appointment by the majority of the remaining directors, any such appointed director to hold office until his successor is elected by the members, who may make such election at the next regular meeting of the membership or at any special meeting duly called for that purpose.

#### ARTICLE VIII

##### ELECTION OF DIRECTORS NOMINATING COMMITTEE

Section 1. Election of the Board of Directors shall be by written ballot or by a show of hands at the election held at a regular general membership meeting. At such election, the members or their proxies may cast in respect of each vacancy, as many Votes as they are entitled to exercise under the provisions of Article IV and also as provided for in Article IV of the Declarations of Covenants.

Section 2. Nominations for election to the Board of Directors shall be made by a Nominating Committee which shall be one of the

standing committees of the Association.

Section 3. 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 the general membership meeting and to serve from the close of such meeting until the close of the next regular general membership meeting.

Section 4. 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 to be filled. Nominations shall be placed on a written ballot as provided in Section 5 for the distribution and mailing of such ballots to the members.

Section 5. All elections for the Board of Directors shall be made on written ballot which shall: (a) describe the vacancies to be filled; (b) set forth the names of those nominated by the Nominating Committee for such vacancies; (c) contain a space for a write-in vote by members for each vacancy. Such ballots shall be prepared and distributed and mailed by the Secretary to the members at least fourteen (14) days in advance of the date set forth for the election. Ballots are to be returned to the Secretary for tabulation.

Section 6. At the election, the total number of votes will consist of the totals from the returned ballots and the total of the show of hands by those members attending the election meeting and who have not submitted a signed ballot. No member may vote more than once. The Secretary will verify the vote totals.

## ARTICLE IX

### POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. The Board of Directors shall have the power:

- (a) To call meetings of the members whenever it deems necessary and it shall call a meeting at any time upon written request of one-fourth (1/4) of the voting membership, as provided in Article XIII, Section 2.
- (b) To appoint and remove at pleasure all officers, agents and employees of the Association, prescribe their duties, fix compensation, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these bylaws shall be construed to prohibit the employment of any member, officer or director of the Association in any capacity whatsoever.
- (c) To establish, levy, assess and collect the assessment or charges referred to in Article III, Section 2.
- (d) 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.
- (e) To exercise for the Association all power, duties and authority vested in or delegated to this Association, except those reserved to the meeting or to members in the covenants.
  - (f) In the event that any member of the Board of Directors of the Association shall be absent from three (3) consecutive regular meetings of the Board of Directors, the Board may, by action taken at the meeting during which the third absence occurs, declare the office of said absent director to be vacant.

Section 2. It shall be the duty of the Board of Directors:

- (a) To cause and to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the regular general membership meetings or at any special meeting when such is requested in writing by one-fourth (1/4) of the voting membership, as provided in Article XIII, Section 2.
- (b) To supervise all officers, agents and employees of this Association, and to see that their duties are properly performed.
- (c) As more fully provided in Article VI of the Declaration of Covenants applicable to the Properties:
  - 1. To fix the amount of the assessment against each lot for each assessment period at least thirty (30) days in advance of such date or period, and at the same time:
  - 2. To prepare a roster of the properties and assessments applicable thereto which shall be kept in the office of the Association and shall be open to inspection by any member, and at the same time:
  - 3. To send written notice of each assessment to every owner subject thereto.
- (d) To issue, or cause an appropriate officer to issue, upon demand by any person a certificate setting forth whether any assessment has been paid. Such certificate shall be conclusive evidence of any assessment therein stated to have been paid.

## ARTICLE X

### DIRECTORS MEETING

Section 1. A regular meeting of the Board of Directors shall be normally scheduled once a month. The time, date and place of such meeting shall be determined prior to each meeting, and the Directors shall be given appropriate notice of such meeting.

Section 2. Special meetings of the Board of Directors shall be held when called by any officer of the Association or by any two Directors after no less than three (3) days notice to each Director.

Section 3. The transaction of any business of any meeting of the Board of Directors, however called and noticed, shall be valid as though made at a meeting duly held after regular call and notice if a quorum is present, and, if either before or after the meeting, each of the Directors not present signs a waiver of notice, or a consent to hold such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

Section 4. The majority of the Board of Directors shall constitute a quorum.

## ARTICLE XI

### OFFICERS

Section 1. The officers shall be the President, Vice-President, Treasurer, and Secretary.

Section 2. The officers shall be chosen by a majority vote of the members of the Association voting in person or by proxy at a regular meeting.

Section 3. The President shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the board of Directors are carried out and sign all notes, leases, mortgages, deeds and other written instruments, as required.

Section 4. The Vice-President shall perform all duties of the President in his absence. If the office of the President becomes vacant, the Vice-President shall assume the office of President.

Section 5. The Secretary shall record the votes and keep minutes of all proceedings in a book to be kept for this purpose. The Secretary shall sign all certificates of membership. He shall keep all the records of the Association. He shall record in a book kept for that purpose the names of all members of the Association together with addresses, as registered by such members (see Article XIII, Section 3).

Section 6. 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, provided however, that a resolution of the Board of Directors will not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The Treasurer shall sign all checks and notes of the Association, provided that such checks and notes shall also be signed by another of the elected officers.

Section 7. The Treasurer shall keep proper books of account and cause an audit of the Association books to be made at least once each fiscal year. He shall prepare an annual budget and balance

each fiscal year. He shall prepare an annual budget and balance sheet statement and these items shall be presented at the regular general membership meetings.

## ARTICLE XII

### COMMITTEES

Section 1. The Standing Committees of the Association shall be:

- The Nominations Committee
- The Grounds Maintenance Committee
- The Architectural Advisory Committee
- The Communications Committee
- The Governmental Affairs Committee

Unless otherwise provided herein, each committee shall normally consist of a Chairman and two or more members. The Chairman of each committee shall be a member of the Board of Directors. The term of office for each Chairmanship shall initially be for one year.

Section 2. The Nominations Committee shall have the duties and functions as described in Article VIII, Section 204.

Section 3. The Grounds Maintenance Committee shall advise the Board of Directors on all matters pertaining to the maintenance, repair and improvements of the common areas and facilities of the Association, and shall perform such other functions as the Board, in its discretion, determines.

Section 4. The Architectural Advisory Committee shall have the functions and duties described in Article VIII of the Declaration of Covenants. It shall watch for any proposals, programs or activities which may adversely affect the residential value of the properties and shall advise the Board of Directors regarding Association action on such matters.

Section 5. The Communications Committee 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 interest of the Association.

Section 6. The Governmental Affairs Committee shall represent the opinions of the Association at State, County and Local Government hearings and at other local public hearings, forums and meetings. The Committee shall also be the Association's representative to any organization to which the Association belongs. The Committee shall monitor any and all public actions that may affect the status and stability of the Association, Lots and members.

Section 7. With the exception of the Nominations and Architectural Committees (but then only as to those functions of the Architectural Advisory Committee that are governed by Article VIII of the Declaration of Covenants and the Architectural Advisory

Guidelines adopted in April 1976, and as amended), each committee shall have the power to appoint a subcommittee from among its membership and may delegate to any such subcommittee any of its duties and functions.

Section 8. 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.

### ARTICLE XIII

#### MEETINGS OF MEMBERS

Section 1. The regular general membership meetings of the Association shall take place in the late fall. The time, date and place of such meeting shall be set beforehand and the membership informed of such at least thirty (30) days in advance of such meeting.

Section 2. Special meetings of the members for any purpose may be called at any time by one of the elected Officers or by any two or more members of the Board of Directors, or upon written request of the members who have one-fourth (1/4) of the total votes of the entire membership.

Section 3. Notice of any meetings shall be given to the members by the Secretary. Notice may be given to the members either personally or by mail, postage thereon fully prepaid to this address appearing on the books of the Association. Each member shall register his address with the Secretary, and notices of such meetings shall be mailed to him at such address. Notice of any meeting, regular or special, shall be distributed or mailed to the members at least thirty (30) days in advance of such meetings and shall set forth in general the nature of the business to be transacted, provided however, that if the business of any meeting shall involve an election governed by Article VIII or any action governed by the Articles of Incorporation or by the Declaration of Covenants applicable to the Properties, notice of such meeting shall be given or sent as therein provided.

Section 4. The presence at the meeting of members entitled to cast one-tenth (1/10) of the total votes of the membership shall constitute a quorum for any action governed by these Bylaws. Any action governed by the Articles of Incorporation or by the Declaration of Covenants shall require quorums as therein provided.

Section 5. All meetings of the Association shall be governed by Robert's Rules.

## ARTICLE XIV

### PROXIES

Section 1. At all corporate meetings of members, each member may be able to vote in person or by proxy.

Section 2. All proxies shall be in writing and shall be filed with the Secretary. No proxy shall extend beyond a period of eleven (11) months, and every proxy shall automatically cease upon sale by the member of his home or other interest in the properties.

## ARTICLE XV

### BOOKS AND PAPERS

Section 1. The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to an inspection of any members.

## ARTICLE XVI

### CORPORATE SEAL

Section 1. The Association shall have a seal in circular form having within its circumference the words:

MERRIFIELD VIEW HOMEOWNERS ASSOCIATION

## ARTICLE XVII

### BOARD OF DIRECTORS EMERGENCY POWERS

Section 1. The purpose of this Article is to provide the Board of Directors with the power to: (1.) add to, delete from or modify the existing Articles of these Bylaws; (2.) incorporate into these Bylaws the rules and regulations which will protect and maintain the security, safety, welfare and integrity of the Association and its members.

Section 2. Any action that the Board of Directors shall take under the provisions of these Article shall remain in effect until the next regular or special meeting of the full Association membership. At that meeting, the membership shall vote on the action or actions taken by the Board under this Article.

Section 3. The Board of Directors shall, at their discretion, invoke this Article by a 2/3rds vote of its members, a quorum being present, at a duly called meeting of the Board.

## ARTICLE XVIII

### ENFORCEMENT-SEVERABILITY

Section 1. The Association, or any Owner, shall have the right to enforce, by any proceeding at law or in equity, all restrictions, conditions, covenants, reservations, liens and charges now or hereafter imposed by the provisions of these Bylaws. Failure by the Association or by any Owner to enforce any Article herein contained shall in no event be deemed a waiver of the right to do so thereafter.

Section 2. Invalidation of any one of these Articles by judgment or court order shall in no wise effect any other Articles which shall remain in full force and effect.

## ARTICLE XIX

### AMENDMENTS

Section 1. These bylaws may be amended, at a regular or special meeting of the members, by a vote of the majority of a quorum of members present or by proxy, provided however, that those provisions of these Bylaws which are governed by the Articles of Incorporation of this Association may not be amended except as provided in the Articles of Incorporation or applicable law; and provided further that any matter stated herein to be or which is in fact governed by the Covenants of the Properties may not be amended except as provided in such Covenants.

Section 2. In case of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control; and in the case of any conflict between the Declaration of Covenants, Conditions and Restrictions applicable to the Properties referred to in Section 1 and these Bylaws, the Declarations of Covenants, Conditions and Restrictions shall control.

**Merrifield View Homeowners Association**  
**Summary of By-Laws Amendments**  
**as adopted November 8, 1995 at the General Meeting of Membership**

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**Article XI, Section 7**, of the By-Laws, which currently requires an annual audit of the Association's books but does not specify whether that audit should be an internal or independent audit, will be revised to make the following clarifications: (a) an independent review or audit of the Association's books will be required no less than every three fiscal years, (b) an internal compilation, review or audit will be required no less than every fiscal year (except when an independent audit has been performed), and (c) any officer or director of the Association may require an independent review or audit of the Association's books for any given fiscal year. The internal review or audit would be conducted by a member who does not have check-signing authority.

**Merrifield View Homeowners Association  
Summary of By-Laws Amendments  
as adopted November 13, 1996 at the General Meeting of Membership**

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**Article XI, Section 6**, of the By-Laws, has been amended as follows: The last sentence of this section which states: "The Treasurer shall sign all checks and notes of the Association, provided that such checks and notes shall also be signed by another of the elected officers", has been deleted. A new sentence has been added at the end of this section which states: "All checks and notes of the Association shall be signed by any two elected officers."

**Merrifield View Homeowners Association  
Summary of By-Laws Amendments  
as adopted November 10, 1999 at the General Meeting of Membership**

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**Article VII, Section 1**, shall be replaced with the following: The affairs of the Association shall be managed by a Board of Directors consisting of at least four, but not more than nine elected positions. Four Directors shall be designated as Court Representatives (one representing Evelyn Court - Hilltop Road, one representing Balliett Court, and two representing Lafora Court). The terms of office shall be for one year. Officers elected by the Board of Directors must be Directors, and may serve in the dual capacity as Officer and Court Representative.

**Article X, Section 1**, shall be replaced with the following: The Board of Directors shall normally schedule a regular meeting at least once every three months, or more frequently as it deems necessary.

**Article XI, Section 2**, shall be replaced with the following: The officers shall be elected annually by a majority vote of the Board of Directors at the first regularly scheduled meeting following the annual meeting of the Association. Officers shall serve at the pleasure of the Board of Directors, and any officer may be removed and replaced by the majority of the Board of Directors at any meeting of the Board if the affected officer is provided with reasonable advance notice of any motion to vote to replace him or her at an upcoming, duly scheduled meeting.

**Article XII, Section 1**, shall be modified by adding the following sentence: In lieu of maintaining a particular committee, the Board of Directors may conduct the affairs that would otherwise be conducted by such committee.