

**STRATHMEADE SQUARE COMMUNITY ASSOCIATION, INC.
AMENDED AND RESTATED BYLAWS**

ARTICLE I-NAME AND LOCATION

The name of the corporation is Strathmeade Square Community Association, Inc., hereinafter referred to as the "Association." Meetings of the Association and its Board of Directors may be held at such places as may be designated by the Board of Directors. Additionally, the Board of Directors may elect to hold any meeting of the membership, Board, or committee entirely or partially via electronic means.

ARTICLE II-DEFINITIONS

Section 1. "Association" shall mean and refer to Strathmeade Square Community Association, Inc., its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Amended 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 members of the Association.

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. "Member" shall mean and refer to every person or entity who holds membership in the Association.

Section 6. "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 7. "Declaration" shall mean and refer to the Amended Declaration of Covenants, Conditions and Restrictions dated April 17, 1982 and recorded among the Land Records of Fairfax County, Virginia, on June 22, 1982 in Deed Book 5661, Page 1238, and any subsequent amendments thereto.

Section 8. "Eligible Owner" shall mean and refer to an Owner who is current in the payment of his or her financial obligations to the Association and who has not been found, after notice and hearing, to be in violation of the Governing Documents of the Association and the list of Eligible Owners for purposes of voting and meeting participation shall be determined at the time the notice of such meeting is prepared and, for all other purposes, at such time(s) as determined to be reasonable by the Board. Eligible Owners are considered Members in good standing with the Association.

Section 9. "Governing Documents" shall mean and refer to the Association's Declaration, Articles of Incorporation, Bylaws and rules and regulations of the Association, all as may be amended from time to time.

Section 10. "Act" shall refer to the Virginia Property Owners' Association Act, Chapter 18, Title 55.1 of the Code of Virginia, as may be amended or replaced from time to time.

Section 11. "Articles of Incorporation" shall mean the Articles of Amendment Restating Articles of Incorporation of Strathmeade Square Community Association, Inc. dated February 8, 1982 that provides the affairs of the Association shall be managed by a Board of Directors who shall be members of the Association.

Section 12. "Nonstock Corporation Act" shall refer to the Virginia Nonstock Corporation Act, Chapter 10, Title 13.1 of the Code of Virginia (1950), as may be amended or replaced from time to time.

ARTICLE III-MEMBERSHIP

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

Section 2. Suspension of Membership Rights. During any period in which a Member shall be in default in the payment of any annual or special assessment levied by the Association for more than sixty (60) days, the voting rights and right to use of the recreational facilities by such Member (and the Member's family, tenants, licensees and invitees) may be suspended by the Board of Directors after notice and hearing until such assessment and related expenses have been paid. Should a Member otherwise violate the Governing Documents, such Member's voting rights and right to use of the recreational facilities (and the Member's family, tenants, licensees, and invitees) may also be suspended, after notice and hearing, for a period not to exceed ninety (90) days.

ARTICLE IV-PROPERTY RIGHTS: RIGHTS OF ENJOYMENT

Section 1. Each Member, and the members of his or her family residing in the Member's home, shall be entitled to the use and enjoyment of the Common Area and facilities subject to the provisions set forth in the Governing Documents. A Member may delegate his right of use and enjoyment to tenants (or, as the case may be, subtenants) and contract purchasers (if such tenants, subtenants or contract purchasers reside on the property), but in that event the Member shall not retain his right as a Member to the use and enjoyment of the Common Area and facilities during the period in which that right is delegated to another. The right of use and enjoyment of the Common Area and facilities shall extend to family members, residing in the same household, of the Member or other person who holds that right pursuant to this section. The rights and privileges of delegates, and family members of Members or delegates, are subject to suspension to the same extent as the rights and privileges of Members.

Section 2. Section 1 (b) of Article IV of the Declaration gives the Association the right to charge reasonable admission and other fees for the use of any recreational facilities situated upon the Common Area.

Section 3. When animals are walked on Common Areas and streets they must be controlled by a leash in accordance with Fairfax County, Virginia, leash ordinance and animal control laws. The Association gives its approval to the Animal Warden of Fairfax County, Virginia, to enforce the Fairfax County Leash Laws and other related animal control laws on the private property of the Association.

Section 4. The Board of Directors is authorized to specify and mark "no parking" areas within and at the entrances to the community's courts and to otherwise regulate vehicular parking on the Common Areas pursuant to the Declaration. The Board reserves the right to adopt further rules regarding the use and parking upon the Common Area and to tow or immobilize vehicles in violation of the Governing Documents or application law, including but not limited to, vehicles prohibited under Article IX of the Declaration.

Section 5. All Members are encouraged to provide the Association and/or its Managing Agent with their names, addresses, phone number, and electronic mailing address. The onus rests with the Member to keep the Association and Managing Agent updated with their current contact information. If a Member rents his or her Lot, the Member shall promptly provide the name(s) and contact information to include phone numbers and electronic mailing addresses of all of the tenants and authorized occupants to the Association and/or the Association's Managing Agent within seven (7) days of the commencement of the lease. If applicable, Members will provide the name, address, electronic mailing address, and telephone number of agents responsible for managing a rental Lot.

ARTICLE V-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 shall be Members of the Association (however, in no event shall more than one Owner of the same Lot serve on the Board simultaneously). Only Eligible Owners may run and serve on the Board. All successor directors shall be elected to serve for staggered terms of three (3) years, unless elected to fill a vacancy in which case the director shall be elected as provided below. Except for death, resignation or removal, the directors shall hold office until their respective successors have been elected. If an election is not held when required, the directors holding over shall have the authority and power to manage the business of the Association until their successors are elected.

Section 2. Nomination. Prior to sending the notice of the annual meeting, the Board of Directors may send a call for candidates or nominating petition to the Members by which any Member may indicate their willingness to serve as a director. The form of the call for candidates or nominating petition will be developed by the Board and will require, at a minimum, for each candidate to include a statement of qualification. Copies of any such forms returned by the deadline set forth by the Board shall be included with the notice of the annual meeting. If the Board receives enough interested candidates to fill the vacant seats, nominations may not be taken from the floor at the meeting. The Board may develop other election, nomination, and voting procedures.

Section 3. Election. At each annual meeting, the Members shall elect three (3) directors, each to serve for a term of three (3) years. Additionally, the Members may elect as many additional directors as necessary to fill any vacancy on the Board that occurred since the previous annual meeting.

- a. Votes for the election of directors may be cast in person, by proxy, by absentee ballot, via electronic means, or any combination of the foregoing as determined by the Board. The Board shall establish a written voting procedure before the annual meeting, including provisions for members participating by electronic means.
- b. Each Member is entitled to cast one vote for each Lot they own. There will be no cumulative voting.
- c. The candidates receiving the greatest number of votes shall be elected to serve the longest available terms.

Section 4. Filling Vacancies. Vacancies on the Board caused for any reason other than removal by the Members, shall be filled by a majority vote of the remaining members of the Board (or the affirmative vote of the remaining directors if such remaining Board members constitute less than a quorum) and each person so elected by the Board shall serve until the next annual meeting of the Members at which time a director will be elected by the Members to fill the remainder of the term of the director being replaced.

Section 5. Removal. At any regular or special meeting of the Association duly called, any one or more of the directors may be removed with or without cause by a majority vote of the Members present in person or by proxy and a successor may be elected then and there to fill the vacancy thus created for the remainder of the term of the director being replaced. Members seeking removal of a director must first petition the Board of Directors to call a special meeting of the membership for such removal. The petition must be signed by Members representing a minimum of twenty-five percent (25%) of the total number of votes in the Association and must specify the purpose for which the meeting is to be held. Upon receipt of the petition required by this Section, the Board of Directors shall call a special meeting of the Association for the purpose of voting on the removal of the director(s) within forty-five (45) days of receipt of a valid petition. The petition shall be sent to all Members with the notice of the special meeting and the notice of special meeting shall state that one of the purposes of the meeting is to remove such director(s). Any director whose removal has been proposed shall have the opportunity to be heard at the special meeting prior to the vote on his or her removal. Notwithstanding the foregoing, directors will be deemed to have automatically resigned if they are no longer qualify as a Member; fail to maintain their Eligible Owner status; or failed to attend three (3) consecutive Board meetings without approval by the Board for such absence; provided, however, a majority of the remaining Directors must agree to accept such resignation and the minutes reflect such resignation.

Section 6. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties with the majority approval of the remaining Board members.

Section 7. Action Taken Without a Meeting. Any action by the Board of Directors required or permitted to be taken at any meeting may be taken without a meeting if a

consent in writing setting forth the action taken shall be signed either before or after such action is taken by all of the directors. Any such written consent shall have the same force and effect as a unanimous vote and shall be filed with the minutes of the Board of Directors.

Section 8. Liability and Indemnification of Officers. The Association shall indemnify every Officer and director of the Association and any member specifically appointed to any committee by the Board with such appointment being reflected in the Board minutes (defined for purposes of this section only, collectively referred to herein as "Volunteer(s)") against any and all expenses, including counsel fees, reasonably incurred by or imposed upon any Volunteer in connection with any action, suit or other proceeding (including settlement of any suit or proceeding, if approved by the Board of Directors of the Association) to which he or she may be a party by reason of being or having been a Volunteer whether or not such person is a Volunteer at the time such expenses are incurred to the extent contemplated by the Nonstock Corporation Act; provided, however, that before the Association uses association funds for indemnification, all insurance proceeds must be obtained and applied towards such indemnification. A Volunteer shall not be liable to the Owners of the Association for any mistake of judgment, through negligence or otherwise, except for their own gross negligence, individual willful misconduct, or bad faith. A Volunteer shall have no personal liability with respect to any act, omission, contract or other commitment made by them in good faith, on behalf of the Association (except to the extent that such Volunteer may also be a member of the Association) and the Association shall defend, indemnify and forever hold each such Volunteer free and harmless against any and all liabilities to others on account of any such act, omission, contract or commitment unless the Volunteer has engaged in gross negligence, willful misconduct, or bad faith. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any Volunteer, or former Volunteer, may be entitled.

ARTICLE VI-MEETINGS OF DIRECTORS

Section 1. Regular Meetings/Executive Sessions. Regular meetings of the Board of Directors shall be held at such place and hour as may be fixed from time to time by resolution of the Board; provided, however, that such meeting shall be held at least quarterly during each fiscal year. The Board may elect to hold meetings entirely or partially via electronic means as provided by the Act and Nonstock Corporation Act. The regular meetings of the Board of Directors shall be open to all Owners; however, the Board may vote to convene in executive session for the discussion of any matter specified in the Act. Such executive session discussion matters may include, without limitation, discussion of the following:

- a. Personnel matters;
- b. Consultation with legal counsel;
- c. Contract issues;
- d. Pending or probable litigation;
- e. Matters involving violations of the Governing Documents for which an Owner, his family members., tenants, guests or other invitees are responsible; or
- f. The personal liability of Members to the Association.

A vote to enter executive session must be made in an open meeting and shall generally describe the purpose of the executive session and such vote shall be reflected in the meeting minutes. While the Board is entitled to discuss matters in executive session, any formal vote or Board action must be made after re-convening in an open meeting unless such disclosure would violate the law.

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 one (1) day notice to each director. Special meetings may be held partially or entirely via electronic means.

Section 3. Quorum. At all meetings of the Board, a majority of the total 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, unless provided otherwise under the Nonstock Corporation Act or the Governing Documents. If at any meeting of the Board there is less than a quorum present, a majority of those present may recess or adjourn the meeting from time to time until a quorum is present. Any director that attends a meeting via electronic means is considered present for purposes of quorum.

Section 4. Notice.

- a. To Directors: Notice of meetings shall be given to each director personally or by mail, telegraph, teletype, e-mail or telephone, orally or in writing, at least three (3) business days prior to the date named for such meeting in the case of regular meetings and at least one (1) day before any special or emergency meeting. Such notice shall state the place, date and time, and in the case of special meetings, the purpose thereof.
- b. To Owners: To the extent required by the Act, Nonstock Corporation Act, or the Governing Documents, notice shall also be posted or otherwise published in such a manner reasonably expected to notify a majority of the Members of the Association of the place, date and time of meetings of the Board of Directors. Such notice may include publication in the Association's newsletter of a schedule of regular meetings of the Board, posting within the community, electronic mailing, or other method. Unless otherwise exempt as relating to an executive session, at least one copy of all agenda packets and materials furnished to members of the Association's Board of Directors for a meeting shall be made available for inspection by the membership of the Association at the same time such documents are furnished to the members of the Board of Directors.

Section 5. Waiver of Notice. Any director may at any time, in writing, waive notice of any meeting of the Board of Directors, and such waiver will be deemed equivalent to the giving of such notice. Attendance by a director at any meeting of the Board of Directors shall constitute a waiver of notice of the time, place and purpose of such meeting, unless the director attends for the purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called or convened and so notifies the person conducting the meeting at or prior to the commencement of the meeting or, in the case of a special meeting, at or prior to consideration of the matter subject to objection.

Section 6. Conduct of Meetings. The President shall preside over meetings of the Board of Directors and the Secretary shall keep the minutes of the meetings which shall reflect the votes or decisions made at such meetings. The then current edition of Robert's Rules of Order, Newly Revised, shall govern the conduct of the meetings of the Board of Directors when not in conflict with the Act, Nonstock Corporation Act, or the Governing Documents. The President may elect a parliamentarian to conduct the meeting.

ARTICLE VII-POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers and Duties of the Board of Directors. The business and affairs of the Association shall be managed by the Board of Directors elected in accordance with the procedures and for the terms of office set forth herein. The Board of Directors shall have all of the powers and duties necessary for the administration of the affairs of the Association and may do all such acts as are not required by law or the Governing Documents to be exercised and done by the Members.

Section 2. Powers. The Board of Directors shall have power to:

- a. Adopt and publish rules and regulations governing the use, maintenance and upkeep of the Common Area and Properties, and the personal conduct of the Owners and their guests thereon, and to establish enforcement mechanisms (including those mechanisms set forth in the Act) for addressing the infractions thereof;
- b. Exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by law or other provisions of the Governing Documents;
- c. 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 with approval of the Board and provided that such resignation is reflected in the meeting minutes;
- d. Employ a manager, an independent contractor, or such other employees as they deem necessary and to prescribe their duties;
- e. Defend, contest and/or settle all claims the Association may have against any party or parties, or any claims any party or parties may have against the Association, in the manner that in its judgment, is in the best interests of the Association;
- f. For any assessment not paid within thirty (30) days after the due date, impose a late fee as authorized by the Act or the Declaration; impose interest from the date of delinquency at the rate of 12% per annum; and if assessments are collected on a monthly or other basis, accelerate the remaining balance of assessments for that fiscal year so that they are immediately due and payable;
- g. Adopt and amend any reasonable Rules and Regulations not inconsistent with the Governing Documents;
- h. Borrow money on behalf of the Association in accordance with the Articles of Incorporation and by vote of two-thirds of the total number of directors, shall have the right and power to assign and pledge all revenues to be received by the

Association, including, but not limited to annual and special assessments, in order to secure repayment of any sums borrowed by the Association from time to time except as may be prohibited by law or the Governing Documents;

- i. Except as may be limited by the Governing Documents or applicable law, grant, relocate or terminate easements, rights of way or licenses over and through the Common Areas; and
- j. Do anything else not inconsistent with the Governing Documents, the Act, or the Nonstock Corporation Act.

Section 3. 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 Member at the annual meeting or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Eligible Owners;
- b. Supervise all Officers, agents and employees of this Association. and to see that their duties are properly performed;
- c. As more fully provided herein and in the Declaration, fix and collect the amount of the annual and special assessments and related fees and expenses against each Lot;
- 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 insurance, including Directors and Officers coverage, and hazard insurance on property owned by the Association and adjust and settle all claims relating thereto including responsibility for any deductibles associated with a claim which was caused in whole or part by the negligent or careless acts of an Owner(s);
- f. Cause all Officers or employees having fiscal responsibilities to be bonded as it may deem appropriate and in accordance with law; and
- g. Cause the Common Area to be maintained.

Section 4. Conflicts of Interest. Each director or Officer shall exercise such their powers and duties in good faith and in the best interests of the Association. Any common or interested director or Officer may be counted in determining the presence of a quorum at any meeting of the Board of Directors or committee which authorizes, approves or ratifies any contract or transaction. Whether the contract or transaction involving a director or Officer with a conflict of interest is voidable shall be determined in accordance with Section 13.1-871 of the Nonstock Corporation Act.

ARTICLE VIII-COMMITTEES

Section 1. The Board may create and abolish from time to time committees consisting of two (2) or more persons as the Board may deem appropriate to aid in the administration of the affairs of the Association. The committee shall have the powers and duties fixed by resolution of the Board. The Board may appoint the chair of each committee and may either appoint the other committee members or leave such appointments to the committee chair. The Board may remove a committee member with or without cause upon three (3) days written notice. The procedures for committee meetings shall be the same as those set forth for meetings of the Board of Directors and the chair shall serve as the presiding officer of the committee. The Board may prescribe other processes and procedures for the creation, operation, and termination of its committees.

ARTICLE IX-MEETINGS OF MEMBERS

Section 1. Annual Meetings. The annual meeting of the Association shall be held during the month of October of each year at a time and place specified and announced by the Board. Pursuant to Section 13.1-838 of the Nonstock Corporation Act, failure to hold an annual meeting at the time stated in or fixed herein does not affect the validity of any corporate action.

Section 2. Special Meetings. Special meetings of the Association may be called at any time by a majority of the Board of Directors, or upon written request of Members representing twenty-five (25%) of the votes in the Association. The Board shall draft the notice and set the date, time and place of such special meeting and no business, other than that stated in such notice, shall be transacted at such special meeting.

Section 3. Notice of Meetings. Written notice of each meeting of the Association shall be given by, or at the direction of the Secretary or person authorized to call the meeting and shall be sent by any method authorized by the Governing Documents, the Act, or the Nonstock Corporation Act. The purpose of the meeting will determine the timing in which notice must be sent to each Member entitled to vote thereat in accordance with the provisions of the Governing Documents, the Act and the Nonstock Corporation Act. 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, one-tenth (1/10) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Governing Documents or required by law. Except for the election of directors and unless a greater proportion is required by the Governing Documents, the Act, or the Nonstock Corporation Act, a simple majority of those voting in person or by proxy at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the Members. 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 (unless notice is required by law or the Governing Documents), until a quorum as aforesaid shall be present or be represented. Pursuant to the Governing Documents, the quorum requirements for certain actions before the membership may be reduced at such subsequent meeting.

Section 5. Proxies. All proxies shall be in writing and filed with the Secretary prior to the commencement of the meeting. Every proxy shall be revocable and shall automatically cease upon conveyance by the Owner of his Lot. The Board of Directors may prepare and require the use of an official proxy form and impose reasonable rules regarding the submission of proxy forms.

Section 6. Order of Business. Unless otherwise specified in the notice of meeting, the order of business at all meetings of the Association shall be as follows: (1) roll call (proof of quorum); 2) proof of notice of meeting; 3) adoption of minutes of preceding meeting; 4) reports of Officers; 5) report of the Board of Directors; 6) reports of committees; 7) appointment of inspectors of election (when so required); 8) election of Directors (when so required); 9) unfinished business; and 10) new business; provided, however, that balloting for election of Directors may commence at any time at the direction of the presiding Officer.

Section 7. Record Date to Determine Members; List of Members. The date and time for determining which persons are Members and therefore entitled to vote ("Record Date") shall be the close of business on the third business day before the meeting, unless the Board of Directors shall determine otherwise.

Section 8. Multiple Person Owners. Only one vote may be cast with respect to such Lot even if more than one person is present at a meeting as the Owner of the Lot. Since an Owner may be more than one person, if only one of such persons is present at a meeting of the Association or signs a consent, approval, or a proxy form, that person shall be entitled to cast the vote for that Lot. If any of the persons constituting an Owner purports to cast the vote appertaining to that Lot or to give an approval or consent without protest being made by any other person constituting such Owner to the person presiding over the meeting or otherwise indicated prior to the taking of the action, then it shall be conclusively presumed that the person constituting the Owner of such Lot are in agreement as to the casting of the vote, approval, or consent.

Section 9. Manner of Voting. Unless prohibited by law or the Governing Documents, voting may be conducted in person by ballot or voice vote, by proxy, absentee ballot, electronic means, or any combination of the foregoing as determined by the Board. There shall be no cumulative voting.

ARTICLE X-OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. 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, or immediately after the annual meeting.

Section 3. Term. The Officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he or she resigns, is removed, or otherwise becomes 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 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 by giving 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 prescribed for regular election. The Officer elected to such vacancy shall serve for the remainder of the term of the Officer he 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. The President, Secretary and Treasurer may not be held by the same person.

Section 8. Duties. The duties of the Officers are as follows:

- a. President. The President shall be the chief executive officer of the Association; preside at all meetings of the Board of Directors and membership meetings; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments; shall sign all checks and promissory notes not authorized for signature by the Treasurer; and, in general, perform all the duties incident to the office of the President.
- 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 by the Board. If neither the President nor the Vice President is able to act, the Board of Directors shall appoint some other Officer to act in the place of the President on an interim basis.
- c. Secretary. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Owners; 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 Owners; keep appropriate current records showing the Owners of the Association together with their addresses; and shall perform such other duties as required by the Board.
- d. Treasurer. The Treasurer shall serve as the primary point of contact to the management company for practices related to such matters as the receipt and deposit in appropriate bank accounts of all monies of the Association and disbursement of such funds as directed, by resolution of the Board of Directors; issuing of checks and promissory notes of the Association; maintenance of the books of account; and preparation of an annual statement of income and expenditures to be presented to the membership at its regular annual meeting.

Section 9. Managing Agent. The managing agent may perform such duties of the Secretary or Treasurer and such other duties as entrusted to the managing agent by the Board.

ARTICLE XI-BOOKS AND RECORDS

Section 1. Maintenance. The Association, or at the direction of the Board, its managing agent, shall keep books and records as required by the Act, the Nonstock Corporation Act, or as otherwise required by law. The Association shall keep records of: (1) the Governing Documents; (2) its actions (board resolutions, meeting minutes, etc.); and (3) its financial affairs (receipts and expenditures affecting the finances; operation and administration of the Association; budget, financial statements, etc.). All books and records shall be kept in accordance with generally accepted accounting principles, and the same shall be reviewed annually by an accountant or shall be audited upon the request of twenty-five (25%) percent of the Members, at the request of the majority of the mortgagees, or upon the determination of the Board of Directors. Any audit or review shall be performed by a certified public accountant retained by the Board who shall not be an Owner, an occupant of a Lot, the managing agent, or an employee of the managing agent. The cost of such review or audit shall be a common expense. The Association shall also file and maintain the annual reports required to be filed with the Virginia State Corporation Commission by Section 13.1-936 of the Nonstock Corporation Act and with the Virginia Common Interest Community Board pursuant to the Act and as otherwise required by law.

Section 2. Availability. So long as the request is for a property purpose and related to his or her membership in the Association, the books and records kept by the Association shall be available for examination by the Eligible Owners and their authorized agents during regular business hours on business days at the times and in the manner established by the Board of Directors in accordance with Section 55.1-1815 of the Act, or as otherwise required by law. The Board of Directors may fix, from time to time, a reasonable charge to cover the costs of providing any books and records prior to providing copies of the same and to impose charges for resources expended in Association with extraordinary examination requests. Additionally, books and records of the Association may be withheld from inspection and copying pursuant to Section 55.1-1815 of the Act.

ARTICLE XII-CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: Strathmeade Square Community Association, Inc.

ARTICLE XIII-AMENDMENTS

Section 1. These Bylaws may be amended by a majority vote of the Members present in person or by proxy at a duly called regular or special meeting of the Members in which quorum is present.

ARTICLE XIV-CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents of the Association, in addition to the Officers so authorized by these Bylaws to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts, or orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Association, shall be signed

by such Officer or Officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.


Section 4. Gifts. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Association.

ARTICLE XV-MISCELLANEOUS

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

Section 2. Except as provided in subsection A of Section 13.1-855, whenever a provision of the Articles of Incorporation is inconsistent with a Bylaw, the provision of the Bylaws shall control. In the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

Adopted by a vote in excess of a 2/3rds majority on October 20, 2021, at a special called meeting of the Strathmeade Square membership for the approval of these bylaws, where sufficient quorum of at least 1/10th of the membership was verified.



Janet Goodwin, President

10/20/21
Date