

**BYLAWS OF
KINGSTOWNE RESIDENTIAL OWNERS CORPORATION**

(Amended and Restated, February 6, 2019)

ARTICLE I

NAME AND LOCATION

The name of the corporation is Kingstowne Residential Owners Corporation, hereinafter referred to as the “Corporation.” The principal office of the Corporation is located at 6090 Kingstowne Village Parkway, Kingstowne, Virginia, 22315, but meetings of Members and Trustees may be held at such places as may be designated by the Board of Trustees.

ARTICLE II

DEFINITIONS

Section 1. “Approval” shall mean and refer to the issuance by any public agency of written approval, or any written waiver of approval rights or formal letter stating “no objection.”

Section 2. “Assessable Unit” shall mean and refer to any real property within the Properties which is subject to assessments as provided in Article VI of the Declaration.

Section 3. “Articles of Incorporation” shall mean the Articles of Incorporation of the Corporation as amended and restated from time to time.

Section 4. “Book of Regulations” shall mean and refer to the document containing rules and regulations and policies of the Corporation as they may from time to time be amended.

Section 5. “Common Area” shall mean and refer to all real property and improvements thereon owned or leased by the Corporation for the use and enjoyment of the Members.

Section 6. “Corporation” shall mean and refer to the Kingstowne Residential Owners Corporation, its successors and assigns.

Section 7. “Declaration” shall mean and refer to the Declaration of Covenants and Restrictions recorded in Deed Book 6643, at Page 0155, among the land records of Fairfax County, Virginia, as may be amended from time to time.

Section 8. “Declarant” shall mean and refer to Kingstowne L.P., its successors and assigns.

Section 9. “First Mortgagee” shall mean and refer to an Institutional Lender who holds the first deed of trust on a Lot or Living Unit and who has notified the Corporation of its holdings.

Section 10. “Founding Documents” shall mean and refer to the Articles of Incorporation of the Corporation, the Declaration, Supplementary Declarations, and these Bylaws, all as initially drawn by the Declarant and filed and recorded as the case may be, and all as may be duly amended from time to time.

Section 11. “Governing Documents” shall mean and refer collectively and severally to the Founding Documents and the Book of Regulations, as such may be amended from time to time.

Section 12. “Institutional Lender” shall mean and refer to one or more commercial or savings banks, savings and loan associations, trust companies, credit unions, industrial loan associations, insurance companies, pension funds, or business trusts including, but not limited to, real estate investment trusts, any other lender regularly engaged in financing the purchase, construction, or improvement of real estate, or any assignee of loans made by such a lender, or any private or governmental institution which has insured a loan of such a lender, or any

combination of any of the foregoing entities which holds a first lien security interest on one or more Lots.

Section 13. “Kingstowne Development” shall mean and refer to the mixed-use project to be developed on the Properties (defined herein).

Section 14. “Living Unit” shall mean and refer to any portion of a structure situated upon the Properties designed and intended for use and occupancy as a residence by a Single Family.

Section 15. “Lot” shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties, with the exception of Common Area as heretofore defined, and to any condominium unit created under the Condominium Act of Virginia, as such may be amended from time to time and to any Unit.

Section 16. “Members” shall mean and refer to members of the Corporation which shall consist of all Owners.

Section 17. “Multi-family Rental Structure” shall mean and refer to a structure owned by a single entity with two or more Living Units under one roof.

Section 18. “Neighborhood” shall mean and refer to one or more Lots which are subject to the same Supplementary Declaration.

Section 19. “Neighborhood Common Area” shall mean and refer to portions of the Common Area which are designated as Neighborhood Common Area in the Governing Documents and which are for the primary use and enjoyment of Members residing in such Neighborhood.

Section 20. “Notice” shall mean and refer to (1) written notice delivered or mailed to the last known address of the intended recipient, or (2) notice published at least once a week for

two consecutive weeks in a newspaper having general circulation in Fairfax County, or (3) the newsletter of the Corporation delivered or mailed to each Member.

Section 21. “Owner” shall mean and refer to the record holder of the fee simple title to any Lot, whether one or more persons or entities, including contract sellers; the term shall exclude those having such interest merely as security for the performance of an obligation.

Section 22. “Properties” shall mean and refer to all real property which is subject to the Declaration, together with such other real property as may from time to time be annexed thereto.

Section 23. “Quorum of Members” shall mean and refer to the representation by presence or proxy of Members who hold at least ten percent (10%) of the outstanding votes.

Section 24. “Registered Notice” shall mean and refer to any Notice which has been signed for by a recipient or has been certified by the U. S. Postal Service or other entity as having been delivered to the address of the intended recipient. Failure by refusal of an intended recipient to acknowledge such Notice shall in no way affect the validity of any Registered Notice.

Section 25. “Single Family” shall mean and refer to a single housekeeping unit which includes not more than four adults who are legally unrelated.

Section 26. “Supplementary Declaration” shall mean and refer to any declaration of covenants, conditions, and restrictions which may be recorded by or with the consent of the Declarant, which extends the provisions of the Declaration to a Neighborhood or which contains such complementary provisions for such Neighborhood as are deemed appropriate by the Declarant and as are therein required.

ARTICLE IV

MEETING OF MEMBERS

Section 1. Annual Meetings. The regular annual meeting of the Members shall be held on a date and at a place set by the Board of Trustees, not less than eight nor more than fourteen months after the last annual meeting; provided, however that there shall be an annual meeting in each calendar year.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the president or by the Board of Trustees or upon written request of the owners who hold at least one-tenth (1/10) of the outstanding votes as of the date the first owner signs the demand for a special meeting.

Section 3. Proxies. Each Member may vote in person or by proxy. In order to be valid any proxy shall be in writing and filed with the secretary or other officer entitled to tabulate votes. Every proxy shall be revocable and shall automatically cease after eleven months, unless a longer period is expressly provided in the appointment form.

Section 4. Method of Voting. Elections or questions to be submitted to all or any part of the membership may be decided at a meeting or by ballot vote, by mail, or at polling places designated by the Board. The Board shall determine the method of voting by resolution and give notice thereof as provided herein.

Section 5. Quorum. The presence of a Quorum of Members shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws.

Section 6. Consent in Lieu of Meeting. Any action which may be taken at a meeting of the Members of the Corporation can be taken without a meeting and without action by the Board of Trustees if the action is unanimously consented to in writing by the Members of the Corporation entitled to vote on the action. A unanimous consent shall be effective according to its terms when all consents to an action are in the possession of the Secretary of the Corporation.

ARTICLE V

NOTICE

Section 1. Notice. Notice for meetings or ballot poll where action by Members is required or for meetings to (a) amend the Articles of Incorporation (b) to consider a merger or consolidation, (c) to consider a sale of the assets of the Corporation, or (d) to consider the dissolution of the Corporation, shall be provided to Members at least thirty (30) days and no more than sixty (60) days prior to such meeting or ballot poll. Notice of all other meetings of Members shall be provided to Members at least fifteen (15) days and not more than sixty (60) days before such meeting.

Notice of meetings or ballot polls shall specify the place, day and hour. In the case of a special meeting, the Notice shall state the purpose of the meeting. In the case of the ballot poll, the Notice shall include the matter(s) to be voted upon.

Section 2. 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 of Trustees may fix in advance a date as the record date for any such determination of Members. The record date shall in no event be more than sixty (60) days nor less than fifteen (15) days prior to the date on which the particular action requiring such determination of Members is to be taken. If no record date is fixed for the determination of Members entitled to notice or to vote at a meeting of Members, the date on which notice of the meeting is mailed shall be the record date for such determination of Members. When a determination of Members entitled to vote at any meeting of Members has been made as provided in this Section, such determination shall apply to any adjournment thereof.

Section 3. Voting Lists. The Secretary of the Corporation shall make, at least ten (10) days prior to each meeting of the Members, a complete list of the Members entitled to vote at such meeting, or any adjournment thereof, arranged in alphabetical order, with the address of and the number of votes held by each Member; which list, for a period of ten (10) days prior to such meeting shall be kept on file at the principal office of the Corporation and shall be subject to inspection by any Member at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any Member during the whole time of the meeting. The original record of Members shall be prima facie evidence as to who are the Members entitled to examine such list or to vote at the meeting of Members.

ARTICLE VI

BOARD OF TRUSTEES

Section 1. Number. The affairs of the Corporation shall be managed by a Board of Trustees, which shall be composed of seven (7) members.

Section 2. Composition and Term.

All Trustees must be Members of the Corporation. The terms of the Trustees shall be staggered so that at least two seats of the seven seats are up for election every other year, followed by a year when at least three seats are up for election.

Section 3. Method of Nomination. Candidates for election shall file a petition of candidacy, signed by not less than ten Members, with the Elections Committee at least six weeks before the annual meeting. The Elections Committee shall provide all Members with a ballot containing the names of all bona fide candidates with the notice of the annual meeting. There shall be no "write-in" candidates or votes.

Section 4. Method of Election. The Members may cast one vote per lot. Cumulative voting is not permitted. Those persons receiving the largest number of votes shall be elected.

Section 5. Resignation and Removal. The unexcused absence of a Trustee from three consecutive regular meetings of the Board shall be deemed a resignation. Any Trustee may be removed from the Board, with or without cause, by a majority vote of the Members of the Corporation. Any Trustee may resign by delivering written notice of his resignation to the Board of Trustees.

Section 6. Vacancies. In the event of death, resignation, or removal of a Trustee, his successor shall be selected by the remaining Trustees and shall serve until the year-end. The elected Trustee shall then be entitled to complete the remainder of the term of the former Trustee – no new term shall be created.

Section 7. Powers. The Board of Trustees shall have all powers for the conduct of the affairs of the Corporation which are enabled by law, the Declaration, and the Articles of Incorporation which are not specifically reserved to Members.

Section 8. Duties. Without limiting the generality of its powers, it shall be the duty of the Board to:

- (a) exercise its powers in accordance with the Governing Documents;
- (b) cause to be kept a complete record of all its corporate affairs, including the Book of Regulations, make such records available for inspection by any Member, his agent, or Institutional Lender who has an interest in the Properties; and present an annual statement thereof to the Members and requesting First Mortgagees;
- (c) adopt and follow procedures for adoption and publication of Board resolutions to be included in the Book of Regulations, including the provision for hearing and notice to

Members for resolutions on rules, the annual budget and other matters affecting the rights of Members;

(d) adopt and publish rules and regulations, including fees, if any, governing the use of the Common Area and facilities and the personal conduct of the Members and their guests thereon, and include these in the Book of Regulations;

(e) establish architectural standards for the Properties in accordance with the procedures specified in the Book of Regulations;

(f) supervise all officers, agents, and employees of the Corporation and see that their duties are properly performed;

(g) designate depositories for Corporation funds, designate those officers, agents and/or employees who shall have authority to withdraw funds from such accounts on behalf of the Corporation, and cause such persons to be bonded, as it may deem appropriate;

(h) send written notice of each assessment to every Owner subject thereto in advance of the due date of the annual assessment or first installment thereof;

(i) appoint the committees prescribed in Article VIII herein and such other committees the Board deems necessary or helpful; and

(j) exercise their powers and duties in good faith, with a view to the interests of the Corporation and to this end adopt appropriate guidelines for action on matters where a potential conflict of interest may exist.

Section 9. No Trustee shall receive compensation for any service he may render to the Corporation; provided, however, that a Trustee may be reimbursed by the Corporation for any or all costs incurred by a Trustee in the performance of his duties as a Trustee.

Section 10. Commencement of Term and Election of Officers. The terms of the Trustees shall run from the first of January in the year following their election until December 31

of the year in which their successor is elected. During the transition period, the Board of Trustees shall invite all Trustee-elects to the meetings of the Board which occur subsequent to their election and before commencement of their term in order to facilitate proper integration on the Board, but no Trustee-elect may vote on any matter until the commencement of their term of office.

ARTICLE VII
OFFICERS

Section 1. Enumeration of Offices. The officers of the Corporation shall be a president and a vice president, who shall at all times be members of the Board of Trustees, a secretary, and a treasurer, and such other officers as the Board of Trustees 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 Trustees in the new calendar year.

Section 3. Term. The officers of this Corporation shall be elected annually by the Board of Trustees and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. 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 written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such a resignation shall not be necessary to make it effective.

Section 5. 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 he replaces.

Section 6. Multiple Offices. The same individual may simultaneously hold more than one office in the Corporation; provided, however, that in no event shall the offices of president and secretary be held by the same person.

Section 7. Duties. The duties of the officers are as follows:

(a) **President.** The president shall preside at all meetings of the Board of Trustees and of the Corporation (unless the Board designates another officer to preside at such meetings); see that orders and resolutions of the Board are carried out; sign all mortgages, leases, deeds, easements, and other written instruments as the Board may approve from time to time.

(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 exercise and discharge such duties as may be required of him by the Board.

(c) **Secretary.** The secretary shall cause the minutes to be kept of all meetings and proceedings of the Board and of the members; cause the Book of Regulations to be maintained; serve as custodian of Corporation files and records, keep the corporate seal of the Corporation and affix it on all papers requiring said seal; cause notice to be served to Members and Institutional Lenders as required in the Governing Documents; cause a roster to be maintained of the names of all Members of the Corporation together with their addresses, as registered by such Members; cause a roster to be maintained of all First Mortgagees, together with the properties in which each has an interest and perform such other duties as required by the Board; and, except where these Bylaws dictate notice in excess of the following, at least fourteen (14) days in advance of any annual or regularly scheduled meeting, and at least seven days in advance of any other meeting, send to each member notice of the time, place and purpose of such meeting.

(d) **Treasurer.** The treasurer shall cause all monies of the corporation to be deposited in appropriate accounts and disbursed therefrom within the limits of the annual budget

or as directed by resolution of the Board of Trustees; see that proper books of account are kept; cause an annual audit of the Corporation books to be made by a certified public accountant at the completion of each full fiscal year; be the chief officer responsible for the annual preparation of the budget, the income statement and the balance sheet statement to be presented to the Board at its annual meeting; annually submit the audited financial statements.

Section 8. No officer of the Corporation shall receive compensation for any service he may render to the Corporation, provided, however, that any officer may be reimbursed for his actual expenses incurred in the performance of his duties as an officer of the Corporation.

ARTICLE VIII

COMMITTEES

Section 1. Elections Committee. The Board of Trustees shall appoint an Elections Committee no later than two months prior to the annual meeting date. The Committee shall consist of a chairman who may not be a Trustee, and at least four Members, none of whom shall be candidates for office. It shall be the duty of the committee to provide supervision of the nomination and election of Trustees and Neighborhood Boards in accordance with procedures adopted by the Board and placed in the Book of Regulations.

Section 2. Neighborhood Boards.

(a) In conjunction with the annual meeting of the Corporation, the Members of a Neighborhood shall elect Neighborhood Member(s) to serve as the Neighborhood Board. A Neighborhood Board shall consist of between 1 and 7 members as established by the Trustees. Each Neighborhood Board shall elect its own chairman.

(b) It shall be the duty of each Neighborhood Board to:

(i) provide input each year to the Board of Trustees with respect to those items of the proposed budget for the Kingstowne Development relating to the maintenance and

operation of the Common Area located within the Neighborhood and providing services for the Neighborhood (including input with respect to the Neighborhood assessment, if any for the Neighborhood).

(ii) review and make recommendations on applications referred to it by the Architectural Review Committee;

(iii) advise the Board of Trustees as to the consensus of Neighborhood Members on Corporation matters;

(iv) perform such duties as may be assigned by the Board of Trustees.

(c) Should less than ten percent (10%) of the outstanding votes be cast in the election for a Neighborhood Board, the Board of Trustees shall have the right to fill by appointment those positions which were the subject of the election. Such appointees must be Members of the Corporation, but they need not be Neighborhood Members.

ARTICLE IX

ARCHITECTURAL REVIEW COMMITTEE

Section 1. Composition. The Architectural Review Committee shall be comprised of three or more Members. Members shall serve staggered three-year terms, as determined by the Board of Trustees. No member of the Architectural Review Committee may be a Trustee.

Section 2. Method of Selection. The Board of Trustees shall appoint the members of the Architectural Review Committee.

Section 3. Vacancies. Appointments to fill vacancies in unexpired terms shall be made in the same manner as the original appointment.

Section 4. Officers. At the first meeting of the Committee following each Annual Meeting of Members, the Architectural Review Committee shall elect from among themselves, a chair, a vice-chair, and a secretary who shall perform the usual duties of their respective offices.

Section 5. Duties. The Architectural Review Committee shall regulate the external design, appearance, and locations of the Properties and improvements thereon in such a manner so as to preserve and enhance values and to maintain a harmonious relationship among structures and the natural vegetation and topography. In furtherance thereof, the committee shall:

(a) Review and approve, modify or disapprove, within forty-five (45) days, all written applications of Owners and of the Corporation for improvements or additions (as described in Article VII of the Declaration) to Lots, Living Units or the Common Area.

(b) Periodically inspect the Properties for compliance with architectural standards and approved plans for alteration; and

(c) Adopt architectural guidelines and programs subject to the confirmation of the Board of Trustees; and

(d) Adopt procedures for the exercise of its duties and enter them in the Book of Regulations; and

(e) Maintain complete and accurate records of all actions taken.

(f) The Committee members may utilize staff and other assistance in inspecting the Properties and maintaining its records.

ARTICLE X

MEETINGS OF THE BOARD OF TRUSTEES

THE ARCHITECTURAL REVIEW COMMITTEE

AND STANDING COMMITTEES

Section 1. Regular Meetings. Regular meetings of each board or committee shall be held at such place and hour as may be fixed from time to time by resolution of such board or committee. Notice of the time, date, and place of each meeting of each board or committee shall be published in a manner such that it will be available to the majority of Lot owners.

Section 2. Special Meetings. Special meetings of any board or committee shall be held when called by the president of the Corporation, by its chairman or by the majority of the members of such board or committee, after not less than three (3) days' notice to each member of such board or committee. Notice of the time, date, and place of each special meeting of any board or committee shall be published in a manner such that it will be available to the majority of Lot owners.

Section 3. Quorum. A majority of the members of a board or committee shall constitute a quorum for the transaction of business; provided, however, that in no event shall a quorum be less than three members.

Section 4. Executive Sessions. All meetings of boards or committees shall be open to observers, except the president or chairman may call a board or committee into executive session to discuss: matters of personnel; to consult with legal counsel, discuss and consider contracts, pending or probable litigation and matters involving violations of the declaration or rules and regulations adopted pursuant thereto for which a member, his family members, tenants, guests or other invitees are responsible; or discuss and consider the personal liability of Members to the Corporation. Any action taken by a board or committee in executive session shall not become effective unless the board or committee reconvenes in open session and takes a vote on that action, which action shall be recorded in the minutes of such board or committee.

Section 5. Action Taken Without a Meeting. The members of a board or committee shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the members of such board or committee. Any action so approved shall have the same effect as though taken at a meeting of the board or committee.

Section 6. Meeting by Conference Call. Any or all members of the Board of Trustees or a committee may participate in a regular or special meeting of the Board of Trustees or a committee through the use of any means of communications by which all Trustees or members of a committee can simultaneously hear one another during the meeting. A Trustee or committee member participating in a special or regular meeting of the Board of Trustees or a committee by any such means of communication shall be deemed to be present at such meeting.

ARTICLE XI

INDEMNIFICATION

Each officer, trustee, and committee member of the corporation, in consideration of his services as such, shall be indemnified by the corporation to the extent permitted by law against expenses and liabilities reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, to which he may be a party by reason of his past or present role in the Corporation, except to the extent such liability, damage or injury is covered by any type of insurance. The foregoing right of indemnification shall not be exclusive of any other rights to which the person may be entitled by law, or agreement, or vote of the Members or otherwise.

ARTICLE XII

FISCAL YEAR

Unless otherwise determined by the Board of Trustees, the fiscal year of the Corporation shall begin on the first day of January and end on the last day of December of every year.

ARTICLE XIII

AMENDMENT

Section 1. Method. These Bylaws may be amended:

(a) At a meeting of the Members by a two-thirds (2/3rds) vote of a Quorum of Members provided, however, that the proposed amendments have been submitted to the Board of Trustees in writing at least thirty (30) days prior to such meeting. Any proposed amendment shall be included in the notice of such meeting.

(b) By a vote of two-thirds (2/3) of the Trustees of the Board of Trustees at any meeting duly called for that purpose, provided (i) that notice of the meeting and the proposed amendment has been given to the Members at least fifteen (15) days prior to the meeting.

ARTICLE XIV

BOOKS AND RECORDS

The books, records, and papers of the Corporation shall, at all times, during reasonable business hours, be subject to inspection by any Member subject to the provisions set forth in the Virginia Property Owners' Association Act and any rules and regulations promulgated by the Board. The Declaration, the Articles, and these Bylaws shall be available for inspection by any Member and any First Mortgagee at the principal office of the Association where copies of such documents may be obtained for a reasonable fee.

Per the vote of the Board of Trustees at a Special Meeting on the 6th day of February, 2019, I am authorized to sign this document.


Kathleen Snyder

President