

BYLAWS  
OF  
THE HAMLETS HOMEOWNERS ASSOCIATION

ARTICLE I  
NAME AND LOCATION

The name of the corporation is The HAMLETS Homeowners Association, Inc., hereinafter referred to as the "Association." The principle mailing address of the corporation shall be located at PO Box 270, Manassas, VA 20108, and meetings of Members and Directors may be held at such places within the Commonwealth of Virginia as may be designated by the Board of Directors.

ARTICLE II  
DEFINITIONS

Section 1. "Association" shall mean and refer to The HAMLETS Homeowners Association, Inc., its successors and assigns.

Section 2. "Common Area" shall mean all real property (including the improvements thereto) which is or may be owned by the Association for the common use and enjoyment of the Members of the Association. Common Area currently owned by the Association is described as Parcels "A" and "B", THE HAMLETS.

Section 3. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions, and Restrictions applicable to the Property

recorded in the Office of the Clerk of the Circuit Court of Prince William County, Virginia.

Section 4. "Dwelling Unit" shall mean and refer to any portion of the Property intended for any type of independent ownership for use and occupancy as a residence by a single household and detached home.

Section 5. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision plat of the Property upon which a dwelling unit could be constructed in accordance with applicable zoning ordinances, with the exception of the Common Area and streets dedicated to public use.

Section 6. "Member" shall mean and refer to every person or entity who holds membership in the Association.

Section 7. "Mortgagee" shall mean and refer to any person or entity secured by a first mortgage or first deed of trust on any Lot or the Common Area and who has notified the Association of this fact.

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

Section 9. "Property" shall mean and refer to that certain real property described as Lots 1 through 47, inclusive and Parcels "A"

and "B", THE HAMLETS, and such additions thereto, which, from time to time, may be brought within the jurisdiction of the Association.

Section 10. "Governing Documents" shall mean and refer to the Articles of Incorporation of the Association, the Declaration, these Bylaws, the Rules and Regulations, and other official documents as may be adopted by the Association from time to time, all as initially drawn and filed and recorded as the case may be, and all as may be duly amended from time to time.

Section 11. "Impartial Decision Maker" shall mean and refer to a person who has the authority to make an Association decision, individually or as part of a group, and does not have any direct personal or financial interest in the outcome. A decision maker shall not be deemed to have a direct personal or financial interest in the outcome if the decision maker will not, as a result of the outcome, receive any greater benefit or detriment than will the general membership of the association.

Section 12. "Structure" shall mean and refer to any building, or portion thereof, wall, fence, pool, pond, walkway, driveway, or appurtenances to any of the aforementioned.

Section 13. "Rules and Regulations" shall mean and refer to the document containing the rules, regulations, and policies of the Association as they may from time to time be amended.

### ARTICLE III

#### 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. 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. A Mortgagee in possession of a Lot shall be entitled to exercise the Owner's rights in the Association with regard thereto.

### ARTICLE IV

#### VOTING RIGHTS

The Association shall have one class of voting membership after January 1, 1998. Members shall be entitled to one vote for each Lot in which they hold the interest required for membership by Article III. When more than one person holds such interest in any 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 any Lot.



## ARTICLE V

### BOARD OF DIRECTORS

Section 1. Number and Terms. The affairs of this Association shall be managed by a Board of Directors who shall be voting Members of the Association. The initial and minimum number of Directors shall be three (3), which may be increased by amendment of these Bylaws. The Directors shall serve staggered, three (3) year, terms.

Section 2. Nomination. Any Member of the Association may nominate any Member for election to the Board of Directors from the floor at the Annual Meeting, in writing at least seven (7) but no more than forty-five (45) days prior to the Annual Meeting, or from the floor at any meeting of the Directors called to fill a board vacancy. The Board of Directors may, at its discretion, appoint a Nominating Committee to recruit and recommend candidates for election to the board.

Section 3. Qualifications of Board Nominees. Nominations to the Board may be made from among Members; however, nominated Members shall not have suspended voting rights as described in Article VII Section 1(b) herein.

Section 4. Method of Election. Election to the Board of Directors shall be by voice vote, show of hands, or standing vote for uncontested positions. A secret written ballot is required for any contested seat. At such election the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled

to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

Section 5. Resignation or Removal. A director may resign by delivering written notice of his resignation to the Board of Directors. Any director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association.

Section 6. Vacancies. In the event of death, resignation, removal, or disqualification of a director, his successor shall be selected by the remaining Directors and shall serve until the earlier of (i) the expiration of his predecessor's term, or (ii) the next meeting of the Members at which directors are elected, at which time the Members will elect a director to serve for the remaining balance of the existing term. In the event of two or more vacancies on the Board, a meeting of Members shall be called and the vacancies filled by an election for such purpose.

Section 7. Indemnification. Each director of the Association, in consideration of his services as such, shall be indemnified by the Association 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 Association unless such action was the result of gross neglect or willful misconduct.

## ARTICLE VI

### MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be open to all Members of record, at such place and hour as may be fixed from time to time by resolution of the Board. Notice of the time, date, and place of each meeting of the board of directors shall be published where it is reasonably calculated to be available to a majority of Members.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two directors, after not less than three (3) days notice to each director.

Section 3. Action Taken Without a Meeting. The directors 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 directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

Section 4. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors, who are present at a duly held meeting at which a quorum is present, shall be regarded as the act of the Board.

Section 5. Executive Session. As allowed under Virginia code 55-510.1(c), the Board of Directors or any subcommittee or other



committee thereof may convene in executive session to consider personnel matters; 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 Association, upon the affirmative vote in an open meeting to assemble in executive session. The motion shall state specifically the purpose for the executive session. Reference to the motion and the stated purpose for the executive session shall be included in the minutes. The Board of Directors shall restrict the consideration of matters during such portions of meetings to only those purposes specifically exempted and stated in the motion.

## ARTICLE VII

### POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

(a) To adopt and publish Rules and Regulations governing the use of the Common Area and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;

(b) To suspend the voting rights of a Member and his right to use the recreational facilities during any period in which such a Member shall be in default in the payment of any assessment levied by



the Association. Such rights also may be suspended after notice and hearing, for a period not to exceed sixty (60) days, for infraction of published Rules and Regulations;

(c) To exercise for the Association all powers, duties, and authority vested in or delegated to this Association, not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration.

(d) To 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;

(e) To declare the office of a member of the Board of Directors to be vacant in the event such member's voting rights have been suspended according to Section VII(b) herein; and

(f) To employ a manager, an independent contractor, and such other employees as they deem necessary, and to prescribe the duties of said employees.

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

(a) To cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the Members or at any special meeting, when such statement is requested in writing by one-tenth (1/10) of the Members who are entitled to vote;

(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 herein and in the Declaration:

(1) to fix the amount of the annual assessments against each Lot at least thirty (30) days in advance of each annual assessment period; and

(2) to send written notices of each assessment to every owner subject thereto at least thirty (30) days in advance of each annual assessment period;

(d) To issue, or cause an appropriate office to issue, upon demand by any person or as otherwise required by the Governing Documents and in accordance with Association Executive Session practices established by rule under Virginia Code Section 55-510.1(C), a certificate setting forth whether the assessments on a specified Lot have been paid. A reasonable charge may be made by the Board for the issuance of these certificates. Such certificate shall be conclusive evidence of payment of any assessment therein stated to have been paid;

(e) To procure and maintain adequate liability insurance, which shall contain a severability of interest clause or endorsement, which shall preclude the insurer from denying the claim of an Owner because of negligent acts of the Association or other Owners; and to

procure adequate hazard insurance on property owned by the Association;

(f) To cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) To cause the Common Area to be maintained in accordance with the standards adopted by the Board; and

(h) To exercise its powers and duties in good faith as Impartial Decision Makers, with a view to the interests of the Association, and to this end adopt appropriate guidelines for action on matters where a potential conflict of interest may exist.

#### ARTICLE VIII

##### COMMITTEES

The Board of Directors may appoint committees as deemed appropriate in carrying out its purposes. 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. Each committee 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 IX

##### MEETING OF MEMBERS

Section 1. Annual Meetings. The annual meetings of the Association shall be held in the last calendar quarter of each year



at such day and time as set by the Board of Directors. The purpose of the annual meeting shall be to elect the Members of the Board of Directors and to transact such other business as may properly be brought before the meeting.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the president or by the Board of Directors, or upon written request of the Members who are entitled to vote one-tenth (1/10) of all Member votes.

Section 3. Notice of Meetings. Written notice of meetings to amend the Articles of Incorporation or Declaration, to levy special assessment or increase the annual assessment above 10% according to Article V of the Declaration, or to approve a merger or consolidation shall be provided to Members entitled to vote thereat not less than twenty-five (25) days nor more than fifty (50) days prior to such meeting. Notice of all other meetings of Members shall be provided to Members entitled to vote thereat not less than ten (10) nor more than sixty (60) days before such meeting. Each such notice shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by delivering or mailing a copy of the notice, postage prepaid, to each Member entitled to vote at the meeting, addressed to the Member's address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. 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, ten percent (10%) of all Member votes shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If the required quorum is not forthcoming at any meeting, another meeting may be called subject to the notice requirements set forth in Section 3, and the required quorum at any such subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

Section 5. Proxies. At all meetings of Members, each Member may vote in person or by proxy. In order to be valid, a 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 (11) months unless a longer period is specified in the appointment form or upon conveyance by the Member of his Lot.

Section 6. Consent in Lieu of Meeting. Any action which may be taken at a meeting of the Members of the Association can be taken without a meeting if the action is unanimously consented to in writing by the Members of the Association 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 Association.

Section 7. Fixing of Record Date. For the purpose of determining the Members entitled to notice of, or to vote at any annual or special meeting of the Members, or any adjournment thereof, or in order to make a determination of the Members for any other proper purpose, the Board of Directors may fix in advance a date as the record date for any such determination of Members. In any case, such date shall not be more than sixty (60) 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; provided, however, the adjournment is not in excess of 120 days from the record date.

Section 8. Voting Lists. The Secretary of the Association 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 subject to inspection by any Member by appointment during reasonable hours of availability. 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 X

### OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. 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 elect.

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.

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 shall sooner resign, or shall be removed, or otherwise 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. 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 resignation shall not be necessary to make it effective.

Section 6. Disqualification. No Officer shall continue to serve as an officer on the Board should he:

(a) have his Member voting rights suspended as outlined in Article VII Section 1(b) herein,

(b) fail to attend three consecutive Board meetings;

(c) make HOA commitments, provide official statements or otherwise claim to represent Board authority when not authorized by office and/or Board vote;

(d) fail to maintain confidentiality of Executive Session discussions and related materials as outlined in Virginia Code Section 55-510.1(C) and Article VI Section 5 herein;

(e) fail to declare a conflict of interest in cases where he is no longer an impartial decision maker as defined in Article II Section 12 herein;

(f) solicit, receive or accept any remuneration in exchange for a vote and/or favorable or unfavorable disposition on any item under consideration by the Board or any of its committees;

(g) receive a felony conviction during term of service as a Director;

Section 7. Disqualification shall be initiated via written notice at least fifteen (15) days prior to the Board meeting during which the matter is scheduled. The officer may appeal in writing to the Board seven (7) days before the scheduled meeting. The Board must respond before the next Board meeting, or within (10) days whichever is sooner. If the appeal to the Board is denied, or if no timely appeal is submitted, the proposed disqualification shall be subject to a vote at the next Board meeting. Any officer who is disqualified shall be considered to have vacated his position.

Section 8. 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 9. 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.

Section 10. Duties. The duties of the officers are as follows:



(a) President. The president shall preside at all meetings of the Board of Directors and of the Association, shall see that orders and resolutions of the Board are carried out, shall sign all leases, mortgages, deeds, and other written instruments, and shall co-sign all promissory notes and Contracts 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 shall exercise and discharge such other duties as may be required of him by the Board;

(c) Secretary. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members, keep appropriate current records showing the members of the Association together with their addresses, and perform such other duties as required by the Board; and

(d) Treasurer. The treasurer shall sign all checks, co-sign all promissory notes and contracts of the Association, keep proper books of account, cause an annual audit or financial review of the Association books to be made by a public accountant or an audit committee appointed by the Board of Directors at the completion of each fiscal year, prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of such annual budget and statement of income and expenditures to the Members. In addition, the

treasurer shall oversee the filing of tax returns and completion of 1099s as required.

Section 11. Indemnification. Each officer, employee, and agent of the Association, in consideration of each their respective services as such officer, employee, or agent, shall be indemnified by the Association 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/her past or present role in the Association, unless such action was a result of gross neglect or willful misconduct.

## ARTICLE XI

### BOOKS AND RECORDS

The Declaration, the Articles of Incorporation and all amendments thereto, these Bylaws and all amendments thereto, rules and regulations adopted by the directors fixing Member rights, preferences, and limitations, the minutes of all Members' meetings and records of all action taken by Members without a meeting for the past three (3) years, all written communications to Members generally within the past three (3) years, a list of the names and business addresses of the Association's current directors and officers, and the Association's most recent annual report delivered to the State Corporation Commission shall be available for inspection by any Member, subject to Association

Executive Session practices established by rule under Virginia Code Section 55-510.1(C), by appointment and subject to reasonable hours of availability and notice. The Association may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to the Members. The charge may not exceed the estimated cost of production or reproduction of the records.

## ARTICLE XII

### AMENDMENTS

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 in person or by proxy.

## ARTICLE XIII

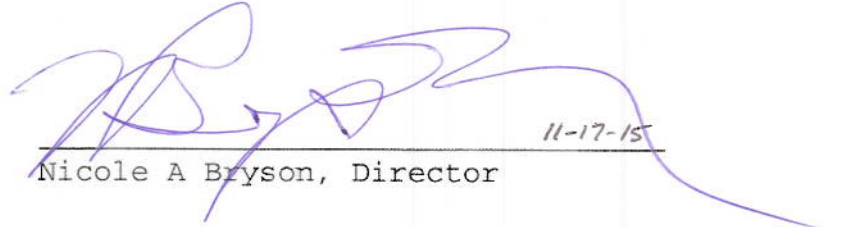
### MISCELLANEOUS

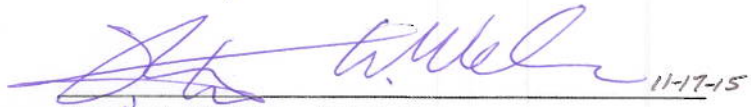
Section 1. The fiscal year of the Association shall begin on the first day of January and end on the 31<sup>st</sup> day of December of every year, provided that said dates fixing the fiscal year may be adjusted at the discretion of the Board.


Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.



IN WITNESS WHEREOF, we being all of the Directors of THE  
HAMLETS HOMEOWNERS ASSOCIATION, have hereunto set our hands this  
6<sup>th</sup> day of November, 2014.

  
11-17-15  
Nicole A Bryson, Director

  
11-17-15  
Steven Wells, Director

  
11-6-14  
Jim Faulk, Director

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary of THE HAMLETS HOMEOWNERS ASSOCIATION, a Virginia non-stock corporation; and

THAT the foregoing Bylaws constitute the Bylaws of said Association, as duly adopted at by the Board of Directors thereof on the 6<sup>th</sup> day of November, 2014.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 6<sup>th</sup> day of November, 2014.

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