

**BY-LAWS OF THE
LEXINGTON ESTATES FIRST HOMEOWNERS ASSOCIATION**

ARTICLE I

NAME AND LOCATION. The name of the corporation is the LEXINGTON ESTATES FIRST HOMEOWNERS ASSOCIATION, hereinafter referred to as the "Association". The principal office of the corporation is located at P.O. Box 45, Great Falls, Virginia 22066, but meetings of members and directors may be held at such places within Fairfax County as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Declaration" shall mean the Declaration of Covenants, Conditions, and Restrictions of the Lexington Estates First Homeowners Association recorded in the Office of the Clerk of Courts, Fairfax County, Virginia.

Section 2. The terms "Association"; "Properties"; "Common Area"; "Lot"; and "Owner" are as defined in the Declaration.

Section 3. "Member" shall mean those persons entitled to membership as provided in the Declaration.

ARTICLE III

MEETING OF MEMBERS

Section 1. **Annual Meetings.** Regular annual meetings of the members shall be called by the Board of Directors.

Section 2. **Special Meetings.** Special meetings of the members may be called by the Board of Directors, or upon written request of a majority of the members.

Section 3. **Notice of Meetings.** Written notice of each meeting of the members shall be given by mailing a copy of such notice, at least thirty (30) days before such meeting to each member, 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 agenda, place, day, and time of the meeting, and whether the meeting will include special business activities as defined below.

Section 4. **Quorum.** The presence at the meeting of members entitled to cast, or of written proxies entitled to cast, thirty-five (35) votes of the membership shall

constitute a quorum for normal business activities except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. For "special" business activities, such as changes to covenants, or votes on special assessments, sixty-three (63) voting members (one more than half of the total membership) must be present (either in person or by written proxy), including the President and at least one Director.

If, however, a quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing in the format prescribed by the Association and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of their Lot, or upon the expiration of ten (10) months from the date of execution, whichever occurs earlier.

Section 6. Simple Majority. All business coming before duly called meeting of the Association will require affirmation of a simple majority of the members present.

ARTICLE IV

BOARD OF DIRECTORS, SELECTION, TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of three (3) directors, who must be members of the Association.

Section 2. Term of Office. There shall be three (3) Directors shall be elected for three (3) years each on a staggered basis, so that each year one Director's term expires.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation, or removal of a director, a successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of their predecessor.

Section 4. Compensation. No director shall receive compensation for any service rendered to the Association. However, any director may be reimbursed for actual expenses incurred in the performance of assigned duties.

Section 5. 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 of the directors. Any action so taken shall have the same effect as though taken at a meeting of the directors.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. **Nomination.** Nomination for election to the Board of Directors may be made by any individual member. A candidate for election may also file a petition for candidacy with the Board of Directors prior to the annual meeting. All nominees must be members of the Association.

Section 2. **Election.** Election to the Board of Directors shall be by secret written ballot, or recorded roll call, at the discretion of the Board of Directors. The persons receiving the largest number of votes shall be elected. This will occur at the annual meeting.

ARTICLE VI

MEETINGS OF DIRECTORS

Section 1. **Regular Meetings.** Regular meetings of the Board of Directors shall be held not less than every other month (monthly) without written notice, at such place and hour as may be decided by the Board and such other times as called by the President.

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.

Section 3. **Quorum.** The president and one additional director shall constitute a quorum for the transaction of business. Every act or decision made by a majority of the directors present at a duly held meeting (at which a quorum is present) shall be regarded as an act of the Board.

Section 4. **Executive Session.** All meetings of the Board shall be open to observers, except the president may call the Board into executive session on personal matters or for hearings on infractions of published rules and regulations. Any action taken by the Board in executive session shall be recorded in the minutes of the Association.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. **Powers.** The Board of Directors has the power to:

(A) adopt and publish rules and regulations governing the use of the Common Area, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

(B) exercise for the Association all powers, duties, and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;

(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 meetings of the Board; and

(D) employ an independent contractor, or such other employees as they deem necessary, for such purposes as maintenance and lawn mowing of the Common Area.

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

(A) 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 membership meeting;

(B) supervise all officers, agents, and employees of this Association, and to see that their duties are properly performed;

(C) as more fully provided in the Declaration, to:

(1) propose and send written notice of the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period; and

(2) enforce the collection of assessments.

(D) procure and maintain adequate liability and hazard insurance on property owned by the Association;

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

(F) prepare, on an annual basis, an operating budget for each forthcoming fiscal year, which budget shall be presented to the members at their annual meeting, provided, however, that a copy of such budget shall be sent to each member at least thirty (30) days prior to such meeting, and shall be approved and adopted or disapproved and rejected by a majority of the members present in person or by proxy;

(G) designate depositories for Association funds and designate those officers, agents, and/or employees who shall have authority to withdraw funds on behalf of the Association;

(H) set aside adequate reserve funds for operation of the Association and the maintenance, repair, and replacement of improvements constructed on Common Areas and Common Area Easements; and

(I) exercise its powers and duties in good faith and in the best interest of the Association, and to this end to avoid conflicts of interest.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. **Enumeration of Offices.** The officers of this Association shall be a President, who shall at all times be a member of the Board of Directors, a Secretary, and a Treasurer, and such other officers as the Board may 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.

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 they shall sooner resign or shall be removed, or otherwise be 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 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 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. The acceptance of such resignation shall not be necessary to make it effective.

Section 6. **Vacancies.** A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve the remainder of the term of the officer replaced.

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.

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

President The president shall preside at all meetings of the Board of Directors; 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 checks and promissory notes.

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

Treasurer The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; and shall 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 each to the members.

ARTICLE IX

COMMITTEES

The Association shall appoint an Architectural Review Board, as provided in the Declaration. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purposes from time to time which committees shall serve at the discretion of the Board of Directors.

ARTICLE X

BOOKS AND RECORDS

The books, records, and papers of the Association shall at all times, during reasonable hours, be subject to inspection by any member. The Declaration, (the Articles of Incorporation,) and the By-Laws of the Association shall be available for inspection by any member and copies may be purchased at reasonable cost.

ARTICLE XI

ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay the Association annual and any special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of ten percent (10%) per annum, and the Association may bring legal action against the Owner personally obligated to pay the

same. Interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of their Lot.

ARTICLE XII

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: "Lexington Estates First Homeowners Association - Virginia 1975".

ARTICLE XIII

AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy, except that the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments if mortgages on any Lots are insured or guaranteed by either of them.

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

ARTICLE XIV

MISCELLANEOUS

The fiscal year of the Association shall begin on January 1, and end on December 31, of every year.

CERTIFICATION

I, the undersigned, do hereby certify:

That I am the duly elected and acting secretary of the Lexington Estates First Homeowners Association, a Virginia corporation, and,

That the foregoing By-Laws constitute the Amended and restated By-Laws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on

_____, 199__.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association the Lexington Estates First Homeowners Association.

(Seal)

(Name)

Secretary.

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