

# BY-LAWS OF STONELEIGH ASSOCIATION

## ARTICLE I

### Offices

The principal office of the corporation in the Commonwealth of Virginia shall be located in the County of Fairfax. The corporation may have such other offices, either within or without the Commonwealth of Virginia, as the Directors may from time to time determine.

The corporation shall have and continuously maintain in the Commonwealth of Virginia a registered office and a registered agent whose office is identical with such registered office, as required by the Virginia Non-Stock Corporation Act. The address of the registered office and the registered agent may be changed from time to time by the directors; and the registered office may be, but need not be, identical with the principal office of the corporation in the Commonwealth of Virginia.

## ARTICLE II

### Members

The corporation shall have one class of members; all lot owners of the sub-division known as Stoneleigh Subdivision shall be members and membership shall be limited to owners of lots in the said subdivision. Each member shall be entitled to one vote, and any member owning more than one lot shall be entitled to one vote for each lot owned. In the event that ownership of a lot in the said subdivision is held in more than one name, the owners shall decide among themselves shall exercise the membership vote for that lot and shall so notify the secretary of the corporation. There shall be no cumulative voting rights.

## ARTICLE III

### Meetings of Members

**Section 1. Annual Meeting.** The first annual meeting of the members shall be held within 90 days from the date membership in the corporation reaches a total of sixty-seven (67) and thereafter on the second Tuesday in November at the hour of 8:00 P.M. for the purpose of electing directors and/or for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day designated herein for the annual meeting or at any adjournment thereof, or pursuant to Section 5 hereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

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**Section 2. Special Meetings.** Special meetings of the members may be called by the President, the Vice President, the Board of Directors, or members of the corporation holding not less than one-fifth of the votes.

**Section 3. Place of Meeting.** The Board of Directors may designate any place within the County of Fairfax, Commonwealth of Virginia, as the place for any annual or special meeting called by the Board of Directors, and the President may designate any place within the County of Fairfax, Commonwealth or Virginia, as the place of meeting for any special meeting called by him or by any other person or persons as provided in Section 2 hereof.

**Section 4. Notice of Meeting.** Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be mailed or delivered not less than ten or more than fifty days before the date of the meeting, except as otherwise specified by law, either personally or by mail, by or at the direction of the President or the Secretary or the person calling the meeting, to each member of the corporation at his address as shown on the records of the corporation. A member may, in a writing signed by him, waive notice of any meeting before or after the date of meeting stated therein.

**Section 5. Informal Action by Members.** Any action required or permitted by law to be taken at a meeting of the members of the corporation may be taken without a meeting, if a consent in writing setting forth the action so taken shall be signed by all of the members of the corporation.

**Section 6. Quorum and Manner of Acting.** Members holding one-fifth of the total votes shall constitute a quorum at any meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by law, or by the Articles of Incorporation of the corporation, or by these By-Laws, or by the Deed.

**Section 7. Conduct of Meetings.** The directors may make such regulations as they deem advisable for any meeting of members, in regard to proof of membership in the corporation, evidence of the right to vote, the appointment and duties of inspectors of votes and such other matters concerning the conduct of the meeting as they shall deem fit. Such regulations shall be binding upon the corporation and its members.

**Section 8. Proxies.** Votes may be cast in person or by proxy. A proxy may be made by any person entitled to vote and shall be valid only for the particular meeting which shall be designated in the proxy. A proxy shall be in writing and shall be filed with the Secretary at least forty-eight hours but not more than two weeks prior to the convening of the particular meeting.

## ARTICLE IV

### Directors

**Section 1. General Powers.** The affairs of the corporation shall be managed by its directors, who shall be members of the corporation and residents of Stoneleigh Subdivision (termination of residency by any director will automatically terminate that person's service as a director of the corporation).

**Section 2. Number and Tenure.** The number of directors shall be seven and a change in the number of directors shall be made by amendment to the Articles of Incorporation of the corporation only. The term of the directors, constituting the initial Board of Directors, shall be until the first membership meeting and until their respective successors are elected. The first election of directors of the corporation shall be held at the first annual meeting of the members or at a special meeting designated by the members.

The directors elected by the members at the first election of directors and thereafter shall be elected for a term of two years or until their respective successors are elected. Any vacancy occurring in the initial or subsequent Board of Directors may be filled at any meeting of the Board of Directors by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors, or by a sole remaining director and, if not previously so filled, shall be filled at the next succeeding meeting of the members of the corporation. Any director elected to fill a vacancy shall serve as such until the expiration of the term of the director, the vacancy in whose position he was elected to fill.

**Section 3. Regular Meetings.** A regular annual meeting of the Board of Directors shall be held within two weeks following the annual meeting of members at such time and place, within the Commonwealth of Virginia, as may be specified in the notice thereof. The Board of Directors may provide by resolution the time and place, within the Commonwealth of Virginia, as the place for the holding of additional regular meetings of the Board without other notice than such resolution.

**Section 4. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President, the Vice President, or any two directors. The person or persons authorized to call special meetings of the Board may fix any place, within the Commonwealth of Virginia, as the place for holding any special meeting of the Board called by them.

**Section 5. Notice.** Notice of any meeting of the Board of Directors for the holding of which notice is required shall be given at least five days previous thereto by written notice delivered personally or sent by mail or telegram to each director at his address as shown on the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so

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addressed with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may, in a writing signed by him, before or after the time of meeting stated therein, waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting, unless specifically required by Law, by the Articles of Incorporation of the corporation, or by these By-Laws.

**Section 6. Quorum.** Except as otherwise provided by Law or by the Articles of Incorporation of the corporation, or by these By-Laws, a majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

**Section 7. Manner of Acting.** The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by Law, or by the Articles of Incorporation of the corporation, or by these By-Laws, or by the Deed.

**Section 8. Compensation.** Directors as such shall not receive any stated salaries for their services, but nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

**Section 9. Informal Action by Directors.** Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent, in writing, setting forth the action so taken, shall be signed by all the directors.

**Section 10. Designated Powers.** The directors shall, without further authorization or restriction unless otherwise provided, manage the affairs of the corporation for the maintenance of the lands of the corporation as private streets, walks and parks for the benefit of the residents and owners of the subdivision and for the promotion of the common good and welfare of the residents and owners of the subdivision. In this regard, the Board of Directors may issue standards, regulations and rules. The following standing committees will assist and report to the Board of Directors and will participate in the development of said standards, regulations and rules as directed by the Board of Directors: Architectural Standards, Community Relations, Finance, Landscaping, Legal Advisory, Maintenance, and Security. Each committee will be chaired by a resident or owner designated by the Board of Directors.

The directors shall not, except upon the approval of the members at an annual meeting or at a special meeting called for that purpose, acquire by any means, or sell, lease, exchange, mortgage, pledge, or otherwise alienate or encumber the lands of the corporation.

**Section 11. Removal.** Any director may be removed by a majority vote at a special meeting of the corporation called for that purpose by a majority of the directors or one-fifth of the members.

## ARTICLE V

### Officers

**Section 1. Officers.** The officers of the corporation shall be a president and a vice president, who shall be directors, a secretary, a treasurer, and such other officers, who may be but need not be directors, including one or more assistant secretaries and one or more assistant treasurers, as the Board of Directors shall deem desirable. Such other officers shall have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person, excepting the offices of president and secretary.

**Section 2. Election, Term of Office and Vacancies.** The offices of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected. A vacancy in any office arising because of death, resignation, removal or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

**Section 3. Removal.** Any officer may be removed by the Board of Directors whenever, in its judgment, the best interests of the corporation shall be served thereby.

### Section 4. Powers and Duties.

**Section 4.1. President.** The President shall be the chief executive officer of the corporation. He shall have all the powers and duties usually vested in the office of President of a corporation, including but not limited to the power to appoint committees from among the members from time to time, as he in his discretion may determine appropriate, to assist in the conduct of the affairs of the corporation.

**Section 4.2. Vice President.** The Vice President shall serve in the absence of the President or in the case of inability of the President to perform his duties.

**Section 4.3. Secretary.** The Secretary shall keep the minutes of the annual and any special meetings of the corporation and the Board of Directors. He shall attend to the giving and serving of all notices to the members and directors and other notices required by law. He shall have custody of the seal of the corporation and affix it to instruments requiring a seal when duly signed. He shall keep the records of the corporation, except those of the Treasurer, and shall perform all other duties incident to the office of Secretary and as maybe required by the directors or the President.

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**Section 4.4. Treasurer.** The Treasurer shall keep the books of account of the corporation. He shall receive all funds of the corporation and issue payment for the legal obligations of the corporation properly incurred by the Board of Directors or the officers of the corporation.

**ARTICLE VI**

**Seal**

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation, the year Of its incorporation and the words "Corporate Seal - Virginia."

**ARTICLE VII**

**Amendments**

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by the members of the corporation at an annual meeting, at a special meeting called for that purpose, or by mail provided that a least a total of one-fifth of the members cast mail ballots. The proposed alterations, amendments or other changes to the By-Laws shall be provided to the members at least 30 days prior to the annual or special meeting. If the vote is to be by mail the ballots and proposed alterations, amendments or changes shall be delivered or placed in the mails to all members at least 30 days prior to the date provided for return of the ballots.