

**BY-LAWS OF
HUNTINGTON FOREST HOMEOWNERS ASSOCIATION**
Adopted October 16, 2021

ARTICLE I NAME AND LOCATION

The name of the corporation is Huntington Forest Homeowners Association, hereinafter referred to as the "Association." The principal office of the Association is P.O. Box 10099, Alexandria, VA 22310.

ARTICLE II DEFINITIONS

Section 1. "Association" — "Association" shall mean and refer to Huntington Forest Homeowners Association, its successors and assigns.

Section 2. "Lot" — "Lot" shall mean and refer to any property designated as Lots 1 through 118, inclusive, and Lot 158 in the Kings Landing Subdivision shown as Subdivision 36 on Fairfax County property map number 82 04. See Exhibit A to the Declaration.

Section 3. "Declaration" — "Declaration" shall mean and refer to the Amended and Restated Declaration of Covenants, Conditions and Restrictions set forth by and on behalf of Huntington Forest Homeowners Association as recorded in the Office of Clerk of Circuit Court of Fairfax County, Virginia.

Section 4. "Member" — "Member" shall mean and refer to 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.

ARTICLE III MEETINGS OF MEMBERS

Section 1. Annual Meetings. A meeting of Members (the "Annual Membership Meeting") shall be held in November of each year at such place, or entirely or partially by electronic means, as may be determined by resolution of the Board.

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-fourth (1/4) of all of the votes of the membership.

Section 3. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, at least 25 days before such meeting to each Member entitled to vote thereat, 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, one-tenth (1/10) of the votes of the Association membership shall constitute a

quorum for any action except as otherwise provided in the Articles of Incorporation or the Declaration.

Section 5. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his/her Lot.

ARTICLE IV BOARD OF DIRECTORS; SELECTION; TERMS OF OFFICE

Section 1. Number. The Association shall be managed by a Board of not less than five (5) nor more than nine (9) directors, who must be Members of the Association, serving staggered three (3) year terms.

Section 2. Term of Office. The Directors shall be elected by the Members at the Annual Meeting of the Association for terms of three (3) years, except as provided in Section 4. The terms begin at the conclusion of the Annual Meeting at which they were elected.

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.

Section 4. Vacancy. Any vacancy occurring in the 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. A Director so elected to fill a vacancy shall serve until the next Annual Meeting, at which time, if the term in question has not expired, the Members shall elect a Member to serve as a Director for the remainder of the term of the Director, whose departure from the Board created the vacancy.

Section 5. Compensation. No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his/he actual expenses incurred in the performance of his/her duties.

Section 6. 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.

ARTICLE V NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each Annual Membership Meeting to serve from the close of such meeting until the close of the next annual meeting; such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall, in its discretion, determine, but not less than the number of vacancies that are to be filled.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the Members or their proxies may cast their vote in respect to each position to be filled at the annual meeting, or they may return their ballot by mail or other delivery to the Secretary. The persons receiving the largest number of votes shall be elected. In the case of a position being filled for less than three years, such position will be filled by the person receiving the next most votes after the three-year term positions have been filled. Cumulative voting is not permitted.

ARTICLE VI MEETINGS OF DIRECTORS AND COMMITTEES

Section 1. Regular Meetings.

- (a) Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour and/or entirely or partially by electronic means as may be fixed from time to time by resolution of the Board.
- (b) Meetings of an Association committee shall be held either on a regular basis without notice, or otherwise with notice, at such place and hour and/or entirely or partially by electronic as may be fixed from time to time by resolution of the committee.

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

Section 3. 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 present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 4. Additional Provisions

- (a) All meetings of the Board of Directors and Association committees shall be open to all Members of record.
- (b) Upon the affirmative vote in an open meeting to assemble in executive session, the Board of Directors and any Association committee may convene in executive session to:
 - (i) consider personnel matters;
 - (ii) consult with legal counsel;
 - (iii) discuss and consider contracts, pending or probable litigation, and matters involving violations of the declaration or rules and regulations adopted pursuant to such declaration for which a Member or his family members, tenants, guests, or other invitees are responsible; or
 - (iv) discuss and consider the personal liability of Members to the Association.
- (c) Consideration of matters during executive session portions of meetings shall be restricted to only those purposes specifically stated in the motion. No contract, motion, or other action adopted, passed, or agreed to in executive session shall become effective unless the Board of Directors or an Association committee, following the executive session, reconvenes in open meeting and takes a vote on such contract,

motion, or other action, which shall have its substance reasonably identified in the open meeting.

- (d) Subject to reasonable rules adopted by the Board of Directors, a designated period of time during a meeting shall be provided to allow Members an opportunity to comment on any matter relating to the Association. During a meeting at which the agenda is limited to specific topics or at a special meeting, the Board of Directors may limit the comments of Members to the topics listed on the meeting agenda.
- (e) Unless otherwise exempt as relating to an executive session, a copy of all agenda packets and materials for a meeting furnished to members of the Boards of Directors or an Association committee shall be made available for inspection by Members at the same time such documents are furnished to the members of the Boards of Directors or an Association committee.
- (f) Except for the election of officers, voting by secret or written ballot in an open meeting is not permitted.

ARTICLE VII POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

- (a) 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) suspend the voting rights and right to use the recreational facilities of a Member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and herein, for a period not to exceed 60 days for infraction of published rules and regulations;
- (c) 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;
- (d) 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; and
- (e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.
- (f) incur debt for the Association not to exceed 150% of the previous year's income, provided that additional amounts may be authorized by the assent of two-thirds (2/3) of the votes at a meeting of Members duly called for that purpose; the quorum for such meeting shall be Members representing 72 Lots, either in person or by proxy.

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

- (a) make electronically available to the Members the Association's current Declaration, Articles of Incorporation, and By-Laws; all current policy and administrative resolutions the Board has adopted; the HFHOA architectural guidelines; and minutes of meetings of Members, the Board of Directors, and committees.
- (b) 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, or at any special meeting, when such statement is requested in writing by one-fourth (1/4) of the Members who are entitled to vote,
- (c) supervise all officers, agents and employees of the Association;
- (d) as more fully provided in the Declaration, to:
 - 1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;
 - 2) send notice of such assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and
- (e) 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;
- (f) procure and maintain adequate liability and hazard insurance on property owned by the Association;
- (g) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- (h) Within 14 days after receipt of a written request and instructions from a Member seeking to sell his/her home, or from his/her authorized agent, deliver a pre-sale disclosure packet as directed in the written request as required by the Virginia Property Owners Association Act. Upon request from the settlement agent, provide the settlement agent with written escrow instructions directing the amount of any funds to be paid from the settlement proceeds to the Association.

ARTICLE VIII 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 an Annual Membership 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/she 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 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 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 for the remainder of the term of the officer he/she replaces.

Section 7. Multiple Offices. The office of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any other office except for 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 and of the Association; shall see all orders and resolutions of the Board are carried out; shall sign other written instruments and promissory notes as agreed to by the Board.

Vice President — The vice president shall act in the place and stead of the president in the event of his/her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by the Board.

Secretary — The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; 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; sign all checks and promissory notes of the Association; keep proper books of account; and prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and posted on the Association’s website.

ARTICLE IX COMMITTEES

The Association shall appoint an Architectural Review Committee, as provided in the Declaration, and a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member.

ARTICLE XI USE OF TECHNOLOGY

Section 1. Notices. Any notice required to be sent to or received by a Member and any signature, vote, consent, or approval required to be obtained may be accomplished using electronic means.

Section 2. Electronic transmission and other equivalent methods. The Association, Members, and those entitled to occupy a Lot may perform any obligation or exercise any right under provisions of the Declaration, Articles of Incorporation or these By-Laws by use of any technological means providing sufficient security, reliability, identification, and verifiability. "Acceptable technological means" shall include without limitation electronic transmission over the Internet or other network, whether by direct connection, telecopier, or electronic mail.

Section 3. Signature requirements. An electronic signature meeting the requirements of applicable law shall satisfy any requirement for a signature under any provision of the Declaration, Articles of Incorporation or these By-Laws.

Section 4. Voting rights. Voting, consent to and approval of any matter under any provision of the Declaration, Articles of Incorporation or these By-Laws may be accomplished by electronic provided that a record is created as evidence thereof and maintained as long as such record would be required to be maintained in nonelectronic form. If the vote, consent, or approval is required to be obtained by secret ballot, the electronic means shall protect the identity of the voter. If the electronic means cannot protect the identity of the voter, another means of voting shall be used.

Section 5. Acknowledgment not required. Subject to any provisions of law, no action required or permitted by any provision of the Declaration, Articles of Incorporation or these By-Laws need be acknowledged before a notary public if the identity and signature of such person can otherwise be authenticated to the satisfaction of the Board of Directors.

Section 6. Meetings. Any meeting of the Association, the Board of Directors, or any committee may be held entirely or partially by electronic means, provided that the Board of Directors has adopted guidelines for the use of electronic means for such meetings. Such guidelines shall ensure that persons accessing such meetings are authorized to do so and that persons entitled to participate in such meetings have an opportunity to do so. The Board of Directors shall determine whether any such meeting may be held entirely or partially by electronic means.

Section 7. Nontechnology alternatives. If any person does not have the capability or desire to conduct business using electronic transmission or other equivalent technological means, the Association shall make a reasonable alternative, at its expense, for such person to conduct business with the Association without use of such electronic or other means.

Section 8. Exceptions. This article shall not apply to any notice related to an enforcement action by the Association, an assessment lien, or foreclosure proceedings in enforcement of an assessment lien.

ARTICLE XII ADDITIONAL PROVISIONS

Section 1. Amendments. These By-Laws replace all previous By-Laws as amended. These By-Laws may be amended at a regular or special meeting of the Members, at which there is a quorum of Members present in person or by proxy, by a vote of a majority of those voting, and if notice of such proposed amendment has been given to Members in accordance with Article III, Section 3 of these By-laws.

Section 2. Precedence of Documents. 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.

IN WITNESS WHEREOF, the undersigned, constituting the Board of Directors of the Huntington Forest Homeowners Association, certify that these By-Laws were approved by the Association on October 16, 2021.

Mike Gomez

Chris McCormack

Steve Piper

Nancy Rottenecker