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UNIVERSITY SQUARE HOMEOWNERS' ASSOCIATION, INC.

BY-LAWS

(Draft January 27, 2023)

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37 **ARTICLE 1 – PURPOSE AND POWERS OF THE ASSOCIATION**

38

39 1.1 Purpose. University Square Homeowners Association, Inc., hereinafter referred to as
40 the "Association", was established in 1978 under the Articles of Incorporation of University
41 Square Homeowners Association, Inc., hereinafter referred to as the "Articles", as recorded
42 with the Commonwealth of Virginia Corporation Commission. The Association consists of
43 one-hundred, sixty-five (165) single family residential Lots and Common Areas as duly
44 dedicated, plotted, and recorded among the land records of Fairfax County, Virginia. The
45 Declaration of Covenants, Conditions and Restrictions, hereinafter referred to as the
46 "Declaration", is recorded with each Lot land record and legally binds the relationship of the
47 Lot Owner(s) and the Association.

48 The Association is formed specifically for the maintenance, preservation, and
49 architectural control of the residential Lots and Common Areas Properties and to promote the
50 health, safety, and welfare of the residents. The Association shall exercise all the powers and
51 privileges, and shall perform all the duties and obligations, as set forth in the Articles and the
52 Declaration.

53 The Association is registered with the Commonwealth of Virginia Corporation
54 Commission as a non-stock, non-profit organization. The Association is registered with the
55 Virginia Department of Professional and Occupational Regulation (DPOR), Common
56 Interest Community Board as a Property Owners' Association. The principal mailing address
57 of the Association is P.O. Box 16, Fairfax, Virginia 22038-0016.

58

59 1.2 Powers. In accordance with the Articles, the Association shall:

60 a.) exercise all of the powers and privileges and to perform all of the duties and
61 obligations of the Association as set forth in the Declaration;

62 b.) fix, levy, collect and enforce payment by any lawful means, all charges, or
63 assessments pursuant to the terms of the Declaration; to pay all expenses in connection
64 therewith and all office and other expenses incident to the conduct of the business of the
65 Association, including all licenses, taxes or governmental charges levied or imposed against
66 the property of the Association;

67 c.) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate,
68 maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or
69 personal property in connection with the affairs of the Association;

70 d.) borrow money, and with the assent of more than two-thirds (2/3) of members
71 mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as
72 security for money borrowed or debts incurred;

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73 e.) dedicate, sell, or transfer all or any part of the Common Area to any public
74 agency, authority, or utility for such purposes and subject to such conditions as may be
75 agreed to by the members. No such dedication to transfer shall be effective unless there has
76 been the assent given by more than two-thirds (2/3) of members, agreeing to such
77 dedication, sale, or transfer;

78 f.) participate in mergers and consolidations with other nonprofit corporations
79 organized for the same purposes or annex additional residential property and Common Area,
80 provided that any such merger, consolidation or annexation shall have the assent of more
81 than two-thirds (2/3) of members;

82 g.) have and to exercise any and all powers, rights, and privileges which a
83 corporation organized under the Non-Stock, Non-Profit Corporation Law of the State of
84 Virginia by law may now or hereafter have or exercise.

85
86
87 **ARTICLE 2 - DEFINITIONS**

88
89 2.1 Articles. "Articles" shall mean and refer to the Articles of Incorporation of
90 University Square Homeowners Association, Inc. as recorded with the Commonwealth of
91 Virginia.

92
93 2.2 Association. "Association" shall mean and refer to University Square Homeowners'
94 Association, Inc., its successors, and assigns.

95
96 2.3 Common Area. "Common Areas" shall mean and refer to all real property owned by
97 the Association for the common use and enjoyment of the Members.

98
99 2.4 Declaration. "Declaration" shall mean and refer to the Declaration of Covenants,
100 Conditions and Restrictions applicable to the Properties recorded in the Clerk's Office of
101 Fairfax County, Virginia.

102
103 2.5 Lot. "Lot" shall mean and refer to any plot of land in University Square Subdivision as
104 shown upon the recorded subdivision map of the Properties except for the Common Areas.

105
106 2.6 Member. "Member" shall mean and refer to those Owners entitled to membership as
107 provided in the Declaration.

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109 2.7 Owner. "Owner" shall mean and refer to the record Owner, whether one or more
110 persons or entities of the simple title to any Lot which is a part of the Properties, including
111 contract sellers, but excluding those having such interest merely as security for the
112 performance of an obligation.

113
114 2.8 Property. "Property" shall mean and refer to that certain real property described in the
115 Declaration, and such additions thereto as may hereafter be brought within the jurisdiction of
116 the Association.

117
118

119 **ARTICLE 3 - ASSOCIATION MEMBERSHIP AND RIGHTS**

120

121 3.1 Membership¹. Every person or entity who is a recorded Lot Owner in University
122 Square Subdivision shall be a Class A Member of the Association hereinafter referred to as
123 the Member. While a single Lot may have more than one Member, the vote for such a Lot
124 shall be exercised as they determine, but in no event shall more than one vote be cast with
125 respect to any one Lot.

126

127 The Association has the right to dedicate or transfer all or any part of the
128 Common Area to any public agency, authority, or utility for such purposes and subject to
129 such conditions as may be agreed to by the members. No such dedication or transfer shall be
130 effective unless an instrument agreeing to such dedication or transfer signed by two-thirds
131 (2/3) of each class of members has been recorded.

132

133

134 **ARTICLE 4 - BOARD OF DIRECTORS**

135

136 4.1 Number. In accordance with the Articles, a Board of nine (9) Directors, who are
137 Members belonging to the Association and in good standing, shall manage the affairs of this
138 Association. No more than one Owner of a Lot may be eligible for the Board of Directors at
139 any one time.

140

141 4.2 Term of Office. Elected Board of Directors shall serve for a term of three years. Terms
142 for Board of Directors shall be staggered to the best extent possible.

143

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144 4.3 Removal. Any Board of Director may be removed from the Board by a majority of a
145 quorum of Members present in person or by proxy at an Association Special Meeting
146 specifically called for that purpose. The Board of Directors may declare the office of a
147 Board of Director to be vacant if such Director is absent from three (3) consecutive Board of
148 Directors Meetings. The Board of Directors may fill a vacancy on the Board in the event of
149 death, resignation, or removal of a Board of Director. The successor shall serve for the
150 unexpired term of the predecessor.

151
152 4.4 Compensation. No Board of Director shall receive compensation for any service
153 rendered to the Association. However, any Board of Director may be reimbursed for actual
154 expenses incurred in the performance of duties.

155

156

157 **ARTICLE 5 - NOMINATION AND ELECTION OF DIRECTORS**

158

159 5.1 Nomination. Nomination for election to the Board of Directors may be made by a
160 nominating committee, which will be established at the March Association General Meeting.
161 Also, nominations may be made from the floor at the annual meeting. The Nominating
162 Committee shall consist of a Chairperson, who shall be a Board of Director, and two or more
163 Association Members. The Nominating Committee shall make at least one nomination for
164 each vacancy of the Board of Directors. Nominations shall be Association Members. The
165 Nominating Committee shall present a slate of proposed candidates to the Secretary for the
166 purpose of developing ballots prior to each September Association General Meeting. The
167 Secretary shall verify the candidates' eligibility with the Treasurer.

168

169 5.2 Election. Election to the Board of Directors shall be by written ballot mailed to each
170 Member at least thirty (30) days prior to the September General Meeting. The persons
171 receiving the largest number of returned votes shall be elected.

172

173

174 **ARTICLE 6 - POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

175

176 6.1 Powers. The Board of Directors shall have power to:

177 a.) Exercise all the powers, rights, and privileges, and perform all of the duties and
178 obligations of the Association as set forth in the By-Laws, the Articles, and the Declaration;

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- 179 b.) Exercise all the powers, rights, and privileges, and perform all the duties and
180 obligations of the Association authorized by law now or hereafter for a corporation organized
181 under the non-stock, non-profit corporation law of the Commonwealth of Virginia;
- 182 c.) Exercise all the powers, rights, and privileges, and perform all of the duties and
183 obligations of the Association authorized by law now or hereafter for a registered Common
184 Interest Community Homeowners Association of the Commonwealth of Virginia;
- 185 d.) Establish, maintain, and approve by a majority vote of the Board of Directors, the
186 Exterior Architectural Guidelines and Restrictions (EAG&R) for the purpose of maintaining
187 a high standard of aesthetic quality, community identity, and functional cohesiveness which
188 ultimately enhances property values and promotes a harmonious community. Establish
189 penalties for the infraction thereof in accordance with the Code of Virginia;
- 190 e.) Adopt and publish fees, rules and regulations governing the use of the Common
191 Areas, and the personal conduct of the Members and their guests thereon;
- 192 f.) Fix, levy, collect and enforce payment by any lawful means, all charges, or
193 assessments pursuant to the terms of the Declaration;
- 194 g.) Pay all expenses in connection therewith and all other expenses incident to the
195 conduct of the business of the Association, including licenses, taxes or government charges
196 levied or imposed against the property of the Association;
- 197 h.) Suspend the voting rights, the rights to use Common Areas, and services provided
198 to a Member by the Association during any period in which such Member is in default in the
199 payment of any assessment levied by the Association or after notice and hearing for
200 infraction of published exterior guidelines and restrictions until corrected;
- 201 i.) Employ independent contractors, as deem necessary to prescribe their duties.

202
203 6.2 Duties. The Board of Directors duties shall be to:

- 204 a.) Maintain and keep a complete record of all its acts and affairs required by law for
205 a corporation organized under the non-stock, non-profit corporation law of the
206 Commonwealth of Virginia;
- 207 b.) Maintain and keep a complete record of all its acts and affairs required by law for
208 a registered Common Interest Community Homeowners Association of the Commonwealth
209 of Virginia;
- 210 c.) Assign a Board of Director as the registered agent for the Association with the
211 Commonwealth of Virginia;
- 212 d.) Present the status of the Associations at the general meeting and at special
213 meeting;

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214 e.) Supervise all officers and agents of this Association, and to see that their duties
215 are properly performed,

216 f.) Provide written notice of each assessment to every Member at least thirty (30)
217 days in advance of each annual assessment payment date;

218 g.) Issue, or to cause an appropriate officer to issue, upon demand by any person, a
219 certificate setting forth whether any assessment has been paid. A reasonable charge may be
220 made by the Board of Directors for the issuance of these certificates. If a certificate states an
221 assessment has been paid, such certificate shall be conclusive evidence of such payment;

222 h.) Procure and maintain adequate liability and hazard insurance on the Board of
223 Directors and the Common Area property owned by the Association;

224 i.) Ensure all officers or agents are insured and bonded, as deem appropriate; and

225 j.) Maintain the Common Areas.

226

227

228 **ARTICLE 7 - OFFICERS AND THEIR DUTIES**

229

230 7.1 Officers. The Association shall have a Board of Directors, President, and Vice
231 President, who are always a Member of the Association. Other officers may include a
232 Secretary, a Treasurer, and such other officers as the Board of Directors may create by
233 resolution. The Board of Directors shall elect officers within sixty (60) days following the
234 election of new directors at the September General Meeting of the Members. The elected
235 officers of this Association shall hold office for one (1) year unless he/she shall sooner
236 resign, or shall be removed, or otherwise be disqualified to serve. The same person may hold
237 the offices of Secretary and Treasurer. No person shall simultaneously hold more than one of
238 any of the other offices.

239

240 7.2 Resignation and Removal. The Board of Directors may remove any officer from office
241 with or without cause. Any officer may resign at any time giving written notice to the Board
242 of Directors, the President, or the Secretary. Such resignation shall take effect on the date of
243 receipt of such notice or at any later time specified therein, the acceptance of such resignation
244 shall not be necessary to make it effective. A vacancy in any office may be filled by Board
245 of Director appointment. The officer appointed to such vacancy shall serve for the remainder
246 of the term of the officer replaced.

247

248 7.3 Duties. The duties of the officers are as follows:

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249 a.) President. The President shall preside at all meetings of the Members and Board
250 of Directors; shall see that orders and resolutions of the Board of Directors are carried out;
251 shall sign all leases, mortgages, deeds, and other written instruments and shall co-sign with
252 the Treasurer all promissory notes.

253 b.) Vice President. The Vice President shall act in the place and stead of the President
254 in the event of his/her absence, inability, or refusal to act, and shall exercise and discharge
255 such other duties as may be required of him/her by the Board of Directors.

256 c.) Secretary. The Secretary shall record the votes and keep the minutes of all
257 meetings and proceedings of the Board of Directors and of the Members; serve notice of
258 meetings of the Board of Directors and of the Members; keep the corporate seal of the
259 Association and affix it on all papers requiring said seal and shall perform such other duties
260 as required by the Board of Directors.

261 d.) Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts
262 all monies of the Association and shall disburse such funds as directed by resolution of the
263 Board of Directors; shall sign all checks; co-sign with the President promissory notes of the
264 Association; keep proper books of account; keep appropriate current records showing the
265 Members of the Association together with their addresses, make arrangements to prepare the
266 Association tax returns; and shall prepare, and make available a copy of an annual budget
267 and a statement of income and expenditures to be presented to the membership at the General
268 Meetings.

269
270 7.4 Special Appointments. The Board of Directors may elect Special Appointments as the
271 affairs of the Association may require, each of whom shall hold office for such periods, have
272 such authority, and perform such duties as the Board of Directors may, from time to time,
273 determine.

274

275

276 **ARTICLE 8 - MEETINGS**

277

278 8.1 Association General Meetings. Association General Meetings shall be held no less than
279 twice a year. One meeting shall be held in the month of September at which time new Board
280 of Directors shall be elected to fill vacancies on the Board, the Board of Directors shall
281 present the income/expense for the current year, and the Board of Directors shall present the
282 projected income/expense for the coming year. The second General Meeting shall be held in
283 the month of March and the Board of Directors shall present the income/expense for the

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284 current year. The Board of Directors shall determine the time and place of the general
285 meetings.

286

287 8.2 Association Special Meetings. Association Special Meetings may be called at any time
288 by a majority of the Board of Directors, or upon written request of at least forty-two (42) of
289 the one-hundred, sixty-five (165) Lots.

290

291 8.3 Association Meeting Notification. Written notice of each Association General and
292 Special Meeting shall be mailed to the Members at not less than fifteen (15) days nor more
293 than forty-five (45) days in advance of the meeting. Such notice shall specify the meeting,
294 place, date, and the purpose of the meeting.

295

296 8.4 Association Meeting Quorum and Voting Rights. The presence at the Association
297 General and Special Meetings of seventeen (17) Lots entitled to vote and proxies Lots
298 entitled to vote, shall constitute a quorum for any action except as otherwise provided in the
299 Articles, the Declaration, or these By-Laws. If a quorum is not present or represented at any
300 meeting, the Lots entitled to vote shall have the power to adjourn the meeting, without notice
301 other than announcement at the meeting, until a quorum shall be present or be represented.

302

303 At all Association General and Special Meetings, each Lot may vote in person or by
304 proxy. All proxies shall be in writing and filed with the secretary prior to the scheduled
305 meeting. Every proxy shall be revocable and shall automatically cease upon adjournment of
306 the scheduled meeting.

306

307 8.5 Board of Directors Meetings. The Board of Directors Meetings shall be held quarterly
308 at a minimum. Meeting notifications with the date(s) and place(s) shall be identified at the
309 General Meetings and on the USHA web site. Association Members may attend upon
310 notification to the Board of Directors President.

311

312 8.6 Special Directors Meetings. Special Board of Directors Meetings shall be held when
313 called by the President of the Association, or by any two Board of Director, after not less
314 than three (3) days' notice to each Board of Director. Notice to the Members of Special
315 Meetings will be posted on the USHA web site contemporaneously with notice provided to
316 the Board of Directors.

317

318 8.7 Board of Directors Meeting Quorum. A majority of five (5) Board of Directors shall
319 constitute a quorum for transaction of business. Every act or decision done or made by a

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320 majority of the Board of Directors present at a duly held meeting at which a quorum is
321 present shall be regarded as the act of the Board of Directors.

322

323 8.8 Meeting Minutes. All meetings shall be documented by written minutes and posted on
324 the USHA Website within sixty (60) days of the meeting. Minutes shall document date and
325 time, names of all persons in attendance, include all material presented at the meeting,
326 highlight key discussion, and record all decisions, votes, and actions.

327

328

329 **ARTICLE 9 - ASSESSMENTS**

330

331 9.1 Annual Assessment. In accordance with the Declaration, each Member is subject to
332 annual assessment by the Association and is obligated to pay to the Association annual
333 assessments, which are secured by a continuing lien upon the property against which the
334 assessment is made. The assessment levied by the Association shall be used exclusively to
335 promote the recreation, health, safety, and welfare of the residents of the Properties and for
336 the improvements and maintenance of the Common Area.

337

338 The Association's fiscal year shall be from 1 January to 31 December. The Board of
339 Directors shall set the amount of the annual assessment fee if not more than a five percent
340 (5%) increase above the assessment amount for the previous year. Assessment Fee increases
341 above five percent (5%) requires approval by at least two-thirds (2/3) of the Lots.

342

343 9.2 Payments. The Board of Directors shall provide written notice to each Lot Owner no
344 later than thirty (30) days prior to a payment due date. Members may elect to pay in full by 1
345 October for the coming fiscal year or may make two equal half payments by the due dates of
346 1 October and 1 April. Any assessments, not paid within thirty (30) days after due, shall be
347 delinquent and the assessment shall bear interest from the date of delinquency at the rate of
348 six percent (6%) per annum ².

349

350 ² The Declaration recorded for Lots 1 through 60 states six percent (6%) and the Declaration recorded for Lots 61
351 through 165 states twelve percent (12%). In fairness, the lesser penalty of six percent (6%) is being used for all Lots.

352

353 9.3 Special Assessments. In accordance with the Declaration, each Member is subject to
354 special assessment by the Association and is obligated to pay to the Association special
355 assessments, which are secured by a continuing lien upon the property against which the
assessment is made. Special Assessment for Capital Improvements proposed by the Board of

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356 Directors require approval of at least two-thirds (2/3) of the Lots. Details of the
357 improvement, cost, and terms of payment will be defined specific to each proposal.

358

359 9.4 Meeting Notification. Written notice of any meeting called for the purpose of
360 obtaining Members approval of an Annual Assessment Fee or a Special Assessment Fee
361 shall be sent to all Members not less than fifteen (15) days nor more than forty-five (45)
362 days in advance of the meeting.

363

364 9.5 Collection of Late Payment. The use of a collection agency is authorized when the
365 account is in arrears for more than 30 days. All fees and charges made by the collection
366 agency and other Association costs will be added to the delinquent account. The Association
367 may bring action at law against the Lot Owner(s) personally obligated to pay the same and
368 may secure a lien against the property. All late fee interest, collection agency costs, and
369 reasonable attorney's fees of any such action shall be added to the amount of such
370 assessment. The Association may foreclose the lien against the property if payment in full is
371 not received within six months of securing a lien. No Owner may waiver or otherwise escape
372 liability for the assessments provided for herein by nonuse of the Common Areas or
373 abandonment of his Lot.

374

375 **ARTICLE 10 - COMMITTEES**

376

377 The Board of Directors shall appoint an Exterior Architectural Review Committee
378 (ERAC) as provided in the Declaration and a Nominating Committee as provided in these
379 By-Laws. The Board of Directors shall appoint other committees as deemed appropriate in
380 carrying out its purpose. All Committee meetings shall be open to any Association Member
381 and notice of Committee meetings shall be posted on the USHA web site.

382

383

384 **ARTICLE 11 - BOOKS AND RECORDS**

385

386 The Association shall keep copies of the Articles, Declaration, By-Laws, and EAG&R
387 and all amendments to them. The Association shall keep as permanent records minutes of all
388 meetings of its Members and Board of Directors, a record of all actions taken by the Members
389 or Board of Directors without a meeting, and a record of all actions taken by a committee of

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390 the Board of Directors in place of the Board of Directors on behalf of the corporation. The
391 Association shall maintain appropriate accounting records.

392 The Articles, Declaration, By-Laws, books, records, and papers of the Association shall
393 be subject to inspection, during reasonable business hours, by any Member, by contacting the
394 President of the Association.

395

396

397 **ARTICLE 12 - CORPORATE SEAL**

398

399 The Association shall have a seal in circular form having within its circumference the
400 words: University Square Homeowners' Association, Inc.

401

402

403 **ARTICLE 13 - RENTAL PROPERTIES**

404

405 Lot Owners who rent rooms or the entire property are required to notify the Association
406 of the tenants names and contact information. Lot Owners that are not residing on the Lot are
407 required to provide the Association their mailing address and contact information, as well as
408 the contact information of the property manager if used. Lot Owners are to ensure all tenants
409 comply with the USHA Exterior Architecture Guidelines and Restrictions (EAG&R). Lot
410 Owners are required to comply with the current Fairfax County Zoning Ordinances which
411 establishes and limits how many people can live in a single residence.

412

413

414 **ARTICLE 14 – SALE OF PROPERTIES**

415

416 Lot Owners who place their property for sale are required to provide written
417 notification to the Association of such a sale. The Code of Virginia for a Common Interest
418 Community Homeowners Association requires potential buyers be provided an Association
419 Disclosure Packet of governing documents and policies. The Association is responsible for
420 preparing the Disclosure Packet which includes a statement as to whether the property is or is
421 not in violation of any Association Articles, Declaration, By-Laws, or Architecture
422 Guidelines and Restrictions. The Association has fourteen (14) days after receipt of a written
423 request to complete the Disclosure Packet and may charge a fee within the allowable limits
424 of the Code of Virginia.

425

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426 **ARTICLE 15 – ANNEXATION**

427

428 The Association may annex additional residential property and Common Area with the
429 consent of at least two-thirds (2/3) of the Lots.

430

431

432 **ARTICLE 16 - DISSOLUTION**

433

434 The Association may be dissolved with the assent given by more than seventy-five
435 percent (75%) of members. Upon dissolution of the Association, other than incident to a
436 merger or consolidation the assets of the Association shall be dedicated to an appropriate
437 public agency to be used for purposes similar to those for which this Association was
438 created. In the event that such dedication is refused acceptance, such assets shall be
439 granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other
440 organization to be devoted to such similar purposes.

441

442 **ARTICLE 17 - AMENDMENTS**

443

444 These By-Laws may be amended, at a regular or special meeting of the Members, by a
445 recorded vote of a majority of a quorum of Members present in person or by proxy. In the
446 case of any conflict between these By-Laws and the Articles or the Declaration, the Articles
447 and the Declaration shall control.

448

449

450