

**UNIVERSITY SQUARE HOMEOWNERS'
ASSOCIATION, INC.**

BY-LAWS

August 10, 2023

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ARTICLE 1 – PURPOSE AND POWERS OF THE ASSOCIATION

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

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

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

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

- a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration;
- b) fix, levy, collect and enforce payment by any lawful means, all charges, or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;
- c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;
- d) borrow money, and with the assent of more than two-thirds (2/3) of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

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

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

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

ARTICLE 2 - DEFINITIONS

1. Articles. "Articles" shall mean and refer to the Articles of Incorporation of University Square Homeowners Association, Inc. as recorded with the Commonwealth of Virginia.
2. Association. "Association" shall mean and refer to University Square Homeowners' Association, Inc., its successors, and assigns.
- 2.3 Common Area. "Common Area" shall mean and refer to all real property owned by the Association for the common use and enjoyment of the Members.
4. Declaration. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Clerk's Office of Fairfax County, Virginia.
5. Lot. "Lot" shall mean and refer to any plot of land in University Square Subdivision as shown upon the recorded subdivision map of the Properties except for the Common Areas.
6. Member. "Member" shall mean and refer to those Owners entitled to membership as provided in the Declaration.

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7. Owner. "Owner" shall mean and refer to the record Owner, whether one or more persons or entities of the simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.
8. Property. "Property" shall mean and refer to that certain real property described in the Declaration, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

ARTICLE 3 - ASSOCIATION MEMBERSHIP AND RIGHTS

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

ARTICLE 4 - BOARD OF DIRECTORS

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

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

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

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

ARTICLE 5 - NOMINATION AND ELECTION OF DIRECTORS

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

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

ARTICLE 6 - POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

- a) Exercise all the powers, rights, and privileges, and perform all of the duties and obligations of the Association as set forth in the Articles, the Declaration, and the By-Laws;
- b) Exercise all the powers, rights, and privileges, and perform all the duties and obligations of the Association authorized by law now or hereafter for a corporation organized under the non-stock, non-profit corporation law of the Commonwealth of Virginia;
- c) Exercise all the powers, rights, and privileges, and perform all of the duties and obligations of the Association authorized by law now or hereafter for a registered Common Interest Community Homeowners Association of the Commonwealth of Virginia;

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d) Establish, maintain, and approve by a majority vote of the Board of Directors, the Exterior Architectural Guidelines and Restrictions (EAG&R) for the purpose of maintaining a high standard of aesthetic quality, community identity, and functional cohesiveness which ultimately enhances property values and promotes a harmonious community. Establish penalties for the infraction thereof in accordance with the Declaration and by law now or hereafter for a registered Common Interest Community Homeowners Association of the Commonwealth of Virginia Code of Virginia;

e) Adopt and publish fees, rules and regulations governing the use of the Common Areas, and the personal conduct of the Members and their guests thereon;

f) Fix, levy, collect and enforce payment by any lawful means, all charges, or assessments pursuant to the terms of the Declaration;

g) Pay all expenses in connection therewith and all other expenses incident to the conduct of the business of the Association, including licenses, taxes or government charges levied or imposed against the property of the Association;

h) Suspend the voting rights, the rights to use Common Areas, and services provided to a Member by the Association during any period in which such Member is in default in the payment of any assessment levied by the Association or after notice and hearing for infraction of published exterior guidelines and restrictions until corrected;

i) Employ independent contractors, as deem necessary to prescribe their duties.

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

a) Maintain and keep a complete record of all its acts and affairs required by law for a corporation organized under the non-stock, non-profit corporation law of the Commonwealth of Virginia;

b) Maintain and keep a complete record of all its acts and affairs required by law for a registered Common Interest Community Homeowners Association of the Commonwealth of Virginia;

c) Assign a Board of Director as the registered agent for the Association with the Commonwealth of Virginia;

d) Present the status of the Associations at the general meeting and at special meeting;

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

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

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- g) Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether any assessment has been paid. A reasonable charge may be made by the Board of Directors for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- h) Procure and maintain adequate liability and hazard insurance on the Board of Directors and the Common Area property owned by the Association;
- i) Ensure all officers or agents are insured and bonded, as deem appropriate; and
- j) Maintain the Common Areas.

ARTICLE 7 - OFFICERS AND THEIR DUTIES

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

7.2 Resignation and Removal. The Board of Directors may remove any officer from office with or without cause. Any officer may resign at any time giving written notice to the Board of Directors, 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, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office may be filled by Board of Director appointment. The officer appointed to such vacancy shall serve for the remainder of the term of the officer replaced.

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

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

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b.) 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 of him/her by the Board of Directors.

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

d.) 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; co-sign with the President promissory notes of the Association; keep proper books of account; keep appropriate current records showing the Members of the Association together with their addresses, make arrangements to prepare the Association tax returns; and shall prepare, and make available a copy of an annual budget and a statement of income and expenditures to be presented to the membership at the General Meetings.

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

ARTICLE 8 - MEETINGS

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

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

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

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

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

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

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

8.7 Board of Directors Meeting Quorum. A majority of five (5) Board of Directors shall constitute a quorum for transaction of business. Every act or decision done or made by a majority of the Board of Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board of Directors.

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

ARTICLE 9 - ASSESSMENTS

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

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

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

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

9.3 Special Assessments. In accordance with the Declaration, each Member is subject to special assessment by the Association and is obligated to pay to the Association special 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 Directors require approval of at least two-thirds (2/3) of the Lots. Details of the improvement, cost, and terms of payment will be defined specific to each proposal.

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

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

ARTICLE 10 - COMMITTEES

The Declaration allows the Board of Directors to establish an architectural committee, hereafter called the Exterior Architectural Review Committee (EARC). The EARC shall be composed of three (3) or more Association Members appointed by the Board of Directors. The EARC shall regulate the exterior design, appearance, and location of all improvements to the lots in accordance with the Exterior Architectural Guidelines and Restrictions (EAG&R). The EARC shall review and approval Member applications for changes and improvements for compliance with the EAG&R. Exceptions to the EAG&R are to be deferred to the Board of Directors for disposition. The EARC shall conduct periodic surveys no less than once a year of the Association properties for compliance with the EAG&R and shall provide property owners with the results. The EARC shall present the status of the committee's efforts at the Board of Directors Meetings and Association General Meetings.

The Board of Directors shall appoint a Board of Directors Nominating Committee as needed and provided in these By-Laws, as well as appoint other committees as deemed appropriate in carrying out Association efforts.

ARTICLE 11 - BOOKS AND RECORDS

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The Association shall keep copies of the Articles, Declaration, By-Laws, and EAG&R and all amendments to them. The Association shall keep as permanent records minutes of all meetings of its Members and Board of Directors, a record of all actions taken by the Members or Board of Directors without a meeting, and a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the corporation. The Association shall maintain appropriate accounting records. The Association shall maintain and keep all records required by the Commonwealth of Virginia for a non-profit corporation and a registered Common Interest Community Homeowners Association.

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

ARTICLE 12 - CORPORATE SEAL

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

ARTICLE 13 - RENTAL PROPERTIES

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

ARTICLE 14 – SALE OF PROPERTIES

Lot Owners who place their property for sale are required to provide written notification to the Association of such a sale. The Code of Virginia for a Common Interest Community Homeowners Association requires potential buyers be provided Association

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governing documents and policies. The Association is responsible for preparing the information which includes a statement as to whether the property is or is not in violation of any Association Articles, Declaration, By-Laws, or Architecture Guidelines and Restrictions. The Association has fourteen (14) days after receipt of a written request to complete the information and may charge a fee for preparing the information within the allowable limits of the Code of Virginia.

ARTICLE 15 – ANNEXATION

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

ARTICLE 16 - DISSOLUTION

The Association may be dissolved with the consent of at least seventy-five (75%) of the Lots and with proper notification to state and local government agencies. All common areas owned by the Association shall be granted, conveyed, and assigned to a public agency, nonprofit corporation, association, trust, or other organization.

ARTICLE 17 - AMENDMENTS

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