

**BY-LAWS
OF
UNIVERSITY SQUARE HOMEOWNERS' ASSOCIATION, INC.**
(Revised October 7, 2015)

**ARTICLE I
NAME AND LOCATION**

The name of the corporation is University Square Homeowners' Association, Inc., hereinafter referred to as the "Association". The principal address of the corporation shall be located at P.O. Box 16, Fairfax, Virginia 22038-0016 but meetings of owners and directors may be held at such places within the State of Virginia, County of Fairfax, as may be designated by the Board of Directors.

**ARTICLE II
DEFINITIONS**

Section 1. "Association" shall mean and refer to University Square Homeowners' Association, Inc., its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the association.

Section 3. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

Section 5. "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.

Section 6. "Declarant" shall mean and refer to Richlynn Development, Inc., a Virginia Corporation, its successors and assigns if such successors or assigns should acquire more than one undeveloped Lot from the Declarant for the propose of development.

Section 7. "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.

Section 8. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration. Every owner of a lot which is subject to assessment shall be a member of the Association. In accordance with the Declaration, 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 lot." While both the Declaration and Articles of Incorporation refer to votes of certain percentages of the membership to amend those documents, it is clear from the wording of Article III of the Declaration that all voting is based on a maximum of 165 votes. Therefore, votes requiring 2/3rds approval of the entire membership would mean that 110

of the 165 lots would so approve. Likewise, votes requiring 75% approval of the entire membership would require approval from 124 of the 165 lots.

ARTICLE III MEETINGS

Section 1. General Meetings. General meetings shall be held no less than twice a year. One meeting shall be held in the month of October at which time new directors shall be elected to fill vacancies on the Board, the second meeting shall be held in the month of March. The Board of Directors shall determine the time and place.

Section 2. Special Meetings. Special meetings of the owners may be called at any time by the president or by the Board of Directors, or upon written request of one-fourth of the owners.

Section 3. Notice of General Meetings. Written notice of each: a) general, and b) special meeting, of the owners shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a notice at least a) 15 days before the meeting, or b) 7 days before the special meeting. The notice will be mailed to the owners' address last appearing on the books of the Association, or supplied by an owner to the Association for the purpose of notice. Such notice shall specify the meeting, place, date and the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of owners entitled to vote, or of proxies entitled to vote, one tenth of the votes (17) shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If a quorum is not present or represented at any meeting, the owners entitled to vote shall have power to adjourn the meeting, without notice other than announcement at the meeting, until a quorum shall be present or be represented.

Section 5. Proxies. At all meetings of owners, each owner 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 owner of his Lot.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Number. A Board of seven (7) directors, who are lot owners belonging to the Association, shall manage the affairs of this Association. No more than one owner of a lot may be eligible for the Board at any one time.

Section 2. Term of Office. At the October meeting, the membership shall elect directors for a term of two years See Article 5, Section 2. Terms for Directors shall be staggered to the extent possible.

Section 3. Removal. Any director may be removed from the Board by a majority vote of the full ownership of the Association at a meeting specifically called for that purpose. In the event of death, resignation or removal of a director, the successor shall serve for the unexpired term of 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 duties.

**ARTICLE V
NOMINATION AND ELECTION OF DIRECTORS**

Section 1. Nomination. Nomination for election to the Board of Directors may be made by a nominating committee, which will be established at the March meeting. Also, nominations may 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 or Directors, and two or more owners of the Association. The Nominating Committee shall present a slate of proposed candidates to the Secretary for the purpose of developing ballots at least two months prior to each October meeting of the owners. (The Secretary shall verify the candidates' eligibility with the Treasurer.) The Nominating Committee shall make at least one nomination for each vacancy of the Board of Directors. Nominations shall be made only from Association owners.

Section 2. Election. Election to the Board of Directors shall be by written ballot. At such elections the owners or their proxies may cast, in respect to each vacancy, one vote for each lot owned. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted. Elections will be held at the October meeting.

**ARTICLE VI
MEETING OF DIRECTORS**

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held quarterly with notice, at such place and hour as may be fixed by resolution of the Board. Publication of these meetings on the USHA web site is considered reasonable notice.

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, after not less than three (3) days' notice to each director. Notice to the membership of special meetings will be posted on the USHA web site contemporaneously with notice provided to the Directors.

Section 3. Quorum. A majority of the number of directors (4) shall constitute a quorum for 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.

**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 exterior architectural guidelines and restrictions, the use of the Common Area, and the personal conduct of the owners and their guests thereon, and to establish penalties for the infraction thereof (in accordance with Title 55 of the Code of Virginia – 55-513. Adoption and Enforcement of Rules.) ;

b) Suspend the voting rights and right to use common areas and services provided to an owner by the Association during any period in which such owner shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing for infraction of published rules and regulations until corrected;

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 that such member shall be absent from three (3) consecutive regular meetings of the Board of Directors;

e) Fill any vacancy on the board until the next election; and

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

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

a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the owners at the annual meeting, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the owners who are entitled to vote

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

c) As more fully provided in the Declaration,

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 written notice of each assessment to every owner at least thirty (30) days in advance of each annual assessment period; and

3) Foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally.

d) 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;

e) Procure and maintain adequate liability and hazard insurance on property owned by the Association;

f) Cause all officers or agents having fiscal responsibilities to be bonded, as it may deem appropriate; and

g) Cause the Common Area to be maintained.

ARTICLE VIII OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a president and a vice president, who shall at all times be members of the Board of Directors. Other officers may include a secretary, 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 the October annual meeting of the owners.

Section 3. Term. The Board shall elect the officers of this Association annually 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 periods, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. The Board may remove any officer from office with or without cause. 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 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 replaced.

Section 7. Multiple Offices. 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 except in the case of special officers 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 check and promissory notes.

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.

SECRETARY

The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the owners; 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.

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; serve notice of meetings of the Board and of the owners; keep appropriate current records showing the owners of the Association together with their addresses, make arrangements to prepare the Association tax returns; be the registered agent with the Virginia State Corporation Commission, 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 its October meeting

ARTICLE IX COMMITTEES

The Board of Directors shall appoint an Exterior Architectural Review Committee (ERAC), 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. All Committee meetings shall be open to any USHA member and notice of Committee meetings shall be posted on the USHA web site.

ARTICLE X BOOKS AND RECORDS

The Declaration, Articles of Incorporation, By-Laws, books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any owner by contacting the treasurer of the Association.

ARTICLE XI ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments, which are secured by a continuing lien upon the property against which the assessment is made. Annual assessments are due October 1st, the first day of the Association's fiscal year. Owners may elect to make two equal payments on the due dates of October 1st and April 1st. Any assessments, which are not paid when due, shall be delinquent. If the assessment is not paid within sixty (60) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of 6 percent per annum.

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. In addition, the Association may bring action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waiver or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his Lot.

ARTICLE XII CORPORATE SEAL

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

ARTICLE XIII AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the owners, by a vote of a majority of a quorum of owners present in person or by proxy.

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.