

**SECOND AMENDMENT AND RESTATEMENT OF THE BY-LAWS OF
FOXVALE FARM HOMEOWNERS ASSOCIATION**

**ARTICLE I
NAME AND LOCATION**

The name of the corporation is Foxvale Farm Homeowners' Association, hereinafter referred to as the "Association." The principal address of the corporation shall be Post Office Box 331, Great Falls, Virginia 22066; but meetings of members and directors may be held at such places within the Commonwealth 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 Foxvale Farm Homeowners' Association, its successors and assigns.

Section 2. "Owner" shall mean and refer to any record owner, whether one or more persons or entities, of the fee 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 3. "Properties" shall mean and refer to that certain real property described in the Association's Declaration of Covenants, Conditions and Restrictions and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 4. "Common Area" shall mean and refer to all real property (including the improvements thereto) owned by the Association for the common use and enjoyment of the Owners.Section 5. "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 6. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions, and Restrictions applicable to the Properties recorded in the land record of Fairfax County, Commonwealth of Virginia.

Section 7. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration of Covenants, Conditions and Restrictions.

**ARTICLE III
MEETING OF MEMBERS**

Section 1. Annual Meetings. The annual meeting of the Members shall be held each year within 30 days of June 15th, at a reasonable hour that would be convenient to Members.

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 25% of the Members who are entitled to vote.

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, by mailing (or emailing) a copy of such notice, postage prepaid, not less than 20 days nor more than 50 days in advance of the 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 shall constitute a quorum for any action except as otherwise provided in the Declaration of Covenants, Conditions, and Restrictions or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing, filed with the secretary, and shall designate the vote(s) to be cast or shall authorize a specified member of the Board to cast a vote(s). Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot.

Section 6. Voting Rights. Members shall be deemed "entitled to vote" if they are current in the payment of all assessments, charges, late fees, attorneys fees, costs or any other charges that have been assessed against the Member and/or his or her Lot.

ARTICLE IV BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of Directors, who shall be Members of the Association. The Board shall have nine (9) directors.

Section 2. Term of Office. The Members shall elect three directors for a term of three (3) years at each annual meeting.

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 at a meeting called for that purpose for which there is a quorum present. In determining quorum and votes to be counted, only Members who are entitled to vote shall be counted. If the membership removes a director, then the membership shall vote on the replacement director who shall serve the unexpired term of his predecessor. In the event of a vacancy on the Board, other than a vacancy created by removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The directors shall have the right to vote on any matter 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 and the record of the consents and the vote shall be filed with the Board of Directors' meeting minutes.

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 if so directed by the Board of Directors. Otherwise, a call for nominations shall be sent to the Members and 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 or the Board of Directors. The Nominating Committee may be appointed by the Board of Directors prior to each annual meeting of the members, to serve until the next 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, all Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration of Covenants, Conditions and Restrictions. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly or at such intervals as set by the Board of Directors, at such place and hour as the Board may fix from time to time. Notice of the time, date, and place of each meeting of the Board of Directors or of any subcommittee or other committee thereof shall be published where it is reasonably calculated to be available to a majority of the Members

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, reasonable under the circumstances, of special or emergency meetings shall be given to the Members contemporaneously with the notice provided to the Board of Directors or any subcommittee or other committee thereof conducting the meeting.

**ARTICLE VII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

Section 1. Powers. The Board of Directors shall have the 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, including the issuance of monetary charges;

(b) adopt and publish architectural guidelines prescribed by Article V of the Declaration of Covenants, Conditions, and Restrictions to ensure the harmony of appearance and quality of architectural and external designs of all properties in the Association.

(c) suspend the voting rights and right to use of the Common Area of a Member during any period in which such Member shall be in default in the payment of any assessment, charge, fine, attorney's fee, cost or any other expense levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days, for infraction of published rules and regulations;

(d) 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 or the Declaration of Covenants, Conditions and Restrictions;

(e) 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

(f) employ a manager, an independent contractor, or such other employees as they deem necessary, and 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 members at the annual meeting of the Members;

(b) supervise all officers, agents, and employees of this Association, and to see that their duties are properly performed;

(c) as more fully provided in the Declaration of Covenants, Conditions and Restrictions, to:

(1) endeavor to fix the amount of the annual assessment to every Owner subject thereto at least thirty (30) days in advance of each fiscal year.

(2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment due date; 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 obligated to pay the same.

(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 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;

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

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate and as may be required by law;

(g) cause the Common Area to be maintained and improvements to be made thereon;

(h) procure and maintain adequate Directors and Officers liability insurance in an amount deemed appropriate and in accordance with the amounts required by law.

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 of Directors 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 each annual meeting of the Members.

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 shall sooner resign, or shall be removed, or otherwise be disqualified to serve. An officer may serve successive one (1) year terms.

Section 4. Special Appointments. The Board may appoint 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 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 replaces.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

President

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

Vice-President

(b) The vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

Secretary

(c) 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

(d) 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; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the Members. The treasurer shall perform such additional duties and services as determined by the Board.

**ARTICLE IX
COMMITTEES**

The Board of Directors shall appoint an Architectural Control Committee, as provided in the Declaration of Covenants, Conditions, and Restrictions, and may appoint 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 purposes. The Board of Directors shall also have the power to appoint a committee which consists of Board members to perform limited duties as may be deemed necessary.

**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 subject to the Virginia Property Owners Association Act provisions regarding the same. The Declaration of Covenants, Conditions and Restrictions and the By-Laws of the Association shall be available for inspection by any member of the Association.

**ARTICLE XI
ASSESSMENTS**

As more fully provided in the Declaration of Covenants Conditions and Restrictions, 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. Any assessments which are not paid when due shall be delinquent. If any assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of 6 percent per annum., The Board shall also have the power to adopt a late fee for an unpaid installment and may do so by resolution. The Association may bring an 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 waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his Lot.

**ARTICLE XII
AMENDMENTS**

Section 1. Amendments to these By-Laws may be approved, at a regular or special meeting of the members, and/or Board of Directors by a vote of a majority of the votes entitled to be cast by a quorum of members and/or board members 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 of Covenants, Conditions, and Restrictions and these By-Laws, the Declaration of Covenants, Conditions, and Restrictions shall control.

**ARTICLE XIII
MISCELLANEOUS**

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year unless otherwise determined by the Board of Directors.

The effective date of this Amendment shall be date of adoption specified below.

Foxvale Farm Homeowners' Association

By: Steve Goggin, President

AMENDMENT ACTION RECORD

Duly adopted at a meeting of the Board of Directors held November 14, 2017.

Motion by: Luke McFadden

Seconded by: Steve Goggin

VOTE:

	YES	NO	ABSTAIN	ABSENT
<u>Tom Hixon</u> President	<u>X</u>	_____	_____	_____
<u>Luke McFadden</u> Vice President	<u>X</u>	_____	_____	_____
<u>Tom Dee</u> Secretary	<u>X</u>	_____	_____	_____
<u>Steve Wilson</u> Treasurer	<u>X</u>	_____	_____	_____
<u>David Cole</u> Director	<u>X</u>	_____	_____	_____
<u>Steve Goggin</u> Director	<u>X</u>	_____	_____	_____
<u>Emily Hemberg</u> Director	_____	_____	_____	<u>X</u>
<u>Brendan Sullivan</u> Director	_____	_____	_____	<u>X</u>
<u>Dolly Whelan</u> Director	<u>X</u>	_____	_____	_____

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected secretary of the Foxvale Farm Homeowners' Association a Nonstock Virginia corporation, and,

THAT the foregoing By-Laws constitute the amended and restated By-Laws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the 14th day of November 2017.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 28th day of November, 2017



Secretary