MLB/t
6/20/90
6175

BYLAWS OF

TUDOR SQUARE HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

DEFINITIONS

SECTION 1. "Association" shall mean and refer to Tudor Square Homeowners Association, Inc., a non-stock Virginia Corporation, its successors and assigns.

SECTION 2. "Properties" shall mean and refer to that certain real property described as Access Easement or Parking Area, and such additions thereto as may hereafter be brought within the jurisdiction of the Corporation.

SECTION 3. "Lot" shall mean and refer to any of the lots designated upon the plat of Tudor Square, Sections I and 2, with the exception of the Access Easement or Parking Area.

SECTION 4. "Member" shall mean and refer to every person or entity who holds membership in the Association. All members must be a record owner of a fee or undivided fee interest in a lot in Tudor Square, Section I or Section 2.

SECTION 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of a fee simple title to any Lot in Tudor Square, Section I or Section 2, including contract sellers, but excluding those having

such interest merely as security for the performance of an obligation.

SECTION 6. The "Act" shall mean and refer to The Property Owners' Association Act of the Code of Virginia (1950, as amended), Section 55-508, et seq., and all amendments thereto.

ARTICLE II

INCORPORATION OF DEEDS OF DEDICATION AND ACT

SECTION 1. The Deeds of Dedication of Tudor Square, Sections I and 2, dated March 1, 1987, and March 28, 1988, respectively, of record in the Clerk's Office of the Circuit Court of Frederick County, Virginia, in Deed Book 642, at Page 101, and in Deed Book 676, at Page 762, respectively, together with any amendments thereof which are duly recorded in said Clerk's Office are herein referred to and by this reference set out haec in verba.

SECTION 2. The provisions of The Property Owners' Association Act of the Code of Virginia (1950, as amended), Section 55-508, et seq., and all amendments thereto, are herein referenced to and by this reference set out haec in verba.

ARTICLE III

LOCATION

SECTION 1. The principal office of the Association shall be located at the Residence of the President of the Association, or at such other office as is agreed to by the Directors.

ARTICLE IV

MEMBERSHIP

SECTION 1. The Deeds of Dedication of Tudor Square, Sections I and 2, dated March 1, 1987, and March 28, 1988, respectively, of record in the Clerk's Office of the Circuit Court of Frederick County, Virginia, in Deed Book 642, at Page 101, and in Deed Book 676, at Page 762, respectively, together with any amendments thereof which are duly recorded in said Clerk's Office, are herein referred to and by this reference set out haec in verba.

SECTION 2. The rights of membership are subject to the payment of annual and special assessments levied by the Association, the obligation of which assessments is imposed against each owner of and becomes a lien upon the property against which such assessments are made as provided by the appropriate ARTICLE addressing the subject in the aforesaid

Deeds of Dedication, which have been made a part hereof as stated above and as set forth in The Property Owners' Association Act of the Code of Virginia (1950, as amended), Section 55-508, et seq.

SECTION 3. The membership rights of any person whose interest in any of the Lots is subject to the assessment under the aforesaid Deeds of Dedication and Act are personally obligated to pay such assessment, whether or not he be personally obligated to pay such assessments, may be suspended by action of the Directors during the period when the assessments remain unpaid; but, upon payment of such assessments, his rights and privileges shall be automatically restored.

SECTION 4. Membership is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. Ownership of such a Lot shall be the sole qualification for membership.

ARTICLE V

VOTING RIGHTS

SECTION 1. The Deeds of Dedication and The Property Owners' Association Act herein referred to are by this reference set out haec in verba.

SECTION 2. The rights of membership are subject to the payment of annual and special assessments levied by the Association, the obligation of which assessments is imposed against each owner of and becomes a lien upon the property against which assessments are made as provided in the aforesaid Deeds of Dedication and Act, and by this reference set out haec in verba.

SECTION 3. The membership rights of any person whose interest in any of the Lots is subject to assessments under the aforesaid Deeds of Dedication, whether or not he be personally obligated to pay such assessments, may be suspended by action of the Directors during the period when the assessments remain unpaid; but, upon payment of such assessments, his rights and privileges shall be automatically restored. The Association shall have one (1) class of voting membership. Each Member shall be entitled to one (1) vote for each Lot owned. When more than one (1) person holds an interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they among themselves

determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

ARTICLE VI

BOARD OF DIRECTORS

SECTION 1. Directors shall be elected at the annual meeting of Members or at a special meeting called for that purpose as provided by law, by a plurality of the votes cast at such election. Directors shall serve until the date herein fixed for the next annual meeting of Members and until the election of their respective successors. Directors must be Members. There shall be a minimum of three (3) Directors and a maximum of nine (9) Directors. The Directors shall not be paid a Director's fee, but shall be reimbursed their reasonable expenses.

SECTION 2. At the first organizational (special) meeting of Members, the initial Board of Directors shall be elected, which Directors shall be in number as set forth in SECTION 1, supra. Such Directors shall serve until the first annual meeting of Members, as set forth in ARTICLE XI, SECTION 1, infra.

SECTION 3. At the first annual meeting, the Members

shall elect not less than three (3) nor more than nine (9) Directors. Each Director shall serve for a term of one (1) year.

ARTICLE VII

ELECTION OF DIRECTORS:

NOMINATION, COMMITTEE, ELECTION COMMITTEE

SECTION 1. Election to the Board of Directors shall be by vote taken at the annual meeting or such other meeting called for such purpose. At such meeting, the Members or their proxies may cast, in respect of each vacancy, as many votes as they are entitled to exercise under the provisions of the recorded covenants applicable to the Properties. The names receiving the largest number of votes shall be elected.

SECTION 2. It shall be the responsibility of the Secretary to tabulate and report the results of the voting for election of Directors at the annual or other special meeting at which such elections are held. The Secretary shall ascertain that any member casting a vote by proxy is acting pursuant to a valid proxy.

The Board of Directors shall not be required to disclose to anyone the vote of any member or his proxy.

ARTICLE VIII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

SECTION 1. The Board of Directors shall have the power:

(a) To call special meetings of the Members whenever it deems necessary and it shall call a meeting at any time upon written request of one-fourth (1/4) of the voting Membership, as provided in ARTICLE XI, SECTION 2, of these Bylaws.

(b) To appoint and remove at pleasure all officers, agents and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these Bylaws shall be construed to prohibit the employment of any Member, Officer, or Director of the Association in any capacity whatsoever.

(c) To establish, levy and assess, and collect the assessments of charges referred to in ARTICLE IV, SECTION 2, of these Bylaws. Further, for good cause shown, the Directors shall have the express authority to exempt any lots in said subdivision from liability for any assessments.

(d) To adopt and publish rules and regulations governing the use of the common properties and facilities and the personal conduct of the Members and their guests thereon.

(e) To exercise for the Association all powers, duties and authority vested in or delegated to this Association, except those reserved to the meeting or to Members in the covenants.

(f) In the event that any Member of the Board of Directors of this Association shall be absent three (3) consecutive regular meetings of the Board of Directors, the Board may by action taken at the meeting during which said third absence occurs, declare the office of said absent Director be vacant.

SECTION 2. It shall be the duty of the Board of Directors:

(a) To 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 or at any special meeting when such is requested in writing by one-fourth (1/4) of the voting Membership, as provided in ARTICLE XI, SECTION 2, of these Bylaws.

(b) To 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 Deed of Dedication applicable to the Properties:

(1) To fix the amount of the assessment against each Lot for each assessment period at least thirty (30) days in advance of such date or period and, at the same time;

(2) To prepare a roster of the Properties and assessment applicable thereto which shall be kept in the Office of the Association and shall be open to inspection by any Member, and, at the same time;

(3) To send written notice of each assessment to every Owner subject thereto.

(d) To issue, or to cause an appropriate officer to issue, upon demand by any person a certificate setting forth whether any assessment has been paid. Such certificate shall be conclusive evidence of any assessment therein stated to have been paid.

(e) To comply with the provisions of The Property Owners' Act, and in conjunction therewith, to prepare and make available to any lot owner upon request an

Association Disclosure Packet, with the fee therefor to be determined by the Board of Directors.

ARTICLE IX

DIRECTORS' MEETINGS

SECTION 1. A regular meeting of the Board of Directors shall be held at least once a year on the first Wednesday of November at 6:30 p.m. If the date for the regular meeting of the Directors shall fall upon a holiday, the meeting will be held at the same hour on the first day following which is not a holiday; provided, however, that the Board of Directors may, by resolution, change the day and hour of holding such regular annual meeting.

SECTION 2. Notice of such regular meeting is hereby dispensed with. If the day for the regular meeting shall fall upon a holiday, the meeting shall be held at the same hour on the first day following which is not a holiday, and no notice thereof need be given.

SECTION 3. Special meetings of the Board of Directors shall be held when called by any officer of the Association or by any two Directors after not less than three (3) days notice to each Director.

SECTION 4. The transaction of any business at any

meeting of the Board of Directors, however called and noticed, or wherever held, shall be as valid as though made at a meeting duly-held after regular call and notice if a quorum is present, and if either before or after the meeting, each of the Directors no present signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

SECTION 5. The majority of the Board of Directors shall constitute a quorum thereof.

ARTICLE X

OFFICERS

SECTION 1. The officers shall be a President, a Secretary and a Treasurer. All such officers shall be Members of the Board of Directors.

SECTION 2. The officers shall be chosen by majority vote of the directors.

SECTION 3. All officers shall hold office at the pleasure of the Board of Directors.

SECTION 4. The President shall preside at all

meetings of the Board of Directors, shall see that orders and resolutions of the Board of Directors are carried out and sign all notes, checks, leases, mortgages, deeds and all other written instruments.

SECTION 5. The Secretary shall be ex officio the Secretary of the Board of Directors, shall record the votes and keep the minutes of all proceedings in a book to be kept for that purpose. He shall sign all certificates of membership. He shall keep the records of the Association. he shall record in a book kept for that purpose the names of all Members of the Association, together with their addresses as registered by such Members (ARTICLE XI, SECTION 3, of these Bylaws).

SECTION 6. 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, provided however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The Treasurer shall sign all checks and notes of the Association.

SECTION 7. The Treasurer shall keep proper books of

account and present an accounting of the Association books to the Members at the completion of each fiscal year. He shall prepare an annual budget and an annual balance sheet statement, and the budget and balance sheet statement shall be presented to the Membership at its regular annual meeting.

ARTICLE XI

MEETINGS OF MEMBERS

SECTION 1. The regular meeting of the Members shall be at such time as may be fixed by the Board of Directors, but in no event later than twelve (12) months after the date of the previous annual meeting. In addition to the election of Directors, the Membership shall conduct such other business allowed by law.

SECTION 2. Special meetings of the Members for any purpose may be called at any time by the President, the Secretary or Treasurer, or by any three or more Members of the Board of Directors, or upon written request of the Members who have a right to vote one-fourth (1/4) of all of the votes of the entire Membership.

SECTION 3. Notice of any meeting shall be given to the Members by the Secretary. Notice may be given to the

Member either personally, or by sending a copy of the notice through the mail, postage thereon fully prepaid to his address appearing on the books of the corporation. Each Member shall register his address with the Secretary, and notices of meetings shall be mailed to him at such address. Notice of any meetings, regular or special, shall be mailed at least six (6) days in advance of the meeting and shall set forth in general the nature of the business to be transacted, provided, however, that if the business of any meeting shall involve an election governed by ARTICLE VII of these Bylaws or any action governed by the Articles of Incorporation or by the Covenants applicable to the Properties, notice of such meeting shall be given or sent as therein provided.

The presence at the meeting of Members or of proxies entitled to cast sixty-seven percent (67%) of all votes shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called, subject to the applicable notice requirement set forth in these Bylaws and the required quorum at any such subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

ARTICLE XII

PROXIES

SECTION 1. At all corporate meetings of Members, each Member may vote in person or by proxy.

SECTION 2. All proxies shall be in writing and filed with the Secretary. No proxy shall extend beyond a period of eleven (11) months, and every proxy shall automatically cease upon sale by the Member of his home or other interest in the Properties.

ARTICLE XIII

BOOKS AND PAPERS

SECTION 1. The books, records and papers of the Association shall at all times, during reasonable business hours, or at a mutually convenient time and location, and upon five (5) days' written notice, be subject to the inspection of any Member. In addition, the provisions of the Act pertaining to access to Association records are hereby incorporated by reference as if set out in full.

ARTICLE XIV

AMENDMENTS

SECTION 1. These Bylaws may be amended, at a regular

or special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy, provided that those provisions of these Bylaws which are governed by the Articles of Incorporation of this Association may not be amended except as provided in the Articles of Incorporation or applicable law; and provided further that any matter stated herein to be or which is, in fact, governed by the Deeds of Dedication and Act applicable to the Properties may not be amended except as provided in such Deeds of Dedication and applicable law; and provided further that any matter stated herein to be or which is in fact governed by the Deeds of Dedication or Act applicable to the Properties may not be amended, except as provided in such Deeds of Dedication and applicable law.

SECTION 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Deeds of Dedication applicable to the Properties referred to herein and these Bylaws, the Deeds of Dedication shall control; and in the case of any conflict between the provisions of The Property Owners' Association Act of the Code of Virginia (1950, as amended), Section 55-508, et seq., and these Bylaws,

the provisions of said Act shall control.

IN WITNESS WHEREOF, we, being all of the Directors of TUDOR SQUARE HOMEOWNERS ASSOCIATION, INC. have hereunto set our hands this 10 day of February, 1993.

TUDOR SQUARE HOMEOWNERS ASSOCIATION, INC.

By _____
Marshall Beverley, Jr., Director

By _____
Margery Thorsen, Director

By _____
Frederick Bihn, Director

By _____
Lola Lee, Director

By _____
Tod Frazier, Director

By _____
Karen Dodson, Director

By _____
Monica Wilson, Director

By _____
Robert Bruce, Director