

Cannon Bluff Homeowners Association, Inc.
By-Laws
(September 1993)

Article I - Offices

The principal offices of the corporation in the State of Virginia shall be located in the County of Prince William. The corporation may have such other offices, either within or without the State of incorporation as the board of directors may designate or as the business of the corporation may from time to time require. This corporation shall be and is the "Recreations Association" referred to in the Covenants, Restrictions and Reservations of Cannon Bluff Subdivision, hereinafter referred to as the "Subdivision".

Article II - Members

1. Annual Meeting.

The annual meeting of the members shall be held between 1 March and 31 May of each year, beginning with the year 1992 at the hour of 7:30 o'clock P.M., for the purpose of electing directors and for transaction of such other business as may come before the meeting.

2. Special Meetings.

Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the president or by the directors, and shall be called by the president at the request of the holders of not less than fifty (50%) percent of all the outstanding votes of the corporation.

3. Place of Meeting.

The directors may designate any place, either within or without the State unless otherwise prescribed by statute, as the place of meeting for any annual meeting or for any special meeting called by the directors. A waiver of notice signed by all members entitled to vote at a meeting may designate any place, either within or without the state unless otherwise prescribed by statute, as the place for holding such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation.

4. Notice of Meeting.

Written or printed notice stating the place, day and hour of the meeting, and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the president, or the secretary, or the officer or persons calling the meeting, to each member of record entitled to vote at such a meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the stock transfer books of the

corporation, with the postage thereon prepaid.

5. Closing of Transfer Books or Fixing of Record Date.

For the purpose of determining members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or in order to make a determination of members for any other proper purpose, the directors of the corporation may provide that the transfer books shall be closed for a stated period but not to exceed, in any case seventy days before the meeting or any action requiring a determination of members. If the transfer books shall be closed for the purpose of determining members entitled to notice of or to vote at a meeting of members, such books shall be closed for at least thirty days immediately preceding such meeting. In lieu of closing the transfer books, the directors may fix in advance a date as the record date for any such determination of members, such date in any case of a meeting of members, shall be not less than thirty days or more than seventy days prior to the date on which the particular action requiring such determination of members entitled to notice of or to vote at a meeting of members. The determination of members entitled to notice of or to vote at a members meeting is effective for any adjournment of the meeting unless the Board of Directors fixes a new record date, which it shall do if the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting.

6. Voting Lists.

The officer or agent having charge of the transfer books for shares of the corporation shall make, at least ten (10) days before each meeting of members, a complete list of the members entitled to voted at such a meeting, or any adjournment thereof, arranged in alphabetical order, with the address of and the number of votes held by each, which list, for a period of ten (10) days prior to such meeting, shall be kept on file at the principal office of the corporation and shall be subject to inspection by any member at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting. The original transfer book shall be prima facie evidence as may be to who are the members entitled to examine such list or transfer books or to vote at the meeting of members.

7. Quorum.

At any meeting of members, a majority of the total number of outstanding votes, represented in person, except as set forth in the declaration of covenants, conditions and restrictions for Cannon Bluff subdivision or by proxy, shall constitute a quorum at a meeting of the members. If less than said number of the outstanding votes are represented at a meeting, a majority of the votes so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting, at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

8. Proxies

At all meetings of members, members may vote by proxy executed in writing by the member or by his duly authorized attorney in fact. Such proxy shall be filed with the secretary of the corporation before or at the time of the meeting. *The Board of directors in order to insure accuracy and prevent fraud, may in its discretion approve a unique proxy/ballot form for use at a meeting of the members. If the board approves such a proxy/ballot form, then only use of that proxy/ballot form shall be an acceptable designation of a proxy or a valid exercise of a vote.*

9. Voting

Each member entitled to vote in accordance with the terms and provisions of the Articles of Incorporation and these by-laws shall be entitled to one vote, in person, by proxy, or by mail. However, where any given lot in the subdivision is owned by more than one person or entity, they shall collectively exercise only one vote. Upon the demand of any member, the vote for directors and upon any question before the meeting shall be by ballot. All elections for directors shall be decided by plurality vote; all other questions shall be decided by majority vote except as otherwise provided by the Articles of Incorporation or the laws of this State.

10. Order of Business

The order of business at all meetings of the members shall be as follows: 1. Roll call; 2. Proof of notice of meeting or waiver of notice; 3. Reading of minutes of preceding meeting; 4. Reports of Officers; 5. Reports of Committees; 6. Election of Directors; 7. Unfinished business; 8. New Business.

11. Informal Action by Members

Unless otherwise provided by law, any action required to be taken at a meeting of the members, or any other action which may be taken at a meeting of the members, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

12. Conflicts

In the event that any conflict between these By-laws and the Deed of Dedication should appear, then the provisions of the Deed of Dedications shall be controlling.

Article III - Board of Directors

1. General Powers

The business and affairs of the corporation shall be managed by its board of directors. The directors shall in all cases act as a board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the corporation, as they deem proper, not inconsistent with these by-laws and the laws of the State.

2. Number, Tenure and Qualifications

The number of directors of the corporation shall be five (5). Each director shall hold office until the next annual meeting of members and until his successor shall have been elected and qualified.

3. Regular Meetings

A regular meeting of the directors, shall be held without other notice than this by-law immediately after, and at the same place, the annual meeting of members. The directors may provide, by resolution, the time and place for holding of additional regular meetings without other notice than such a resolution.

4. Special Meetings

Special meetings of the directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the directors may fix the place for holding any special meeting of the directors called by them.

5. Notice

Notice of any special meeting shall be given at least five days Previously thereto by written notice delivered personally, or by telegram or mailed to each director at his business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegram company. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

6. Quorum

At any meeting of the Directors, a majority shall constitute a quorum for the transaction of business, but if less than said number is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

7. Manner of Acting

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the directors.

8. Newly Created Directorships and Vacancies

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board for any reason except the removal of directors without cause may be filled by a vote of the majority of the directors then in office, although less than a quorum exists. Vacancies occurring by reason of the removal of directors without cause shall be filled by vote of the members. A director elected to fill a vacancy caused by resignation, death or removal shall be

elected to hold office for the unexpired term of his/her predecessor.

9. Removal of Directors

Any or all of the Directors may be removed for cause by vote of the members or by actions of the board. Directors may be removed without cause only by vote of the members.

10. Resignation

A director may resign at any time giving written notice to the board, the president or the secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

11. Compensation

No compensation shall be paid to directors, as such, for their services, but by resolution of the board a fixed sum and expenses for actual attendance at each regular or special meeting of the board may be authorized. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation thereof.

12. Presumption of Assent

A Director of the corporation who is present at a meeting of the directors at which action on any corporate matter is taken, shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

13. Executive and other Committees

The board by resolution may designate from among its members, an executive committee and other committees, each consisting of three or more directors. Each such committee shall serve at the pleasure of the board.

Article IV - Officers

1. Number

The officers of the corporation shall be a president, a vice-president, a secretary and a treasurer, each of whom shall be elected by the directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the directors.

2. Election and Term of Office

The officers and the corporation to be elected by the directors shall be elected annually at the first meeting of the directors held after each annual meeting of the members. Each officer shall hold office until his successor shall have been duly elected or shall have qualified or until his death or until he/she shall resign or shall have been removed in the manner hereinafter provided.

3. Removal

any officer or agent elected or appointed by the directors may be removed by the directors whenever in their judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the directors for the unexpired portion of the term.

5. President

The president shall be the principal executive officer of the Corporation and, subject to the control of the directors, shall in general supervise and control off of the business affairs of the corporation. He shall, when present, preside at all meetings of the members and of the directors. He may sign, with the secretary or any other proper officer of the corporation therunto authorized by the directors, certificates for shares of the corporation, any deeds, mortgages, bonds, contracts, or other instruments which the directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the directors or by these by-laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of the president and such other duties as may be prescribed by the directors from time to time.

6. Vice-President

In the absence of the president or in even of his/her death, inability or refusal to act, the vice-president, and when so acting, shall have all powers of and be subject to all restrictions upon the president. The vice-president shall perform such other duties as from time to time may be assigned to him by the president or by the directors.

7. Secretary

The secretary shall keep the minutes of the members and of the directors meetings in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these by-laws or as required, be custodian of the corporate records and of the seal of the corporation and keep a register of the post office address of each member which shall be furnished to the secretary by books of the corporation and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by

the president or by the directors.

8. Treasurer

If required by the directors, the treasurer shall give a bond for faithful discharge of his duties in such sum and with such surety or sureties, as the directors all determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for all moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other duties as from time to time may be assigned to him by the president or by the directors.

9. Salaries

The salaries for the officers, if any, shall be fixed from time to time by the directors and no officer shall be prevented from receiving such salary by reason of the fact that he also a director of the corporation.

Article V - Contracts, Loans and Deposits

1. Contracts

The directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

2. Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the directors. Such authority may be general or confined to specific instances.

3. Checks, Drafts, ETC

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the directors.

4. Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to credit of the corporation in such banks, trust companies or other depositaries as the directors may select.

Article VI - Voting Rights of the Members

a. *Notwithstanding anything to the contrary contained herein, when the by-laws convey to a member the right to vote in any special or general election or for any purpose, said vote may be exercised only if such a member is a "member in good standing" of the corporation. Members "not in good standing" shall not be entitled to vote in any special or general election or for any purpose.*

b. *A "member in good standing" shall be defined as a member who is no more than 179 days in arrears in paying any special or general assessment against his lot at the time of any such meeting in which the general membership is entitled to vote, or a member who otherwise is not in violation of the Deed of Declaration or the rules and regulations of the corporation as adopted by the board of directors.*

c. *A "member not in good standing" shall be defined as any member who is 180 days or more in arrears in paying any special or general assessments against his lot at the time of the meeting in which the general membership is entitled to vote, or a member who is otherwise in violation of the Deed of Declaration or rules and regulations of the corporation as adopted by the board of directors.*

Article VII - Fiscal Year

The Fiscal year of the corporation shall begin on the first day of October in each year.

Article VIII - Seal

The Directors shall be authorized but not required to provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation, the state of incorporation, year of incorporation and the words, "Corporate Seal".

(Note: Previous by-laws were misnumbered, there was no article IX provided in the original by-laws as prepared by Woodland Properties. Current by-laws, as amended have been renumbered)

Article IX - Waiver of Notice *(Formerly Article X)*

Unless otherwise provided by law, whenever any notice is required to be given to any member or directors of the corporation under the provisions of these by-laws or under the provisions of the Articles of Incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to giving of such notice.

Article X - Amendments
(Formerly Article XI)

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a vote of the members representing a majority of all the outstanding votes at any annual members meeting or at any special meeting of members when the proposed amendment has been set out in the notice of such meeting.

Article XI - Assessments
(Formerly Article XII)

The board of directors shall have the authority to levy an annual assessment for each calendar year; said assessment being \$50.00 for 1989, and subsequent annual assessments being no more than 10% over the assessment of the previous year. Annual assessments in excess of this amount may only be levied by a majority vote of the members in good standing.

Article XII - Additional Qualifications of Directors
(Formerly Article XIII)

Notwithstanding anything to the contrary contained herein, only members in good standing as defined in Article VI shall be eligible to hold office as a director, officer or committee member of the corporation. It is the specific intent of this provision that members "not in good standing" as defined in Article VI shall not be eligible for nomination or appointment to any position within the corporation and shall not be able to hold any position as a director, officer, or committee member in the corporation. If a member not in good standing is elected, appointed or nominated to any directorship, office, or committee position, such appointment, nomination, or election shall be deemed null and void and said member shall not have any of the rights and privileges conveyed hereunder to such director, officer, or committee member. If a member not in good standing is elected, appointed, or nominated to any directorship, office, or committee position, a majority of the Board of Directors properly elected shall be able to fill such a position.