

**BY-LAWS  
OF  
CANNON RIDGE HOMES ASSOCIATION**

**ARTICLE I**

NAME AND LOCATION. The name of the corporation is CANNON RIDGE HOMES ASSOCIATION, hereinafter referred to as the "Association." The principal office of the corporation shall be located at Suite 200, 3900 University Drive, Fairfax, VA 22030 but meetings of members and directors may be held at such places within the State of Virginia as may be designated by the Board of Directors.

**ARTICLE II**

**DEFINITIONS**

Section 1. "Association" shall mean and refer to CANNON RIDGE HOMES ASSOCIATION, 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 or changes 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 fee simple title to any Lot which is 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 THURNER & GORDON. INC., its successors and assigns if such successors or assigns should acquire more than one undeveloped lot from the Declarant for the purpose of development.

Section 7. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Office of the Clerk of the Circuit Court of Prince William County, Virginia.

Section 8. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

### **ARTICLE III**

Section 1. Annual Meetings. Regular annual meetings of the members shall be set by the Board so as to occur no later than sixty (60) days after the close of the Association's fiscal year. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2. Special Meeting. 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 the members who are entitled to vote one fourth (1/4) of all of the votes of the Class A membership.

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 a copy of such notice, postage prepaid, at least 15 days before such 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 owners of units entitled to vote shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, 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 the 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 and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot. The proxy may also be revoked upon receipt of Notice by the Secretary of the death or judicially declared incompetence of a member, written revocation from the member, or upon the expiration of eleven (11) months from the date of the proxy.

## ARTICLE IV

### BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. 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. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine appropriate, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members or non-members.

Section 2. Election. At annual meetings of the membership, Directors shall be elected. All eligible members of the Association shall vote on all Directors to be elected, and the candidates receiving the most votes shall be elected. The terms of the directors shall be for two years. The members of the Board of Directors shall hold office until their respective successors shall have been elected by the Association.

Section 3. Removal of Directors. At any regular or special meeting of the association duly called, any one or more of the members of the Board of Directors may be removed, with or without cause, by a Majority vote of the members entitled to vote and a successor may then and there be elected to fill the vacancy thus created. A Director whose removal has been proposed by the Owners shall be given at least ten (10) days notice of the calling of the meeting and the purpose thereof and shall be given an opportunity to be heard at the meeting. Additionally, any Director who has three (3) consecutive unexcused absences from Board meetings or who is delinquent in the payment of an assessment for more than twenty (20) days may be removed by a majority vote of the directors at a meeting, a quorum being present.

Section 4. Vacancies. Vacancies in the Board of Directors caused by any reason, excluding the removal of a Director by vote of the Association, shall be filled by a vote of the majority of the remaining Directors, even though there is less than a quorum present, at a meeting of the Board of Directors. Each person so elected shall serve the unexpired portion of the term.

**ARTICLE V**  
**MEETING OF DIRECTORS**

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

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 of the Special Meeting shall specify the time and place of the meeting and the nature of any special business to be considered. Notice shall be by any means possible within the time restraints for such a meeting.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

**ARTICLE VI**  
**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 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;
- (b) suspend the voting rights and right to use of recreational facility to a member during any period in which such member 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 a period not to exceed sixty (60) days for an infraction of Published Rules and Regulations;
- (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 such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and
- (e) 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 membership at the annual meeting of the members, or at any special meeting of the members, or at any special meeting when such statement is requested in writing by one fourth (1/4) of the members entitled to vote:
- (b) as more fully provided in the Declaration, to:
  - (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 subject thereto at least thirty (30) days in advance of each annual assessment period; and
  - (3) foreclose the lien against any property for which the assessments are not paid within thirty (30) days after due date or to bring an action at law against the owners personally obligated to pay the same.
- (c) issue, or to cause an appropriate officer to issue, as demanded 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:
- (d) procure and maintain adequate liability and hazard insurance on property owned by the Association:
- (e) cause all officers or employees having fiscal responsibilities to be bonded, as may be appropriate:
- (f) cause the Common Area to be maintained.

## **ARTICLE VII**

### **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 may from time to time by resolution create.

Section 2. Election of Officers. The election of officers will take place at the first meeting of the Board of Directors following each annual meeting of the membership.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one year unless he shall sooner resign, or shall he 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 period and have authority to perform such duties as the Board may from time to time determine.

Section 5. Resignation and Removal. Any officer may he 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 receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not he necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by an appointment by the Board. The officer appointed to such vacancy will serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices' The offices of secretary and treasurer may he held by the same person. No person shall simultaneously hold more than one 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 and 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 checks and promissory notes.

#### **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 he required of him by the Board.

## **SECRETARY**

The secretary shall record the votes and keep minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal: 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**

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 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.

## **ARTICLE VIII**

### **COMMITTEES**

The Association shall appoint an Architectural Control Committee, 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. Each Committee shall be composed and shall operate in accordance with the terms of the resolution of the Board of Directors designating the Committee or with rules adopted by the Board of Directors.

## **ARTICLE IX**

Section I. Fining Procedure. The Board shall not impose a fine (a late charge shall not constitute a fine) unless and until the following procedure is followed.

- (a) Demand. Written demand to cease and desist from an alleged violation shall be served upon the alleged violator specifying:
  - (i) the alleged violation;
  - (ii) the action required to abate the violation: and
  - (iii) a time period, not less than ten (10) days, during which the violation may be abated without further sanction, if such violation is a continuing one, or a statement that any further violation of the same rule may result in the imposition of a fine, if the violation is not continuing. The Board or its designee may demand immediate abatement in such circumstances, which in the Board's determination pose a danger to safety or property.

- (b) Notice. Within twelve (12) months of such demand, if the violation continues past the period allowed in the demand for abatement without penalty, or if the same rule is subsequently violated, the Board may, upon notice, impose a fine. The notice shall state:
- (i) the nature of the alleged violation:
  - (ii) that the alleged violator may, within ten (10) days from the date of the notice, request a hearing regarding the fine:
  - (iii) that any statements, evidence, and witnesses may be produced by the alleged violator at the hearing: and
  - (iv) that all rights to have the fine reconsidered are waived if a hearing is not requested within ten (10) days of the date of the notice.
- (c) Hearing. If a hearing is requested, it shall be held before the Board in executive session, and the alleged violator shall be given a reasonable opportunity to be heard. The minutes of the meeting shall contain a written statement of the results of the hearing.

## **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. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

## **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. Any assessments which are not paid when due shall be delinquent. If the 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 six (6) per cent per annum, and 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 attorneys 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**

### **CORPORATE SEAL**

The Association shall have a seal in circular form having within its circumference the words: CANNON RIDGE HOMES ASSOCIATION, a Virginia Corporation.

## **ARTICLE XIII**

### **AMENDMENTS**

Section 1. These By-Laws 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.

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 the By-Laws, the Declaration shall control.

## **ARTICLE XIV**

### **MISCELLANEOUS**

The fiscal year of the Association shall begin on the first day of January and end on the 31<sup>st</sup> day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we, being all of the directors of CANNON RIDGE HOMES ASSOCIATION, have hereunto set our hands this 21st day of December, 1992.

**AMENDMENT TO THE BYLAWS FOR  
CANNON RIDGE HOMES ASSOCIATION, INC.**

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**THIS AMENDMENT** to the Bylaws of Cannon Ridge Homes Association, inc., is made as of February 24, 1997, by Cannon Ridge Homes Association, Inc., a Virginia non-stock corporation ("Association").

**RECITALS:**

1. Article VII of the Articles of Incorporation permits the Association to change the number of Directors by amendment of the Bylaws of the Association.
2. Article XIII, Section 1, of the Bylaws permits the Association to amend the Bylaws, at a regular or special meeting of the members, by a vote of majority of a quorum of members present in person or by proxy.
3. At the Annual Meeting of the members on February 24, 1997, with a majority vote of a quorum of members present in person or by proxy, the members voted to approve an amendment to Article IV of the Bylaws.
4. The Association has complied with the provisions of Article XIII, Section 1, of the Bylaws with respect to the amendment of the Bylaws and wishes to make an amendment to that section.

**NOW, THEREFORE**, pursuant to Article XIII, Section 1, of the Bylaws, the Association hereby amends the Bylaws as follows:

Article IV, Section 5, of the Bylaws is hereby established and the following language is inserted:

**Section 5. Number of Directors.** The affairs of the Association shall be managed by a Board of five (5) Directors.

**IN WITNESS WHEREOF**, the Association has caused this amendment to be approved pursuant to due and proper authority as of the date first set forth above.

CANNON RIDGE HOMES ASSOCIATION, INC.  
A Virginia non-stock corporation

By: \_\_\_\_\_

Robert Murray, President

February 24, 1997

**CERTIFICATION**

I, Robert Murray, President of Cannon Ridge Homes Association, inc., hereby certify that this Amendment to the Bylaws of Cannon Ridge Homes Association, Inc., dated February 24, 1997, has been approved by a majority of a quorum of members present in person or by proxy at a meeting of the members.

By: \_\_\_\_\_

Robert Murray

Date: \_\_\_\_\_

\*\*\*\*\*These By-Laws were transcribed due to the poor condition of the available copy. Actual By-Laws follow this transcript.\*\*\*\*\*

# BY-LAWS OF CANNON RIDGE HOMES ASSOCIATION

## ARTICLE I

NAME AND LOCATION. The name of the corporation is CANNON RIDGE HOMES ASSOCIATION, hereinafter referred to as the "Association." The principal office of the corporation shall be located at Suite 200, 3900 University Drive, Fairfax, VA 22030 but meetings of members and directors may be held at such places within the State of Virginia as may be designated by the Board of Directors.

## ARTICLE II

### DEFINITIONS

Section 1. "Association" shall mean and refer to CANNON RIDGE HOMES ASSOCIATION, 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 or changes 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 fee simple title to any Lot which is 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 THURNER & GORDON, INC., its successors and assigns if such successors or assigns should acquire more than one undeveloped lot from the Declarant for the purpose of development.

Section 7. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Office of the Clerk of the Circuit Court of Prince William County, Virginia.

Section 8. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

### ARTICLE III

Section 1. Annual Meetings. Regular annual meetings of the members shall be set by the Board so as to occur no later than sixty (60) days after the close of the Association's fiscal year. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2. Special Meeting. 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 the members who are entitled to vote one fourth (1/4) of all of the votes of the Class A membership.

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 a copy of such notice, postage prepaid, at least 15 days before such 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 owners of units entitled to vote shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, 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 the 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 and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot. The proxy may also be revoked upon receipt of Notice by the Secretary of the death or judicially declared incompetence of a member, written revocation from the member, or upon the expiration of eleven (11) months from the date of the proxy.

## ARTICLE IV

### BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. 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. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine appropriate, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members or non-members.

Section 2. Election. At annual meetings of the membership, Directors shall be elected. All eligible members of the Association shall vote on all Directors to be elected, and the candidates receiving the most votes shall be elected. The terms of the directors shall be for two years. The members of the Board of Directors shall hold office until their respective successors shall have been elected by the Association.

Section 3. Removal of Directors. At any regular or special meeting of the association duly called, any one or more of the members of the Board of Directors may be removed, with or without cause, by a Majority vote of the members entitled to vote and a successor may then and there be elected to fill the vacancy thus created. A Director whose removal has been proposed by the Owners shall be given at least ten (10) days notice of the calling of the meeting and the purpose thereof and shall be given an opportunity to be heard at the meeting. Additionally, any Director who has three (3) consecutive unexcused absences from Board meetings or who is delinquent in the payment of an assessment for more than twenty (20) days may be removed by a majority vote of the directors at a meeting, a quorum being present.

Section 4. Vacancies. Vacancies in the Board of Directors caused by any reason, excluding the removal of a Director by vote of the Association, shall be filled by a vote of the majority of the remaining Directors, even though there is less than a quorum present, at a meeting of the Board of Directors. Each person so elected shall serve the unexpired portion of the term.

**ARTICLE V**  
**MEETING OF DIRECTORS**

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

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Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

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

Section 1. Powers. The Board of Director shall have 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;
- (b) suspend the voting rights and right to use of recreational facilities of a member during any period in which such member 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 a period not to exceed sixty (60) days for an infraction of Published Rules and Regulations;
- (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 such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(e) 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 membership at the annual meeting of the members, or at any special meeting of the members, or at any special meeting when such statement is requested in writing by one fourth (1/4) of the members entitled to vote:

(b) as more fully provided in the Declaration, to:

(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 subject thereto at least thirty (30) days in advance of each annual assessment period; and

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

(c) issue, or to cause an appropriate officer to issue, as demanded 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:

(d) procure and maintain adequate liability and hazard insurance on property owned by the Association:

(e) cause all officers or employees having fiscal responsibilities to be bonded, as may be appropriate:

(f) cause the Common Area to be maintained.

## ARTICLE VII

### 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 may from time to time by resolution create.

Section 2. Election of Officers. The election of officers will 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 year unless he 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 period and have authority to 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 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 an appointment by the Board. The officer appointed to such vacancy will 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 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 orders and resolutions of the Board are carried out, shall sign all leases, mortgages, deeds, and other written instruments and shall co-sign all checks and promissory notes.

### **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 minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; 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 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.

## ARTICLE VIII

### COMMITTEES

The Association shall appoint an Architectural Control Committee, 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. Each Committee shall be composed and shall operate in accordance with the terms of the resolution of the Board of Directors designating the Committee or with rules adopted by the Board of Directors.

## ARTICLE IX

Section 1. Fining Procedure. The Board shall not impose a fine (a late charge shall not constitute a fine) unless and until the following procedure is followed.

(a) Demand. Written demand to cease and desist from an alleged violation shall be served upon the alleged violator specifying:

- (i) the alleged violation;
- (ii) the action required to abate the violation; and
- (iii) a time period, not less than ten (10) days, during which the violation may be abated without further sanction, if such violation is a continuing one, or a statement that any further violation of the same rule may result in the imposition of

a fine, if the violation is not continuing. The Board or its designee may demand immediate abatement in such circumstances, which in the Board's determination, pose a danger to safety or property.

(b) Notice. Within twelve (12) months of such demand, if the violation continues past the period allowed in the demand for abatement without penalty, or if the same rule is subsequently violated, the Board may, upon notice, impose a fine. The notice shall state:

- (i) the nature of the alleged violation;
- (ii) that the alleged violator may, within ten (10) days from the date of the notice, request a hearing regarding the fine;
- (iii) that any statements, evidence, and witnesses may be produced by the alleged violator at the hearing; and
- (iv) that all rights to have the fine reconsidered are waived if a hearing is not requested within ten (10) days of the date of the notice.

(c) Hearing. If a hearing is requested, it shall be held before the Board in executive session, and the alleged violator shall be given a reasonable opportunity to be heard. The minutes of the meeting shall contain a written statement of the results of the hearing.

## 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. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

## 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. Any assessments which are not paid when due shall be delinquent. If the 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 six (6) per cent per annum, and the Association may bring an action at law

ag. the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorneys 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

### CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: CANNON RIDGE HOMES ASSOCIATION, a Virginia Corporation.

## ARTICLE XIII

### AMENDMENTS

Section 1. These By-Laws 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.

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.

## ARTICLE XIV

### 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, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we, being all of the directors of CANNON RIDGE HOMES ASSOCIATION, have hereunto set our hands this 21st day of December, 1992.

**AMENDMENT TO THE BYLAWS FOR  
CANNON RIDGE HOMES ASSOCIATION, INC.**

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THIS AMENDMENT to the Bylaws of Cannon Ridge Homes Association, Inc., is made as of February 24, 1997, by Cannon Ridge Homes Association, Inc., a Virginia non-stock corporation ("Association").

**RECITALS:**

1. Article VII of the Articles of Incorporation permits the Association to change the number of Directors by amendment of the Bylaws of the Association.
2. Article XIII, Section 1, of the Bylaws permits the Association to amend the Bylaws, at a regular or special meeting of the members, by a vote of majority of a quorum of members present in person or by proxy.
3. At the Annual Meeting of the members on February 24, 1997, with a majority vote of a quorum of members present in person or by proxy, the members voted to approve an amendment to Article IV of the Bylaws.
4. The Association has complied with the provisions of Article XIII, Section 1, of the Bylaws with respect to the amendment of the Bylaws and wishes to make an amendment to that section.

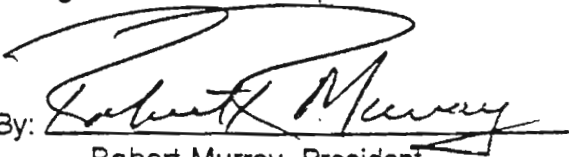
**NOW, THEREFORE**, pursuant to Article XIII, Section 1, of the Bylaws, the Association hereby amends the Bylaws as follows:

Article IV, Section 5, of the Bylaws is hereby established and the following language is inserted:

**Section 5. Number of Directors.** The affairs of the Association shall be managed by a Board of five (5) Directors.

**IN WITNESS WHEREOF**, the Association has caused this amendment to be approved pursuant to due and proper authority as of the date first set forth above.

CANNON RIDGE HOMES ASSOCIATION, INC.  
A Virginia non-stock corporation

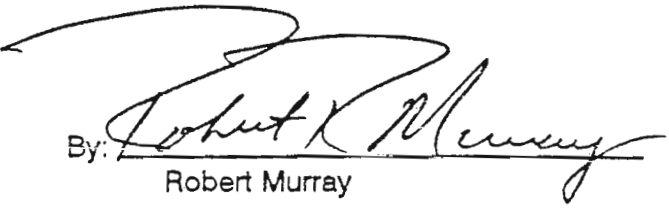
By:   
Robert Murray, President

February 24, 1997

CERTIFICATION

I, Robert Murray, President of Cannon Ridge Homes Association, Inc., hereby certify that this Amendment to the Bylaws of Cannon Ridge Homes Association, Inc., dated February 24, 1997, has been approved by a majority of a quorum of members present in person or by proxy at a meeting of the members.

By:

  
Robert Murray

Date:

2/24/97