

BYLAWS of
LANGLEY OAKS HOMEOWNERS ASSOCIATION

ARTICLE I
NAME AND LOCATION

The name of the corporation is LANGLEY OAKS HOMEOWNERS ASSOCIATION, hereinafter referred to as the "Association". The principal office of the corporation shall be located at 901 North Washington Street, Alexandria, Virginia 22314, 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 Langley Oaks Homeowners 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 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 equitable or beneficial title (or legal title if same has merged) of any Lot. The foregoing does not include persons or entities who hold an interest in any lot as a security for the performance of an obligation. The term "Owner" shall not include a Developer, who for this Declaration shall be defined as a builder, contractor, investor or other person or entity who purchases a Lot in Langley Oaks for the purposes or resale thereof to a Public Purchaser, or for the purposes of construction improvements thereon for resale to a Public Purchaser.

Section 6. Declarant shall mean and refer to Machicote Land Company, 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 Clerk of the Court, Fairfax County, Virginia

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

Section 9. Public Purchaser shall mean any person or other legal entity who becomes an Owner of any Lot within Langley Oaks.

ARTICLE III MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held on the same day of the same month of each year thereafter, at the hour of 8:00 o'clock P.M. 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 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 the non Declarant members who are entitled to vote one-fourth (1/4) of all the votes outstanding in non Declarant memberships.

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 each notice, postage prepaid, at least fifteen (15) days before such meeting to each member entitled to vote thereat, addressed to the members 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 case, or of proxies entitled to case, one-tenth (1/10) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration or these Bylaws. 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 and 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 Lots.

ARTICLE IV

BOARD OF DIRECTORS ~ Number, Term and Removal

Section 1. Number. The affairs of this Association shall be managed by a Board of not to exceed nine (9) in number but not less than three (3) Directors, who need not be members of the Association. The Board shall determine the initial number of Board members, however, upon cessation of the Declarant's class of membership as more fully defined in the Declaration, the Members of the Association shall determine the number of Board members.

Section 2. Term of Office. The Board of Directors shall be divided into three (3) classes of membership as near equal in number as possible, with their term of office of one class expiring each year. At the first annual meeting of members, Directors of the first class shall be elected for three (3) years, the members of the second class shall be elected for two (2) years and the members of the third class shall be elected for one (1) year. Thereafter, at each annual meeting of the members, the successors to the class of Directors whose terms shall then expire shall be elected for a term of three (3) years. When the aggregate number of Directors is changed, any increase or decrease shall be so apportioned among the classes so as to make all classes as nearly equal in number as may be possible. No decrease in the aggregate number of Directors shall shorten the term of any incumbent Director.

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. In the event of death, resignation

or 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 take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE V

DIRECTORS ~ Nomination and Election

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 subject to procedural rules adopted by the Board. Such rules shall not be established so as to exclude any member desiring to be a candidate or desiring to submit the name of a candidate from so doing. 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. 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. Such nominations may be made from among members or non-members.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the members or the proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI

MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held quarterly without notices, 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.

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 present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII

BOARD OF DIRECTORS ~ Powers and Duties

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 the recreational facilities of a member during any period by 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 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 either provisions of these Bylaws, 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 employee 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, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A members who are entitled to vote;
- (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, to:
 - (i) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;
 - (ii) send written notice of each assessment to every Owner subject thereto at least 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, 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 certification 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;
- (g) cause the Common Area to be maintained; and
- (h) approve an annual budget.

ARTICLE VIII

OFFICERS and DUTIES

Section 1. Enumeration of Officers. 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 of Directors and each shall hold office for one (1) 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 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 by 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 s/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 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 checks from such accounts as the Board may from time to time determine. S/he shall make appointments of Committee Chairpersons of all Standing Committees.

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 minute 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 of Directors.

Treasurer

- (d) the Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall cause the disbursement of such funds as directed by resolution of the Board of Directors; shall co-sign all promissory notes and checks from such accounts as the Board may from time to time determine; 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 be the chief officer responsible for the preparation of 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 to each of the members.

ARTICLE IX
COMMITTEES

The Association shall appoint a Nominating Committee, as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

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 Articles of Incorporation, the Declaration and the Bylaws of the Association shall be available for inspection by any member of 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 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 seven percent (7%) 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 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 non-use of the Common Area of abandonment of his Lot.

ARTICLE XII
CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words:
Langley Oaks Homeowners Association

ARTICLE XIII
AMENDMENTS

Section 1. These Bylaws may be amended, at a regular or special meeting of the members, by a vote of a majority or 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 Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE XIV
MISCELLANEOUS

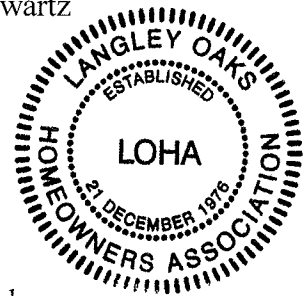
The fiscal year of the Association shall begin on the first day of January and end of the thirty-first day of December of every year, except that the first fiscal year shall begin on the date of Incorporation.

IN WITNESS WHEREOF, we being all the Directors of the Langley Oaks Homeowners Association have hereunto set our hands this 25th day of January, 1977.

(signed)
J. Kenneth Schwartz

(signed)
Sam Stern

(signed)
Douglas T. Noakes



AMENDMENTS to
BYLAWS of
LANGLEY OAKS HOMEOWNERS ASSOCIATION

At the Annual Meeting of the Langley Oaks Homeowners Association held on 7 December 1981 the following six Bylaws amendments/additions were approved:

ARTICLE III
MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held on the same day of the same month of each year thereafter, at the hour of 8:00 o'clock P.M. 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.

Amended to read:

The first annual meeting of the members shall be held within one year from the date of incorporation of the Association. Each subsequent regular annual meeting of the members shall be held within six weeks of the end of each fiscal year at a place and time to be specified by the Board of Directors.

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 each notice, postage prepaid, at least fifteen (15) days before such meeting to each member entitled to vote thereat, addressed to the members 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.

Amended to read:

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, at least fifteen (15) days before the meeting, to each member entitled to vote at the meeting. Notice shall be given by delivering, or mailing, postage prepaid, a copy of the notice to each member at the most recent address for the member appearing on the Association's books, or supplied by the member to the Association for the purpose of notice. The notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

ARTICLE V

DIRECTORS ~ Nomination and Election

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the members or the proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

Amended to read:

Election to the Board of Directors shall be by secret written ballot, except in cases where the number of nominees is less than or equal to the number of vacancies to be filled by the election. In such cases, with the unanimous consent of the members present, election may be by acclamation. In elections to the Board, the members or the proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VIII

OFFICERS and DUTIES

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

Treasurer

(d) The Treasurer shall receive and deposit in appropriate bank account all monies of the Association and shall cause disbursement of such funds as directed by resolution of the

Board of Directors; shall co-sign all promissory notes and checks from such accounts as the Board may from time to time determine; 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 be the chief officer responsible for the preparation of an annual budget and statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy to each of the members.

Amended to read:

(d) The Treasurer shall receive and deposit in appropriate bank account all monies of the Association and shall cause disbursement of such funds as directed by resolution of the Board of Directors; shall co-sign all promissory notes and checks from such accounts as the Board may from time to time determine; keep proper books of account; make the books of account available for an annual review by the Audit Committee; and shall be the chief officer responsible for the preparation of an annual budget and statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy to each of the members.

**ARTICLE IX
COMMITTEES**

The Association shall appoint a Nominating Committee, as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

Add

Section 2. Audit Committee. The President shall appoint an Audit Committee consisting of at least three (3) members, of which a majority shall not be Officers or Directors of the Association. The Committee shall audit annually the books, records, and transactions of the Association.

Section 3. Architectural Control Committee. The responsibilities of the ACC shall include the administration of the architectural control provisions of the Declaration. Actions of the ACC

may be appealed () to a sub-Committee of the Board of Directors. This sub-committee shall be appointed, as needed, by the President and shall consist of three (3) Directors. Decisions of this sub-committee may be appealed to the full Board of Directors. Sub-committee and Board decisions on appeals shall be by majority vote.*

(*) In a letter dated 25 Aug 1999 to the Chairman of the Architectural Control Committee, Esquire Lawrence Schonberger, of Fagelson, Schonberger, Payne and Deichmeister, PC, wrote:

“To address your inquiries regarding appeals of the actions of the Committee, I reviewed the Correction of Declaration of Covenants Conditions and Restrictions dated 18 Feb 1977 and recorded 17 May 1977 in Deed Book 4611 at Page 167 among the land records of Fairfax County, Virginia and the Bylaws of Langley Oaks Homeowners Association adopted 25 Jan 1977, as amended 7 Dec 1981.

Article IX, Section 3, of the Bylaws, which creates the right to appeal a decision of the Committee to the Board, appears in conflict with Article V of the Declaration which grants the decision making authority to the Committee.

Article XIII, Section 2, of the Bylaws states that in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

Based on my review of these governing documents it is my opinion that the decisions of the Committee are ***not appealable*** (emphasis added) to the Board of Directors or a sub-committee of the Board.”