

# **WILDWOOD HILLS ESTATES HOMEOWNERS ASSOCIATION, INC.**

## **Revised By-laws**

Approved by General Membership November 29, 2006 and April 25, 2007

### **ARTICLE I**

#### **NAME AND LOCATION:**

The name of the corporation is Wildwood Hills Estates Homeowners Association, Inc., hereinafter referred to as the "Association". The registered office of the corporation shall be located at Dunn, McCormack and MacPherson, 3925 University Drive, Fairfax, Virginia 22030 but meetings of members and directors may be held at such places within the State of Virginia and County of Fairfax as may be designated by the Board of Directors.

### **ARTICLE II**

#### **DEFINITIONS**

**Section 1.** "Association" shall mean and refer to Wildwood Hills Estates Homeowners Association, Inc., 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 addition 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 of the Owner.

**Section 4.** "Lot" shall mean and refer to any plat 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 owners, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract performance of an obligation.

**Section 6.** "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the office of Clerk of Circuit Court of Fairfax County, Virginia.

**Section 7.** "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

**Section 8.** "Voting rights" shall mean members shall be entitled to one vote for each lot in which they hold the interest required for membership in the Association.

## **ARTICLE III**

### **MEETINGS OF MEMBERS**

**Section 1. Annual Meetings.** An annual meeting of the members shall be held during the month of November or December. The meeting should be held on weekdays (other than legal holidays recognized as such in Virginia) and during evening hours.

**Section 2. Special Meetings.** Special meetings of the members may be called at any time by the president of the Board of Directors, or upon written request of at least fifteen (15) members who are entitled to vote.

**Section 3. Notice of Meetings.** Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 30 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 fifteen (15) members entitled to cast, or of proxies entitled to cast, the votes of members 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 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. For clarification of voting rights, see Declaration of Covenants Article IV, Section 1.

**Section 5. Proxy.** At all meetings of the members, a vote may be cast in person or by proxy. All proxies shall be in writing using the form included as Exhibit A of these By-Laws. The proxy shall state the date of the meeting for which it is in effect, and be filed in person with the secretary. Every proxy shall be revocable, limited to a particular meeting, specific to an agenda item/voting issue, and shall automatically cease upon conclusion of voting.

## **ARTICLE IV**

### **SELECTION AND TERMS OF OFFICE FOR BOARD OF DIRECTORS:**

**Section 1. Number.** The affairs of this Association shall be managed by a Board of directors consisting of an uneven (odd) number; no less than five (5) directors and no more than nine (9), who are members of the Association. The officers to be elected by the board as described in Article VIII of these by-laws.

**Section 2. Term of Office.** The members shall elect the directors for a term of three years. Upon election, a director's term of office begins January 1. The term of office for the directors shall be staggered to ensure the term of office for no more than three (3) directors expires in any given year.

**Section 3. Removal.** Any director may be removed from the Board, with or without cause, by a majority vote of all the members of the Association.

**Section 4. Filling Vacancy of Unexpired Term.** A vacancy in any office may be filled by appointment by the Board of Directors. The person appointed to fill a vacancy shall serve for the remainder of the term of the officer such person replaces.

**Section 5. Compensation.** No director shall receive compensation for any service he or she may render to the Association. However, directors may be reimbursed for their actual expenses incurred in the performance of their duties.

## **ARTICLE V**

### **NOMINATION AND ELECTION OF DIRECTORS**

**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, but not less than the number of vacancies that are to be filled. Such nominations shall be made from among the members.

**Section 2. Election.** Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. 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 at least quarterly at such place and hour as may be fixed from time to time by resolution of the Board. More frequent meetings may be convened as determined by the Board of Directors. All meetings of the Board of Directors and all meetings of any subcommittee or other committee shall be open to all members of the Association. The Board of Directors shall not use work sessions or other informal gatherings of the Board of Directors to circumvent the open meeting requirements of this section. This restriction applies to electronic correspondence such as email. There will be no votes via electronic means.

**Section 2. Notice of Meetings.** Notice of the time, date, and place of each meeting of the Board of Directors or of any subcommittee or other committee shall be published where it is reasonably calculated to be available to a majority of the members of the Association. A member of the Association may request to be notified on a continual basis of any such meetings. The request shall be made at least once a year in writing and include the member's name, address, zip code, and any e-mail address as appropriate. Notice of the time, date, and place shall be sent to any member requesting notice (i) by first-class mail or e-mail. Unless otherwise exempt as relating to an executive session, at least one copy of all agenda packets and materials furnished to members of the Board of Directors or subcommittee or other committee shall be made available for inspection by the membership of the Association at the same time such documents are furnished to the members of the Board of Directors, subcommittee or other committee members.

**Section 3. Minutes of Meetings.** Minutes of the meetings of the Board of Directors shall be recorded and shall be published where it is reasonably calculated to be available to a majority of the members of the Association. The minutes of the Board of Directors shall be made available to the membership within 60 days from the conclusion of the meeting to which such minutes appertain or when the minutes are distributed to Board members as part of an agenda package for the next meeting of the Board of Directors, whichever occurs first. Electronic versions of both the notices and minutes may suffice

**Section 4. Special meetings.** Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two directors, after not less than three (3) days' notice to each director. Notice, reasonable under the circumstances, of special or emergency meetings shall be given contemporaneously to members with the notice provided to directors.

**Section 5. 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 physically present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

**Section 6. Executive Sessions.** Executive sessions of the Board of Directors are governed by the Code of Virginia (Virginia Property Owners' Association Act), Sec 55-510.0 (C).

## **ARTICLE VII**

### **POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

**Section 1. Powers.** The Board of Directors shall have power to:

- (a) promote the recreation, health, safety and welfare of the Residents of the Property;
- (b) adopt and publish rules and regulations governing the use of the Common Area, and the personal conduct of the members and their guests thereon, and to establish charges and restrictions for the infraction thereof;
- (c) suspend the voting rights of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Voting rights shall be suspended after notice and hearing until said dues are paid.
- (d) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;
- (e) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and
- (f) employ a manager, an independent contractor, or such other employees as they deem necessary to support the purpose and functions of the Association, and to prescribe their duties.

**Section 2.** It shall be the duty of the Board of Directors to:

- (g) 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 any special meeting when such statement is requested in writing by one-fourth  $\frac{1}{4}$  of the members who are entitled to vote;
- (h) prepare an annual budget and present said budget to the membership for approval at the annual meeting of members;
- (i) supervise all officers, agents and employees of this Association, and see that their duties are properly performed;
- (j) 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 (the assessment period shall run concurrent to the fiscal year as per Article XIV of these By-Laws;
  - 2. send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each assessment period; and
  - 3. enforce the assessments against any property for which assessments are not paid within thirty (30) days after the due date or to bring an action at law against the owner personally obligated to pay the same.
- (k) issue, or to cause an appropriate officer to issue upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of payment;
- (l) procure and maintain adequate liability and hazard insurance on property owned by the Association;

- (m) cause all officers having fiscal responsibility and employees having fiscal responsibilities and any others as deemed appropriate by the Board of Directors to be bonded;
- (n) purchase and maintain reasonable liability insurance on behalf of any person who is or was a Director, Officer, or member of a committee acting on behalf of the Association;
- (o) notify the members of any litigation against the Association;
- (p) cause the Common Area to be maintained;
- (q) provide the Association's disclosure packet in accordance with current Virginia code (Virginia Property Owners' Association Act).

**Section 3. Annual Review of Financial Records.** The Board of Directors shall cause an annual review and reconciliation of the Associations financial records and transactions within sixty (60) days of the end of the fiscal year. More frequent review may be conducted as deemed necessary by the Board of Directors. The Board shall appoint a committee of three members to conduct the review and reconciliation. The committee shall include one member of the Board of Directors (excluding the Treasurer) and two members of the Association who did not serve as Directors. Alternatively, the Board of Directors may employ the services of a CPA to conduct the annual review and reconciliation.

**Section 4. Liability of Officers and Directors.** The Directors, Officers, and members of any committee shall not be liable to the Association or any Owner for any mistake of judgment, negligent or otherwise, except for their own individual willful misconduct or bad faith. Directors and Officers shall have no personal liability with respect to any contract made by them on behalf of the Association. No Owner shall be liable for the contract or tort liability of the Association by reason of ownership or membership therein. Every agreement made by the Board of Directors, the officers or the managing agent on behalf of the Association shall, if obtainable, provide that the directors, the Officers or the managing agent, as the case may be, are acting only as agents for the Association and shall have no personal liability thereunder.

## ARTICLE VIII

### OFFICERS AND THEIR DUTIES

**Section 1. Enumeration of Offices.** The officers of this Association shall be a president and vice-president, who shall at all times be members of the Board of Directors, a secretary, and a treasurer, and such other officers as the Board 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 the annual meeting of the members.

**Section 3. Term.** The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless an officer shall sooner resign, or shall be removed, or otherwise disqualified to serve. The term of treasurer is limited to three (3) consecutive (1) year terms.

**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, have authority, and perform such duties as the Board may, from time to time, determine,

**Section 5. Resignation and Removal of officers.** Any officer may resign by delivering written notice to the Board of Directors. Unless otherwise specified, such resignation shall take effect upon receipt thereof, and acceptance of such resignation shall not be necessary to make it effective. By vote of a majority of the total number of Directors, any Officer may be removed, either with or without cause.

**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 such person replaces.

**Section 7. Duties.** The duties of the officers are as follows:

**PRESIDENT**

- (r) The president shall preside at all meetings of the Board of Directors and meetings of the membership; shall see that all 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. The current edition of Robert's Rules of Order, Newly Revised shall govern the conduct of all meetings of the Association and of the Board of Directors.

**VICE PRESIDENT**

- (s) The vice president shall act in the place of and stead of the president in the event of the president's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of the officer by the Board. If neither the President nor the Vice President is able to act, the Board of Directors shall appoint some other director to act in the place of the President on an interim basis.

**SECRETARY**

- (t) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it to 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**

- (u) 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 co-sign all checks and promissory notes of the Association; keep proper books of the account; shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy to each of the members; and make all books and records available for the annual review and reconciliation of financial records and at other times as requested by the Board or members of the Association, pursuant to Sec. 55-510 of the Virginia Property Owners Association Act.



## **ARTICLE IX**

### **COMMITTEES**

The Association shall appoint an Architectural and Environmental Review 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.

## **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 pursuant to Sec 55-510, Code of Virginia. 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 a reasonable cost.

## **ARTICLE XI**

### **ASSESSMENT**

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 assessment which is 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 eight (8%) 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 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 provide for herein by non-use of the Common Area or abandonment of his or her Lot.

## **ARTICLE XII**

### **CORPORATE SEAL**

The Association shall have a seal in circular form having within its circumference the words: Wildwood Hills Estates Homeowners Association, Inc.

## **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.

**Section 3. Compliance with Virginia Property Owners Association Act.** The Board of directors and Association shall at all times conduct themselves and their business in full compliance with the Virginia Property Owner's Association Act, as amended (Chapter 26 of Title 55 of the Code of Virginia, as amended, 55-508, et seq.) (herein sometimes referred to as the "POA Act").

## **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.

**Exhibit A**  
to the By Laws

**WILDWOOD HILLS ESTATES HOMEOWNERS ASSOCIATION, INC.**

**INSTRUCTIONS FOR PROXIES**

**USE THE PROXY ONLY IF YOU DO NOT WISH TO VOTE IN PERSON.**

**IT IS PREFERRABLE THAT A PROXY SHOULD BE SIGNED BY ALL OWNERS OF RECORD OF THE LOT OR LOTS, BUT A SIGNATURE BY ONE OWNER IS SUFFICIENT.**

**THE PROXY MAY BE REVOKED ONLY BY ACTUAL NOTICE TO THE PRESIDENT OF THE ASSOCIATION (OR OTHER PERSON PRESIDING OVER THE MEETING IF NOT THE PRESIDENT).**

Print your name, address and Lot number(s).

Print the name of the person you wish to designate as your proxy.

If you wish to have someone else vote on your behalf (Instructed Proxy): Check the appropriate box and fill in the names of the candidates for the Board of Directors for whom you wish to vote or your vote for or against the question to be decided.

Give the proxy form to the person you have designated as your proxy.

A copy of the proxy must be filed with the secretary before commencement of the meeting. Please mail or deliver the envelope containing the proxy form to Wildwood Hills Estates Homeowners Association, Inc. c/o Secretary,

**WILDWOOD HILLS ESTATES HOMEOWNERS ASSOCIATION, INC.**

**PROXY FORM**

Name \_\_\_\_\_

Address \_\_\_\_\_

Lot No. \_\_\_\_\_

(I) (We) under the provisions of Section 3.4 of the By Laws, hereby grant(s) (MY) (OUR) proxy to

\_\_\_\_\_ \* for the sole purpose of casting (my) (our) votes at the meeting on \_\_\_\_\_ or any subsequent meeting called due to a failure to obtain a quorum at the first attempt to hold the meeting.

**Check the appropriate space:**

**Instructed Proxy (check one or both)**

- ☐ The person named in this proxy must cast (my) (our) votes  
For ☐ Against ☐ (Check one space)

\_\_\_\_\_  
(question to be decided/agenda item)

- ☐ The person named in this proxy must cast (my) (our) votes for the following candidates for the Board of Directors:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
(Owner's Signature and date)

(Owner's Signature and date)

**NOTE: A COPY OF THE PROXY MUST BE FILED WITH THE SECRETARY BEFORE THE COMMENCEMENT OF THE MEETING.**

**\*IF NO OTHER NAME IS FILLED-IN, THE PROXY SHALL BE AUTOMATICALLY GRANTED TO THE ACTING PRESIDENT OF THE ASSOCIATION.**

revised 2011