

REVISED 28 APRIL 1991 AND 29 APRIL 2018

BYLAWS

OCCOQUAN FOREST OWNERS ASSOCIATION

*Incorporating Amendments Registered in March 1992
and Amendments Approved at the April 2018
Occoquan Forest Owners Association Annual Meeting*

ARTICLE I

NAME AND LOCATION

The name of the corporation is OCCOQUAN FOREST OWNERS ASSOCIATION, hereinafter referred to as the “Association”. The principal office of the corporation shall be located at the home of the President of the Board of Directors of the Association, in Occoquan Forest Subdivision, Prince William County, Virginia.

ARTICLE II

DEFINITIONS

Section 1. “Association” shall mean and refer to OCCOQUAN FOREST OWNERS ASSOCIATION, a corporation organized and existing under the laws of the State of Virginia, and its successors and assigns.

Section 2. “Common Areas” shall mean all real property and all interests in real property, including common easements and rights-of-way, owned by the Association for the common use and enjoyment of the members of the Association. Said Common Areas shall include property shown and designated as Parcel C on the plat of Section 2, Occoquan Forest Subdivision, and referred to in the Declaration of Covenants, Conditions and Restrictions for Section 2, Parcel A and B of Section 2, and such other property as may hereafter be added thereto.

Section 3. “Lot” shall mean and refer to any numbered plot of land intended for use as a residence shown upon any recorded subdivision map of Sections 1, 2, or 3 of the Occoquan Forest Subdivision.

Section 4. “Member” shall mean and refer to every person or entity who holds a membership in the Association, as set forth in the Articles of Incorporation.

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 located in the Occoquan Forest Subdivision,

including contract sellers, but excluding those having such interest merely as security for the performance of an obligation and trustees under any instrument securing and [sic] obligation.

Section 6. “Declaration” shall mean and refer to any Declaration of Covenants, Conditions and Restrictions pertaining to Sections 1, 2 and/or 3 of the Occoquan Forest Subdivision, recorded and/or to be recorded in the office of the Clerk of the Circuit Court of Prince William County, Virginia.

Section 7. “Associate Members” shall mean and refer to residents of the Lakeland Subdivision, Lake Forest Subdivision, and Lot 44,((1)), Map Section 87 and renters of Occoquan Forest Property. Such Associate Members shall be eligible to join the Association for the same assessment as Occoquan Forest lot owners. Associate Members are entitled to all privileges of membership except voting on Association business.

Section 8. Assessments are associated with the specific lot for which they are paid and transfer with the ownership of such lot. When a new owner purchases a property for which the assessment has been paid for the current fiscal year, such new owner shall assume the full membership rights associated with the lot, including voting on Association business, immediately. When a new owner purchases a property for which the annual assessment for the current fiscal year has not been paid, such new owner shall be required to pay the annual assessment due on that property in order to assume membership and voting rights. When a lot is rented, either the owner or the tenant may pay the annual assessment; however, renters shall be considered “Associate Members” and shall in no case be eligible to vote on Association business. If a renter pays the annual assessment on a lot, the lot owner shall nevertheless be required to also join the Association and pay dues in order to vote on Association Business.

ARTICLE III

MEMBERSHIP AND SUSPENSION OF MEMBERSHIP RIGHTS

Section 1. Pursuant to the provisions for membership in the Articles of Incorporation, membership shall be based upon payment of an annual assessment due and payable during the first month (July) of the Association’s fiscal year. Non-paying lot owners, renters, and Associate Members may reinstate membership or Associate Membership, as appropriate, at any time during the fiscal year by paying the Association’s current fiscal year annual assessment. Assessments shall not be prorated for any reason.

Section 2. Members shall be entitled to one vote per lot. Members, Associate Members, their families and guests shall be entitled to the use of the Common Areas, except that the rights to the use of the Common Areas may be suspended by the Board of Directors, after notice and hearing, for violation of any rules and regulations established by the Board governing the use of the Common Areas and facilities.

ARTICLE IV

BOARD OF DIRECTORS: SELECTION AND TERM OF OFFICE

Section 1. Number. The Association shall be managed by a Board of seven (7) Directors, who shall be Members of the Association.

Section 2. Election.

- (a) At the annual meeting for the Association, a Board of Directors will be elected. A total of seven (7) directors will serve on the Board each year. The first year following the adoption of this amendment, four directors will be elected to each serve a two-year term. These four will consist of the four nominees who receive the highest number of votes. The remaining three (3) elected directors will serve a term of one year (1). Each year thereafter will require that three (3) or four (4) directors who will serve two (2) years be elected to bring the Board Membership to a full complement of seven (7) Directors. This procedure will provide a staggered election system which will ensure some continuity of Board Membership each year.
- (b) Commencing in 1993 and continuing henceforth, the terms of office of the Directors shall start with the beginning of a fiscal year and run for two years. To facilitate execution of this new term of office and to accommodate the staggered continuity established in the earlier provision of this Section:
 - (1) The term of office for the Board Members who are scheduled to serve through April 1993, their term of office as a Board Member is extended to terminate on June 30, 1993.
 - (2) The term of office for the Board Members who are scheduled to serve through April 1994, their term of office as a Board Member is extended to terminate on June 30, 1994.
 - (3) Those Directors elected at the 1993 annual meeting, their term of office shall commence July 1, 1993, and shall terminate on June 30, 1995.
- (c) Commencing in 1993, to facilitate turnover of Association Business, incoming Board Members shall meet jointly with the outgoing Board Members at the June meeting of the Board of Directors.

Section 3. Removal. In the event of death, resignation or removal of a Director, a successor shall be elected by the remaining Members of the Board and shall serve for the unexpired term of the predecessor. A Director shall be removed by the Board for missing three (3) consecutive Regular Meetings of the Board.

Section 4. Compensation. No Director shall receive compensation for any service rendered for/to the Association. Any Director, however, may be reimbursed for actual expenses incurred

in the performance of his/her duties. This section shall not be construed to prohibit the Board of Directors from authorizing payment of reasonable compensation to any person holding the offices of Treasurer and Secretary, even if these persons are also Directors.

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 or electronic approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors and shall be reported in the minutes of the next meeting of the Directors.

ARTICLE V

MEETINGS 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 action of the Board.

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 any such meeting may, however, be waived if approved in writing by all Directors.

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 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 VI

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nominations. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may be also 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 at least sixty (60) days prior to each Annual Meeting. At least thirty (30) days prior to the Annual Meeting the Nominating Committee shall nominate a sufficient number of Members of the Association who are willing and able to serve as Directors to maintain a seven member Board of Directors. The Board of Directors shall notify the members in writing of the names of the nominees at least fifteen (15) days prior to the annual meeting. Directors and nominees must be members of the Association. Only one (1) Director per lot may serve at the same time.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot, or by acclamation if at the Annual Meeting a motion is put forth and carried to permit such vote by acclamation. At each election, the members or their proxies may cast one vote for each of the

Directors to be elected. The seven (7) persons receiving the largest number of votes shall be elected.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

- (a) Adopt and publish rules and regulations governing the use of the Common Areas and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
- (b) 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 Bylaws, the Articles of Incorporation, or the Declaration(s);
- (c) Declare the office of a member of the Board of Directors to be vacant as provided in these Bylaws, and to replace that Member;
- (d) Employ a manager, independent contractor, attorney, architect, accountant, and/or such other persons as they deem necessary, and prescribe their duties;
- (e) Lease portions of the Common Areas but only with the assent of the majority of Members voting at an annual or special meeting.
- (f) Grant easements to utility or cable television companies which make service available to a majority of lots in the Occoquan Forest Subdivision.

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 any special meeting of members, when such statement is requested in writing by one-fourth (1/4) of the members;
- (b) Supervise all Officers, agents, and employees of the Association to see that their duties are properly performed;
- (c) As more fully provided herein and in the Declarations, to (1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period; and (2) send written notice of each assessment to every owner subject thereto at least thirty days (30) in advance of each annual assessment period;

- (d) Issue, or cause an appropriate Officer to issue, upon demand by any person, at any reasonable time, a statement setting forth whether or not any assessment has been paid or is due;
- (e) Procure and maintain adequate liability and hazard insurance on property and interests in 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 Areas to be maintained;
- (h) Appoint the Architectural Control Committee, and oversee the performance of its duties, obligations and the exercise of its powers and authority granted by the Declaration(s); and
- (i) Appoint an Audit Committee and Nominating Committee and oversee the work of these committees.

ARTICLE VIII

INDEMNIFICATION

Section 1. Indemnification. Each director and Officer (and his/her heirs, executors and administrators) shall be indemnified by the Association against reasonable costs and expenses incurred by him/her in connection with any action, suit or proceeding or threatened action, suit or proceeding, to which he/she may be made a party by reason of his/her being or having been a Director or Officer of the Association, except in relation to any action, suits, or proceedings in which he has been adjudged liable because of negligence or misconduct, which shall be deemed to include willful misfeasance, bad faith, gross negligence, or reckless disregard of the duties involved in the conduct of his office. In the absence of an adjudication, which expressly absolves the Director or office of liability to the Association or its members for negligence and misconduct, within the meaning thereof as used herein, or in the event of a settlement without adjudication, each Director and Officer (and his/her heirs, executors and administrators) shall be indemnified by the Association against payments made, including reasonable costs and expenses; provided that such indemnity shall be conditioned upon the prior determination by resolution of two-thirds of those members of the Board of Directors of the Association who are not involved in the action, suit or proceeding that the Director/Officer has no liability by reason of negligence or misconduct, within the meaning thereof as used herein; and, provided further, that if a majority of the members of the Board of Directors of the Association are involved in the action, suit or proceeding, such determination shall have been made by a written opinion of independent counsel. Amounts paid in settlement shall not exceed costs, fees and expenses which would have been reasonably incurred if the action suit or proceeding had been litigated to a conclusion. Such a determination by the Board of Directors or by independent counsel, and the payments of amounts by the Association on the basis thereof, shall not prevent a Member from challenging such indemnification by appropriate legal proceedings on the ground that the person indemnified

was liable to the Association or its security holders by reason of negligence or misconduct, within the meaning thereof as used herein. The foregoing rights and indemnification shall not be exclusive of any other rights to which the Officers and Directors may be entitled according to law.

Section 2. Personal Liability. No Officer of the Association or member of the Board of Directors shall be personally liable for the performance of any contract or agreement entered into by the Officer or the Board of Directors on behalf of the Association.

ARTICLE IX

MEETINGS OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the members shall be held in the month of April on such day and at such hour and place as may be designated by the Board of Directors in the notice of the meeting. Notice of the Annual Meeting may include the date for the make-up Annual Meeting in the event quorum is not achieved, subject to reduced quorum as outlined in Section 4.

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 the written request of one-fourth (1/4) of the members.

Section 3. Notice of Meeting. 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 or delivering a copy of such notice at least fifteen (15) days prior to such meeting to each Member entitled to vote thereat to the Member's postal address or e-mail 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 case of a Special Meeting, the purpose of the meeting.

Section 4. Quorum. As set forth in the Articles of Incorporation, the presence of members or proxies representing sixty (60) percent of the membership shall constitute a quorum. If the required quorum is not forthcoming at such meeting, another meeting may be called, subject to the same notice requirements, and the required quorum of the subsequent meeting shall be fifty (50) percent of the quorum required for the original meeting, provided such subsequent meeting shall be held not more than fifty (50) days following the original meeting.

Section 5. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing or submitted via electronic means such as email and filed with the Secretary at the beginning of the meeting. Every proxy shall be revocable and shall automatically cease upon change of ownership or loss of membership.

ARTICLE X

OFFICERS AND THEIR DUTIES

Section 1. Enumeration. The Officers of this Association shall be a President and Vice President, who shall at all times also be Members of the Board of Directors, as well as a Secretary, a Treasurer, and such other Officers as the Board may create and who are not required to be Directors.

Section 2. Election of Officers. The election of Officers shall take place at the joint meeting of the outgoing and incoming Boards of Directors held in June of each year. Only the Members of the incoming Board of Directors shall vote in the election of the Officers for the forthcoming fiscal year.

Section 3. Terms. The Officers of this Association shall be elected annually by the Board, and each Officer shall hold office for one year commencing July 1 and terminating on June 30 unless he/she shall sooner resign, be removed or otherwise be disqualified to serve.

Section 4. 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 5. Vacancies. A vacancy in any office may be filled in the manner prescribed for regular election. The Officer elected to such vacancy shall serve for the remainder of the term of the Officer he/she replaced.

Section 6. Multiple Offices. No person shall simultaneously hold more than one of the following Offices: President, Vice President, Secretary, Treasurer.

Section 3. Duties. The duties of the Officers are as follows:

- (a) President. The President shall preside at all meetings of the Board of Directors; shall see that orders and actions 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.
- (b) Vice President. The Vice President shall act in the place and stead of the President in the event of his/her absence, inability or refusal to act and shall exercise and discharge such other duties as may be required of him/her by the Board.
- (c) Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; serve notice of meetings of the Board and of the Members; keep appropriate, current records showing the owners (and owners' addresses) of lots in Occoquan Forest, together with the corresponding lot numbers; assist in issuance and maintenance of gate codes; and shall perform such other duties as required by the Board.

(d) Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by action of the Board; shall co-sign all checks and promissory notes of the Association; shall keep proper books of account; shall cooperate in an annual audit of the Association books to be made by the Audit Committee; shall assist the Board of Directors to prepare an annual budget; shall prepare a statement of income and expenditures to be presented to the membership at its regular annual meeting; shall maintain a current list of Members for each assessment period; and shall perform such other duties as required by the Board.

ARTICLE XI

BOOKS AND RECORDS, AUDIT COMMITTEE

Section 1. Records. The books, records and papers of the Association shall be made available for inspection by any Member within forty-eight (48) hours of receipt of a written request for any member to inspect such books, records or papers. The Declaration(s), Articles of Incorporation, and Bylaws of the Association shall be available for inspection by any member at the home of the President or at another location designated by the Board, where copies may be purchased at reasonable cost.

Section 2. Audit. At least sixty (60) days prior to the Annual meeting, the Board of Directors shall appoint an Audit Committee composed of the Treasurer, one Director who is not the Treasurer, and two Members who are not on the Board. The Audit Committee shall conduct or supervise an annual audit of the Association's books and shall approve the annual statement of income and expenditures to be presented at the Annual Meeting.

ARTICLE XII

AMENDMENTS AND CONFLICTS

Section 1. These Bylaws may be amended, at a regular or special meeting of the members, by a vote of a majority of Members present in person or proxy, provided a quorum is present.

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(s) and these Bylaws, the Declaration(s) shall control.

ARTICLE XIII

MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Association shall begin on the first day of July and end of the last day of June of every year.

BK 1884 PG 1355

CERTIFICATION HISTORY

This revision was duly adopted by majority vote of the general OFOA membership at the 28 April 1991 OFOA annual meeting, and is hereby certified as to be correct and accurate revised Bylaws of OFOA.

/s/ George B. Williams 3/11/92
George B. Williams, President

State of Virginia
County of Prince William
The foregoing instrument was acknowledged before
me this 11th day of March 1992 by George B. Williams

Sworn to and ascribed before me this 11
Day of March 1992

/s/ Andrea S. Harkness Notary Public

Andrea S. Harkness
Notary Public Commonwealth of Virginia
My Comm. Exps. 1-31-93

Recorded w/certificate annexed
92 May – 8 PM 2:24
Prince William CO. VA
Teste: /s/ Clerk

CERTIFICATION

This revision was duly adopted by majority vote of the general OFOA membership at the 28 April 2018 OFOA annual meeting, and is hereby certified as to be correct and accurate revised Bylaws of OFOA.

Angel Douglas, President

_____ Date

State of Virginia
County of Prince William

The foregoing instrument was acknowledged before
me this _____ day of _____ 2018 by Angel Douglas

Sworn to and ascribed before me this _____
Day of _____ 2018

_____ Notary Public