

**AMENDED AND RESTATED BY-LAWS
THE NEWBERRY STATION HOMEOWNERS ASSOCIATION, INC.**

ARTICLE I

Name and Location

Section 1 . Name and Location. The name of the Association is as follows:

THE NEWBERRY STATION HOMEOWNERS ASSOCIATION, INC.

Its principal office and mailing address is located at:

The Newberry Station Homeowners Association, Inc.
8300 Ainsley Court
Lorton, Virginia 22079

ARTICLE II

Definitions

Section 1. Declarant. “Declarant”, as used herein means: "Newberry Station Homeowners Association, Inc., a corporation organized and existing under the laws of the Commonwealth of Virginia.

Section 2. The Project. The “project”, as used herein, means that certain community developed in Fairfax County, Virginia known as “NEWBERRY STATION”.

Section 3. Declaration. “Declaration”, as used herein, means that certain Amended and Restated Declaration of Covenants, Conditions and Restrictions made by the Declarant and others on the 31st day of May 1978, which Amended and Restated Declaration of Covenants, Conditions and Restrictions was recorded on the 10th day of October, 1978 in Deed Book 4756 at page 210 among the Land Records for Fairfax County, Virginia.

Section 4. Mortgagee. “Mortgagee”, as used herein, means the holder of any recorded mortgage, or the party secured or beneficiary of any recorded deed of trust, encumbering one or more of the lots. “Mortgage”, as used herein, shall include deed of trust. “First Mortgage”, as used herein, shall mean mortgage with priority over other mortgages. As used in these By-Laws, the term “mortgagee” shall mean any mortgagee and shall not be limited to institutional mortgagees. As used in these By-Laws, the term “institutional mortgagee” or “institutional holder” shall include banks, trust companies, insurance companies, mortgage insurance companies, savings and loan associations, mutual savings banks, credit unions, trusts, pension funds, mortgagee companies, Federal National Mortgage Association (“FNMA”), Federal Home Loan Mortgage Corporation (“FHLMC”), all corporations and any agency or department of the United States Government or of any

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state or municipal government. As used in these By-Laws, the term “holder” or “mortgagee” shall include the parties secured by any deed of trust of any beneficiary thereof.

Section 5. Articles. “Articles”, as used herein, means the Articles of Incorporation of Newberry Station Homeowners executed on the 3rd day of October, 1977.¹

Section 6. Other Definitions. Unless it is plainly evident from the context that a different meaning is intended, all other terms used herein shall have the same meaning as they are defined to have in the Declaration.

ARTICLE III

Membership

Section 1 . Membership. The Association shall have one class of voting membership which shall be known as members. There shall be 182 memberships in the Association.² Every person, group of persons, corporation, partnership, trust or other legal entity, or any combination thereof, who is a record owner of a fee interest in any lot which is part of the premises described in Article II of the Declaration, or which otherwise becomes subject by the Covenants set forth in the Declaration to assessments by the Association, shall be a member of the Association; provided, however, that any such person, group of persons, corporation, partnership, trust or other legal entity who holds such interest solely as security for the performance of an obligation shall not be a member solely on account of such interest. Each member shall be entitled to one (1) vote for each lot in which such member holds the interest required for membership. The members of the Association shall have no preemptive rights, as such members, to acquire any memberships of this Association that may at any time be issued by the Association, except as may be specifically provided in this Article.

Section 2. Membership Certificates. In the event the Board of Directors considers it necessary or appropriate to issue membership certificates or the like, then each such membership certificate shall state that the Association is organized under the laws of the Commonwealth of Virginia, the name of the registered holder or holders of the membership represented thereby, and shall be in such form as shall be approved by the Board of Directors. Membership certificates shall be consecutively numbered, and bound in one or more books, and shall be issued therefrom upon certification as to the transfer of title to the lot to which such membership is appurtenant. Every membership certificate shall be signed by the President or a Vice President and the Secretary or an Assistant Secretary

¹ This Section added at the annual meeting of members on June 9, 2021.

² The number of memberships amended at the annual meeting of members on June 9, 2021, to reflect the fact that in 2004 the Association annexed the townhouses of Shannons Landing Way.

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and shall be sealed with the corporate seal. Such signatures and seal may be original or facsimile.

Section 3. Lost Certificates. The Board of Directors may direct a new certificate or certificates to be issued in place of any certificate or certificates previously issued by the Association and alleged to have been destroyed or lost, upon the making of an affidavit of the fact by the person claiming the membership certificate to be lost or destroyed. When authorizing such issuance of a new certificate or certificates, the Board of Directors may, in its discretion, and as a condition precedent to the issuance thereof, require the registered holder or holders of such lost or destroyed certificate or certificates, or his legal representative, to advertise the same in such a manner as the Board of Directors shall require and to give the Association a bond in such sum as the Board of Directors may require as indemnity against any claim that may be made against the Association on account of the issuance of such new certificate.

Section 4. Liquidation Rights. In the event of any voluntary or involuntary dissolution of the Association, each member of the Association shall be entitled to receive out of the assets of the Association available for distribution to the members an amount equal to that proportion of such assets which the number of memberships held by such members bears to the total number of memberships of the Association then issued and outstanding.

ARTICLE IV

Meeting of Members

Section 1. Place of Meeting. Meetings of the membership shall be held at the principal office or place of business of the Association or at such other suitable place within the Commonwealth of Virginia which is reasonably convenient to the membership and as may from time to time be designated by the Board of Directors.

Section 2. Annual Meetings. The annual meeting of the members of the Association shall be held at such time and place as may be designated by the Board of Directors during the month of June of each year, unless the Board of Directors postpones the annual meeting until a later month if a June meeting is precluded by a proclamation of the County of Fairfax or the Government of the Commonwealth of Virginia or other emergency.³ At such meeting there shall be elected by ballot of the members a Board of Directors in accordance with the requirements of Article V of these By-Laws. The members may also transact such other business as may properly come before them.

³ This Section was amended at the annual meeting of members on June 9, 2021, to allow the Board to schedule a meeting in a month other than June under emergency circumstances.

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Section 3. Special Meetings. It shall be the duty of the President to call a special meeting of the members as directed by resolution of the Board of Directors or upon a petition signed by at least twenty percent (20%) of the then members, having been presented to the Secretary. The notice of any special meeting shall state the time and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting, except as stated in the notice.

Section 4. Notice of Meetings. It shall be the duty of the Secretary, delegable to the Management Agent of the Association, to send to each member of record notice of the time, place, and purposes of such meeting at least fourteen days in advance of the annual meeting and at least seven days in advance of a special meeting. In the event of cancellation of the annual meeting, the seven-day notice of any subsequent meeting scheduled to elect such directors shall include a statement that the meeting is scheduled for the purpose of the election of directors. Mail shall be sent to the address of the member of record as it appears on the membership books of the Association or, if no such address appears, at the last known place of address of the member of record. Notice to either such address shall be considered as notice served. Attendance by a member at any meeting of the members, in person or by proxy, shall be a waiver of notice by the member of the time, place and purposes thereof. Notice of any annual or special meeting of the members of the Association may also be waived by any member either prior to, at or after such meeting. In lieu of sending such notice by United States mail, notice may instead be sent to the member by electronic mail, provided that the member has elected to receive such notice by electronic mail and, in the event that such electronic mail is returned as undeliverable, notice is subsequently sent by United States mail.⁴

Section 5. Roster of Membership. The Board of Directors of the Association shall maintain a current roster of the names and addresses of each member to which written notice of meetings of the members of the Association shall be delivered or mailed. Each unit owner shall furnish the Board of Directors with his name and current mailing address.

Section 6. Quorum. The presence, either in person or by proxy, of members representing at least twenty-five percent (25%) of the then resident owners of record, shall be requisite for, and shall constitute a quorum for the transaction of business of all meetings of members. If the number of members at a meeting drops below the quorum and the question of a lack of a quorum is raised, no business may thereafter be transacted.⁵

Section 7. Adjourned Meetings. If any meeting of members cannot be organized because a quorum has not attended, the members who are present, either in person or by proxy, may, except as otherwise provided by law, adjourn the meeting to a time not less than forty-eight (48) hours from the time the original meeting was called.

⁴ This section amended at the annual meeting of members on June 9, 2021, to conform to §55.1-18115G of the Property Owners' Association Act of the Commonwealth of Virginia (Effective October 1, 2019).

⁵This section amended at the annual meeting of members of June 5, 1986.

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Section 8. Voting. At every meeting of the members, each member shall have the right to cast one (1) vote for each membership which he owns on each question. The vote of the members representing fifty-one percent (51%) of the total of the votes of the membership present at the meeting, in person or by proxy, calculated as aforesaid, shall be necessary to decide any question brought before such meeting, unless the question is one upon which, by the express provision of law or of the Articles of Incorporation, or of the Declaration, or of these By-Laws, a different vote is required, in which case such express provision shall govern and control. The vote for any membership which is owned by more than one person may be exercised by any of them present at any meeting unless any objection or protest by another owner of such membership is noted at such meeting. In the event all of the co-owners of any membership who are present at any meeting of the members are unable to agree on the manner in which the votes for such membership shall be cast on any particular question, then such vote shall not be counted for purposes of deciding that question. In the event any membership is owned by a corporation, then the vote for any such membership shall be cast by a person designated in a certificate signed by the President or any Vice President of such corporation and attested by the Secretary or any Assistant Secretary of such corporation and filed with the secretary of the Association, prior to or during the meeting. Any such certificate shall remain valid until revoked or superseded in writing. The vote for any membership which is owned by a trust or partnership may be exercised by any trustee or partner thereof, as the case may be, and unless any objection or protest by any other such trustee or partner is noted at such meeting, the Chairman of such meeting shall have no duty to inquire as to the authority of the person casting such vote or votes. No member shall be eligible to vote, either in person or by proxy, or to be elected to the Board of Directors, who is shown on the books or management accounts of the Association to be more than sixty (60) days delinquent in any payment due the Association.

Whenever in these By-Laws any action is required to be taken by a specified percentage of "the then members" of the Association, then such action shall be required to be taken by the specified percentage of the votes of the then outstanding members of the Association.

Section 9. Proxies. Subject to the below stated restriction, a member may appoint any other member of the Declarant or the Declarant's Management Agent as his or her proxy. Any proxy must be in writing and must be filed with the Secretary before the appointed time of each meeting in the form approved by the Board of Directors (provided, that the form may not include the preprinted name or names of any members but may be accompanied by a general directory of members). Unless limited by its terms, any proxy shall continue until revoked by written notice of revocation filed with the Secretary or by the death of the member. No one (1) member shall hold more than ten (10) proxies.⁶

⁶This section amended by the members at the annual meeting of June 24, 1993, as provided in Article VIII.

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Section 10. Rights of Mortgagees. Any institutional mortgagee of any lot who desires notice of the annual and special meetings of the members shall notify the Secretary to that effect by Registered mail - Return Receipt Requested. Any such notice shall contain the name and post office address of such institutional mortgagee and the name of the person to whom notice of the annual and special meetings of the members should be addressed. The Secretary of the Association shall maintain a roster of all institutional mortgagees from whom such notices are received, and it shall be the duty of the Secretary to mail or otherwise cause the delivery of a notice of each annual or special meeting of the members to each such institutional mortgagee, in the same manner, and subject to the same requirements and limitations as are otherwise provided in this Article for notice to the members. Any such institutional mortgagee shall be entitled to designate a representative to attend any annual or special meeting of the members, and such representative may participate in the discussion at any such meeting and may, upon request made to the Chairman in advance of the meeting, address the members present at any such meeting. Such representative shall have no voting rights at any such meeting. Such representative shall be entitled to copies of the minutes of all meetings of the members upon request made in writing to the Secretary.

Section 11. Order of Business. The order of business at all regularly scheduled meetings of the members shall be as follows:

- (a) Roll call and certification of proxies.
- (b) Proof of notice of meeting or waiver of notice.
- (c) Reading and disposal of minutes of preceding meetings, if any.
- (d) Report of officers, if any.
- (e) Report of committees, if any.
- (f) Unfinished business.
- (g) New business.
- (h) Election or appointment of inspectors of election.
- (i) Election of directors.
- (j) Adjournment.

In the case of special meetings, items (a) through (d) shall be applicable and thereafter the agenda shall consist of the items specified in the notice of the meeting.

Section 12. Rules of Order and Procedure. The rules of order and all other matters of procedure at all annual and special meetings of the members shall be determined by the Chairman of such meeting.

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Section 13. Inspectors of Election. The Board of Directors may in advance of any annual or special meeting of the members, appoint an uneven number of one or more inspectors of election to act at the meeting and at any adjournment thereof. In the event inspectors are not so appointed, the Chairman of any annual or special meeting of members shall appoint such inspectors of election. Each inspector so appointed, before entering upon the discharge of his duties, shall take and sign an oath faithfully to execute the duties of inspector of election at such meeting. The oath so taken shall be filed with the Secretary of the Association, and no officer or Director of the Association, and no candidate for Director of the Association, shall act as an inspector of election at any meeting of the members if one of the purposes of such meeting is to elect Directors.

ARTICLE V

Directors

Section 1. Number. The affairs of the Association shall be governed by the Board of Directors composed of an uneven number of at least three (3) natural persons and not more than seven (7) natural persons, a majority of whom shall be members of the Association. The number of Directors may be determined by a vote of the members at the annual meeting of members and the number of Directors may be changed by a vote of the members at any subsequent annual or special meeting of the members; provided, however, that (a) the limitations of this Section shall continue to apply; and (b) no such change shall operate to curtail or extend the term of any incumbent Director.⁷

Section 2. Eligibility. A person shall be eligible to serve on the Board of Directors only if (a) the person is currently a member of the Association and resides in Newberry Station,⁸ (b) the member is not more than 60 days delinquent in payment to the Declarant of any assessments, carrying charges, or attorney's fees and (c) the member is in compliance with the Architectural and Environmental Regulations⁹ of the Declarant (including any right of the member to a hearing before the Board of Directors).¹⁰

Section 3. Powers and Duties. The Board of Directors shall have all the powers and duties necessary for the administration of the affairs of the Association and may do all such acts and things as are not by law or by the Declaration or these By-Laws directed to be exercised and done by the members. The powers and duties of the Board of Directors shall include, but shall not be limited to, the following:

⁷This section amended by the members at the annual meeting of June 24, 1993, as provided in Article VIII.

⁸ Subsection (a) added by members at the annual meeting of June 9, 2021, to clarify that Directors must be current members of the Association and reside in Newberry Station.

⁹Title changed to be consistent with the Declaration.

¹⁰This section added by the members at the annual meeting of June 24, 1993, as provided in Article VIII.

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To provide for the

- (a) care, upkeep and surveillance of the common areas and community facilities and services in a manner consistent with law and the provisions of these By-Laws and the Declaration; and
- (b) establishment, collection, use and expenditure of assessments and carrying charges from the members and for the assessment, the filing and enforcement of liens therefor in a manner consistent with law and the provisions of these By-Laws and the Declaration; and
- (c) designation, hiring and dismissal of the personnel necessary for the good working order and proper care of the common areas and community facilities and to provide services for the project in a manner consistent with law and the provisions of these By-Laws and the Declaration; and
- (d) promulgation and enforcement of such rules and regulations and such restrictions on or requirements as may be deemed proper respecting the use, occupancy and maintenance of the common areas and community facilities as are designated to prevent unreasonable interference with the use of the common areas and community facilities by the members and others, all of which shall be consistent with law and the provisions of these By-Laws and the Declaration; and
- (e) authorization, in their discretion, of the payment of patronage refunds from residual receipts when and as reflected in the annual report; and
- (f) to enter into agreements whereby the Association acquires leaseholds, memberships and other possessory or use interests in real or personal property for the purpose of promoting the enjoyment, recreation or welfare of the members and to declare expenses incurred in connection therewith to be common expenses of the Association; and
- (g) to purchase such policies of insurance as shall from time to time be considered appropriate by the Board of Directors including, without limitation, casualty insurance, public liability insurance, workmen's compensation insurance to the extent necessary to comply with any applicable law, so-called "legal expense indemnity insurance" affording protection for the officers and Directors of the Association for expenses and fees incurred by any of them in defending any suit or settling any claim or cause of action to which any such officer or Director shall have been made a party by reason of his or her service as such, fidelity coverage and the like; and
- (h) to repair, restore or reconstruct all or any part of the common areas and community facilities after any casualty loss in a manner consistent with law and the provisions of these By-Laws and to otherwise improve the common areas and community facilities; and

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- (i) to lease, grant licenses, easements, rights-of-way and other rights of use in all or any part of the common areas and community facilities; and
- (j) to purchase lots and to lease, mortgage or convey the same, subject to the provisions of these By-Laws and the Declarations; and
- (k) to appoint members of the Architectural and Environmental Control Committee¹¹ provided for in the Declaration and to appoint the members of such other committees as the Board of Directors may from time to time designate.

Section 4. Management Agent. The Board of Directors shall employ for the Association a management agent or manager (the “Management Agent”) at a rate of compensation established by the Board of Directors to perform such duties and services as the Board of Directors shall from time to time authorize in writing. The Association shall not undertake “self-management” or otherwise fail to employ a management agent or manager without the prior written approval of all of the institutional holders of all first mortgages on the lots. Any management agreement entered into by the Association shall provide, inter alia, that such agreement may be terminated with or without cause, by either party upon ninety (90) days' written notice thereof to the other party. The term of any such management agreement shall not exceed one year; provided, however, that the term of any such management agreement may be renewable by mutual agreement of the parties for successive one-year periods.

Section 5. Election and Term of Office. The election of Directors shall be by secret written ballot, unless balloting is dispensed with by the unanimous consent of the members present at any meeting, in person or by proxy. There shall be no cumulative voting. At the expiration of the term of office of each respective Director, his or her successor shall be elected to serve a term of no less than two (2) years, and shall agree to waive the obligation of the Articles to serve a third year and instead, if the Director so desires, stand for re-election after two years have elapsed.¹² Directors shall hold office until their successors have been elected and hold their first regular meeting.

Section 6. Vacancies. Vacancies in the Board of Directors caused by any reason other than the removal of a Director by a vote of the membership shall be filled by vote of the majority of the remaining Directors, even though they may constitute less than a quorum, and each person so elected shall be a Director until a successor is elected by the members at the next annual meeting to serve a two (2) year term.¹³

¹¹Name changed to conform with the Declaration.

¹² This section amended by the members at the annual meeting of June 9, 2021, to conform with the Articles.

¹³This section amended by the members at the annual meeting of June 21, 1988, as provided in Article VIII.

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Section 7. Resignation and Removal of Directors.

- (a) Any Director may resign at any time upon written notice to the Board of Directors.
- (b) At any annual meeting of members, or at any special meeting duly called for such purpose, any Director may be removed with or without cause by the affirmative vote of the majority of the votes of the members present and voting in person or by proxy, and a successor may then and there be elected to fill the vacancy thus created. Any Director whose removal has been proposed by the members shall be given an opportunity to be heard at the meeting. The Board of Directors shall call a special meeting if there is evidence of egregious violations of the Code of Conduct of the Board of Directors, in addition to other remedies that may be available to the Association in law or in equity for violations of the Code.
- (c) A Board member who misses three (3) regular Board meetings in a row or more than five (5) regular Board meetings from the Annual meeting to the subsequent Annual meeting may be removed by the majority vote of the other members of the Board of Directors.
- (d) Upon written notice from the Management Agent or the Architectural and Environmental Control Committee to the Secretary that any member of the Board of Directors is no longer eligible for the Board under Section 2 of Article V, the Board of Directors shall terminate the term of said member at the next regular or special meeting of the Board.¹⁴

Section 8. Compensation. No compensation shall be paid to Directors for their services as Directors. No remuneration shall be paid to any Director for services performed by him for the Association in any other capacity unless a resolution authorizing such remuneration shall have also been adopted by the Board of Directors before such services are undertaken. Directors may be reimbursed for their actual out-of-pocket expenses necessarily incurred in connection with their services as Directors.

Section 9. Organization of Meeting. The first meeting of a newly elected Board of Directors shall be held within ten (10) days of election at such place as shall be fixed by the Directors at the meeting at which such Directors were elected, and no notice shall be necessary to the newly elected Directors in order legally to constitute such meeting, provided a majority of the whole Board of Directors shall be present at such first meeting.

Section 10. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the Directors, but at least two (2) such meetings shall be held during each fiscal year. Notice of the time, date, and place of each meeting of the board of directors or of any committee of

¹⁴This section amended by the members at the annual meeting of June 24, 1993, as provided in Article VIII and further amended at the annual meeting of June 9, 2021.

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the board of directors shall be published on the Association web site at least six (6) days prior to the day named for such meeting.¹⁵

Section 11. Special Or Emergency Meetings. Special or emergency meetings of the Board of Directors may be called by the President; and special or emergency meetings of any committee by the Chair of the committee. Notice, reasonable under the circumstances, of special or emergency meetings shall be given contemporaneously with the notice provided to members of the association's board of directors or committee members on the Association web site.¹⁶

Section 12. Waiver of Notice. Before, at or after any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board of Directors shall be waiver of notice by him of the time, place and purpose thereof. If all Directors are present at any meeting of the Board of Directors, no notice shall be required and any business may be transacted at such meeting.

Section 13. Quorum. At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at any meeting at which a quorum is present shall be the acts of the Board of Directors. If at any meeting of the Board of Directors there be less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

Section 14. Action Without Meeting. Any action by the Board of Directors required or permitted to be taken at any meeting may be taken without a meeting if all of the members of the Board of Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors.

Section 15. Rights of Mortgagees. Any institutional mortgagee of any lot who desires notice of the regular and special meetings of the Board of Directors shall notify the Secretary to that effect by Registered Mail - Return Receipt Requested. Any such notice shall contain the name and post office address of such institutional mortgagee and the name of the person to whom notice of the regular and special meetings of the Board of

¹⁵ This section amended at the annual meeting of members on June 9, 2021, to conform to §55.1-1816 of the Property Owners' Association Act of the Commonwealth of Virginia (Effective October 1, 2019) and establish the Association web site as the principal vehicle for notification.

¹⁶ This section amended at the annual meeting of members on June 9, 2021, to conform to §55.1-1816 of the Property Owners' Association Act of the Commonwealth of Virginia (Effective October 1, 2019) and establish the Association web site as the principal vehicle for notification.

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Directors should be addressed. The Secretary of the Association shall maintain a roster of all institutional mortgagees from whom such notices are received, and it shall be the duty of the Secretary to mail or otherwise cause the delivery of a notice of each regular or special meeting of the Board of Directors to each such institutional mortgagee, in the same manner, and subject to the same requirements and limitations as are otherwise provided in this Article for notice to the member of the Board of Directors. Any such institutional mortgagee shall be entitled to designate a representative to attend any annual or special meeting of the Board of Directors, and such representative may participate in the discussion at any such meeting and may, upon his request made to the Chairman in advance of the meeting, address the members of the Board of Directors present at any such meeting. Such representative shall be entitled to copies of the minutes of all meetings of the Board of Directors upon request made in writing to the Secretary.

Section 16. Fidelity Bonds. The Board of Directors may require that all officers, Directors and employees of the Association regularly handling or otherwise responsible for the funds of the Association shall furnish adequate fidelity bonds or equivalent insurance against acts of dishonesty. The premiums on such bonds or insurance shall be paid by the Association.

Section 17. Limitations. The following are among the limits on the authority of the Board of Directors.¹⁷

- (a) Except as provided in paragraph (b) of this section, the Board of Directors may not authorize the improvements or alterations in excess of \$7,500 to the common areas or community facilities listed below without the prior consent of a majority of members present, either in person or by proxy, at a meeting of members under Article IV.
 - (i) Changes to the width of streets.
 - (ii) Removal, relocation (other than as part of any necessary repairs), and/or addition of asphalt trails and sidewalks.
 - (iii) Erection of one or more entrance signs.
 - (iv) Addition of new recreational facilities such as basketball courts or removal of existing facilities such as the pool and tot lots.
 - (v) Construction of any new building, structure or speed bumps on common areas.
 - (vi) Demolition and/or major changes to the architecture of the Clubhouse meeting room, Clubhouse changing rooms, and/or entrance building on Hamilton Court.¹⁸

¹⁷This section added by the members at the annual meeting of June 24, 1993, as provided in Article VIII.

¹⁸ This section amended by the members at the annual meeting on June 9, 2021.

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- (b) The Board of Directors may authorize improvements or alterations to common areas or community facilities to (i) repair and maintain existing facilities, (ii) provide for the physical safety of residents, or (iii) make such alterations as are directed by an instrumentality of Fairfax County, the State of Virginia, or the Government of the United States.

Section 18 Code Of Conduct. The Board of Directors shall establish a Code of Conduct and make this Code of Conduct available to all members of the Association on the Association's web site. Members of the Board shall agree to abide by that Code as a condition for nomination to the Board.¹⁹

ARTICLE VI

Officers

Section 1. Designation. The principal officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer, all of whom shall be elected by the Board of Directors. Except for the President, the officers of the Association need not be members of the Association. The Board of Directors may appoint an assistant secretary and an assistant treasurer and such and other officers as in their judgment may be necessary. The offices of Secretary and Treasurer may be filled by the same person.

Section 2. Election of Officers. The officers of the Association shall be elected annually by the Board of Directors at the organization meeting of each new Board and shall hold office at the pleasure of the Board of Directors.

Section 3. Resignation - Removal of Officers. An officer may resign at any time upon written notice to the Board of Directors. Upon an affirmative vote of a majority of the members of the Board of Directors, any officer may be removed either with or without cause, and his successor elected at any regular meeting of the Board of Directors, or any special meeting of the Board of Directors called for such purpose.

Section 4. President. The President shall be the chief executive officer of the Association. He shall preside at all meetings of the members and of the Board of Directors. He shall have all of the general powers and duties which are usually vested in the office of president of a corporation.

Section 5. Vice President. The Vice President shall take the place of the President and perform his duties whenever the President shall be absent or unable to act. If neither the President nor the Vice President is able to act, the Board shall appoint some other member of the Board to do so on an interim basis. The Vice President shall also assist the President generally and shall perform such other duties as shall from time to time be delegated to him by the Board of Directors.

¹⁹ This section added at the annual meeting of members on June 9, 2021.

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Section 6. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the members of the Association. The Secretary shall give notice of all annual and special meetings of the members of the Association in conformity with the requirements of these By-Laws. The Secretary shall have custody of the seal of the Association, if any. The Secretary shall have charge of the membership transfer books and of such other books and papers as the Board of Directors may direct and he shall, in general, perform all of the duties incident to the office of Secretary.

Section 7. Treasurer. The Treasurer shall have responsibility for funds and securities of the Association and shall be responsible for keeping, or causing to be kept, full and accurate accounts of all receipts and disbursements in books belonging to the Association. He shall be responsible for causing the deposit of all monies and other valuable effects in the name, and to the credit of the Association, in such depositories as may from time to time be designated by the Board of Directors.

ARTICLE VII

Fiscal Management

Section 1. Fiscal Year. The fiscal year of the Association shall begin on the first day of January every year. The commencement date of the fiscal year herein established shall be subject to change by the Board of Directors should the practice of the Association subsequently dictate.

Section 2. Principal Office - Change of Same. The principal office of the Association shall be as set forth in Article I of these By-Laws. The Board of Directors, by appropriate resolution, shall have the authority to change the location of the principal office of the Association from time to time.

Section 3. Books and Accounts. Books and accounts of the Association shall be kept under the direction of the Treasurer in accordance with generally accepted accounting practices consistently applied. The same shall include books with detailed accounts, in chronological order, of receipts and of the expenditures and other transactions of the Association and its administration and shall specify the maintenance and repair expenses of the common areas and community facilities, services required or provided with respect to the same and any other expenses incurred by the Association. The amount of any assessment or portion of any assessment, required for payment of any capital expenditures or reserves of the Association, may be credited upon the books of the Association to the "paid-in-Surplus" account as a capital contribution.

Section 4. Auditing. At the close of each fiscal year, the books and records of the Association shall be audited by an independent Certified Public Accountant whose report shall

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be prepared and certified in accordance with generally accepted auditing standards, consistently applied. Based upon such report, the Association shall furnish the members and any mortgagee requesting the same with an annual financial statement, including the income and disbursements of the Association, within ninety (90) days following the end of each fiscal year.

Section 5. Inspection of Books. The books and accounts of the Association, vouchers accrediting the entries made thereupon and all other records maintained by the Association shall be available for examination by the members and their duly authorized agents or attorneys and to the institutional holder of any first mortgage on any lot and its and their duly authorized agents or attorneys, during normal business hours and for purposes reasonably related to their respective interests and after reasonable notice.

Section 6. Execution of Corporate Documents. With the prior authorization of the Board of Directors, all notes and contracts shall be executed on behalf of the Association by either the President or Vice-President, and all checks shall be executed on behalf of the Association either by (a) the Management Agent employed under Section 4 of Article V or (b) by joint signature of the Treasurer and either the President or Vice-President. Other than for the President or Vice-President, a member of the Declarant may obligate funds on behalf of the Declarant only if the member (a) proposes to spend the funds for the purposes and within the limitations specified in a written delegation of authority from the Board of Directors, and (b) submits written receipts for any such expenditures.²⁰

Section 7. Seal. The Board of Directors may provide a suitable corporate seal containing the name of the Association, which seal shall be in the charge of the Secretary. If so directed by the Board of Directors, a duplicate seal may be kept and used by the Treasurer or any assistant secretary or assistant treasurer.

ARTICLE VIII

Amendment

Section 1. Amendments. Subject to the other limitations set forth in these By-Laws, these By-Laws may be amended by the affirmative vote of members representing two-thirds (2/3) of the then members of record at any meeting²¹ of the members duly called for such purpose in accordance with the provisions and requirements of these By-Laws.

Section 2. Proposal of Amendments. Amendments to these By-Laws may be proposed by the Board of Directors of the Association or by petition signed by at least twenty-five

²⁰This section amended by the members at the annual meeting of June 24, 1993, as provided in Article VIII.

²¹This has been consistently interpreted as meaning 2/3 of the members of record in attendance at such meeting.

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percent (25%) of the total votes of the members, which petition shall be delivered to the Secretary. A description of any proposed amendment shall accompany the notice of any annual or special meeting of the members at which such proposed amendment is to be considered and voted upon.

ARTICLE IX

*Mortgages - Notice - Other Right of Mortgagees -
Veterans Administration*

Section 1. Notice to Board of Directors. Any owner of any lot in the project who mortgages such lot shall promptly notify the Board of Directors of the name and address of his mortgagee and, if requested so to do, shall file a confirmed copy of such mortgage with the Board of Directors. The Board of Directors shall maintain in a suitable roster pertaining to such mortgages.

Section 2. Consent. Any other provisions of these By-Laws or of the Declaration to the contrary notwithstanding, neither the members, the Board of Directors nor the Association shall, by act or omission, take any of the following actions without the prior written consent and approval of the institutional holders of all first mortgages of record on the lots:

- (a) abandon, partition, subdivide, encumber, sell or transfer any of the common areas and community facilities; provided, however, that the granting of rights-of-way, easements and the like for public utilities or for other purposes consistent with the use of the common areas and community facilities by the members of the Association shall not be considered a transfer within the meaning of this Section; or
- (b) abandon or terminate the Declaration; or
- (c) modify the method of determining and collecting common expense assessments or other assessments as provided for in the Declaration; or
- (d) resolve to use the proceeds of casualty insurance for any purpose other than the repair, replacement or reconstruction of the common areas and community facilities; or
- (e) modify or amend any material or substantive provisions of the Declaration or these By-Laws.²²

²²In a letter dated July 7, 1993, from Maurice E. Moylan, representing the firm of Matricardi, Kruck, and Moylan (attorneys at law for the Association) advised the Board of Directors that the By-Law amendments approved by members of the Association on July 24, 1993, and prior meetings, "are procedural in nature and do not affect the rights of the First Mortgage holders. In our opinion, the above-stated amendments do not amend material or substantive provisions of the By-Laws. The only amendment which we feel

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Section 3. Casualty Losses. In the event of damage or destruction to the common areas or community facilities by fire or other casualty, the same shall be promptly repaired, replaced or reconstructed in substantial conformity with the original plans and specifications for the common areas and community facilities with the proceeds of insurance available for that purpose, if any. In the event that the proceeds of insurance are not sufficient to repair damage or destruction of the common areas or community facilities caused by fire or other casualty, or in the event such damage or destruction is caused by any casualty not insured against, then and in either of those events, upon resolution of the Board of Directors, the repair, replacement or reconstruction of the damage shall be accomplished promptly by the Association at its common expense. The Association shall not use the proceeds of casualty insurance received as a result of damage or destruction of the common areas or community facilities for purposes other than the repair, replacement or reconstruction of the common areas and community facilities without the prior written consent and approval of the institutional holders of all first mortgages of record on the lots.

In the event of substantial damage or destruction to any part of the common areas and community facilities, the Board of Directors of the Association shall give prompt written notice of such damage or destruction to the holders of all first mortgages of record on the lots. No provision of these By-Laws shall entitle any member of the Association to any priority over the holder of any first mortgage of record on his lot with respect to the distribution to such member of any insurance proceeds paid or payable on account of any damage or destruction of any of the common areas or community facilities.

Section 4. Condemnation or Eminent Domain. In the event any portion of the common areas or community facilities is made the subject matter of any condemnation or eminent domain proceeding, or is otherwise sought to be acquired by any condemning authority, then the Board of Directors of the Association shall give prompt written notice of any such proceeding or proposed acquisition to the holders of all first mortgages of record on the lots. No provisions of these By-Laws shall entitle any member of the Association to any priority over the holder of any first mortgage of record on his lot with respect to distribution to such member of the proceeds of any condemnation award or settlement relating to a taking of any of the common areas and community facilities.

Section 5. Veterans Administration. Provided that any lot in the project is then encumbered by a deed of trust or mortgage which is guaranteed by the Veterans Administration, neither the members, the Board of Directors nor the Association shall by act or omission,

may be material or substantive is [the amendment that] ... limits the Board of Directors from authorizing improvements and alterations in excess of \$750.00 to common areas and community facilities without prior consent of the members. Even if the amendment is considered to be material or substantive, it does not affect the First Mortgage holders. Therefore, we do not feel the burdensome task of identifying and obtaining the written consent and approval of all First Mortgage holders is necessary.”

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take any of the following actions without the prior written consent and approval of the Veterans Administration.

- (a) abandon, partition, subdivide, encumber, sell or transfer any of the common areas and community facilities; provided, however, that granting of rights-of-way, easements and the like for public utilities or for other purposes consistent with the use of the common areas and community facilities by the members of Association shall not be considered a transfer within the meaning of this Section; or
- (b) abandon or terminate the Declaration; or
- (c) modify or amend any material or substantive provisions of the Declaration or these By-Laws.

ARTICLE X

*Committees*²³

Section 1 Composition. (a) Generally, committees shall be composed of three or more persons. (b) No member of the Board of Directors or co-resident may serve on the Architectural and Environmental Control Committee.²⁴

Section 2 Selection. The President shall nominate persons to serve on committees for approval by the Board of Directors. The term of each approved committee member shall be specified in writing in the minutes of the Board meeting, with no term to exceed two years. However, the Board of Directors may reappoint a member of a committee to any number of consecutive terms. The Secretary shall maintain a current and complete roster of committee members, the dates of their current terms, and copies of written delegations of authority to each committee specifying the functions of the committee and any limitations on authority of the committee to represent the Declarant.

Section 3. Eligibility. A member of the Association shall be eligible to serve on a committee only if (a) the member is not more than 60 days delinquent in payment to the Declarant of any assessments, carrying charges, or attorney's fees and (b) the member is in compliance with the Architectural and Environmental Regulations of the Declarant (including any right of the member to a hearing before the Board of Directors).

Section 4. Removal. (a) Upon written notice from the Management Agent or the Architectural and Environmental Review Board to the Secretary that any member of a committee is no longer eligible under Section 3 of this Article, the Board of Directors shall terminate the term of said member at the next regular or special meeting of the Board (unless the Management Agent or the Architectural and Environmental Control

²³This section added by the members at the annual meeting of June 24, 1993, as provided in Article VIII.

²⁴Name changed to conform with the Covenants.

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Committee reports at the meeting that the member has taken such action as is necessary to restore his or her eligibility prior to the meeting). (b) The Board of Directors may also remove a member of a committee for any other reason by a two thirds vote of the Board of Directors.

Section 5. Operation. (a) The Board of Directors shall designate a chairperson and vice-chairperson for each committee. (b) The vice-chairperson shall act in the absence of the chairperson with all the powers of the chairperson. (c) The committee shall meet at the call of the chairperson. The chairperson shall preside at the meetings. (d) A majority of committee members (but no less than two) must be present at any committee meeting to constitute a quorum for the conduct of committee business. (e) Each committee member, including the chairperson, shall have one vote. If a quorum is present, a majority vote of committee members present at the meeting shall constitute a decision of the committee. (f) The committee shall maintain minutes of its meetings and adequate records of its activities. The chairperson shall provide copies of minutes to the Board of Directors and otherwise regularly report on committee activities to the Board of Directors. (g) The committee chairperson or, in his or her absence, another representative of the committee shall attend regular meetings of the Board of Directors. (h) The committee shall carry out functions delegated in writing to the committee by the Board of Directors within any limitations specified in the written delegation.

ARTICLE IX

Interpretation - Miscellaneous

Section 1. Conflicts. These By-Laws are subordinate and subject to all provisions of the Declaration and to the provisions of the Articles of Incorporation of the Association. All of the terms hereof, except where clearly repugnant to the context, shall have the same meaning as they are defined to have in the Declaration. In the event of any conflict between these By-Laws and the Declaration, the provisions of the Declaration shall control; and in the event of any conflict between these By-Laws and the Articles of Incorporation of the Association, the provisions of the Articles of Incorporation shall control.

Section 2. Notices. Unless another type of notice is herein elsewhere specifically provided for, any and all notices called for in these By-Laws shall be given in writing.

Section 3. Severability. In the event any provision or provisions of these By-Laws shall be determined to be invalid, void, or unenforceable, such determination shall not render invalid, void or unenforceable any other provisions hereof which can be given effect.

Section 4. Waiver. No restriction, condition, obligation or provisions of these By-Laws shall be deemed to have been abrogated or waived by reason of any failure or failures to enforce the same.

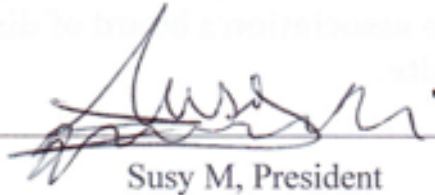
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Section 5. Captions. The captions contained in these By-Laws are for convenience only and are not a part of these By-Laws and are not intended in any way to limit or enlarge the terms and provisions of these By-Laws or to aid in the construction thereof.

Section 6. Gender. etc. Whenever in these By-Laws the context so requires, the singular number shall include the plural and the converse, and use of any gender shall be deemed to include all genders.

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IN WITNESS WHEREOF, the undersigned, being President and Secretary of THE NEWBERRY STATION HOMEOWNERS ASSOCIATION, INC. have hereunto set our hands and seals this 9th day of June, 2021, and do hereby certify that the Amended and Restated By-Laws have been duly adopted as the By-laws of THE NEWBERRY STATION HOMEOWNERS ASSOCIATION, INC., with amendments approved as provided in Section 1 of Article VIII of these By-Laws on the 9th day of June 2021.



Susy M, President



Michael Miller, Secretary