

BY-LAWS  
OF  
EVERGREEN PROPERTY OWNERS ASSOCIATION

ARTICLE I

Name: The Association should be known as Evergreen Property Owners Association.

ARTICLE II

Members:

Section 1. Eligibility: The membership of the Association will be composed of persons who are lot owners, or owning lots improved by residential dwelling, in the area described as EVERGREEN FARMS SUBDIVISION as recorded among the land records of Prince William County, Virginia.

Section 2. Voting Rights: The members of the Association will be entitled to one vote for each lot owner.

Section 3. Termination of Membership: Upon the sale of property in Evergreen Subdivision, the membership of any Member of this Association will be automatically terminated. Upon the failure of any Member to pay dues or other fees which may be assessed upon the Members, by affirmative vote of two-thirds of all of the Members the Association may suspend the delinquent Member from membership in this Association and such Member may be reinstated upon such terms as the Board of Directors may deem appropriate after considering all of the circumstances involved.

Section 4. Transfer of Membership: Membership in this Association is not transferable or assignable.

ARTICLE III

Meetings of Members:

Section 1. Annual Meeting: An annual meeting of the Members shall be held at Evergreen on the first Tuesday in the month of February in each year, beginning with the year 1983, at the hour of

eight o'clock, P.M., for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the state of Virginia, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Members as soon thereafter as conveniently may be.

Section 2. Special Meetings: Special meetings of the Members may be called by the President, the Board of Directors, or not less than one-tenth of the Members having voting rights.

Section 3. Place of Meeting: The Board of Directors may designate any place either within or without the area known as Evergreen Subdivision, but such place must be within the County of Prince William, as the place of the meeting for any annual meeting or special meeting called by the Board of Directors.

Section 4. Notice of Meetings: Written or printed notice stating the place, day and hour of any meeting of the Members shall be delivered either personally or by mail to each Member entitled to vote at such meeting, not less than 7 nor more than 30 days before the date of the meeting.

Section 5. Quorum: For the purpose of transacting such business as may come before any regular or special meeting of the Members of this Association, fifty (50) per cent of the eligible votes of the Association, voting in person or by proxy, shall constitute a quorum at any such meeting. If a quorum is not present at any meeting of the Members, a majority of the Members present may adjourn the meeting from time to time without further notice.



Section 6. Proxies: At any meeting of Members, a Member entitled to vote may vote by proxy executed in writing by the Member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy.

#### ARTICLE IV

##### Board of Directors:

Section 1. General Powers: The affairs of the Association shall be managed by its Board of Directors who shall be elected from the eligible Members of the Association. The Board of Directors shall have the authority to implement only programs approved by the membership.

Section 2. Number, Tenure and Qualifications: The number of Directors of this Association shall be five (5). Each Director shall hold office for a period of one year from the date of his election.

Section 3. Regular Meetings: Regular meetings of the Board of Directors shall be held without other notice than by this by-law, immediately after the annual meeting of the Members. Other regular meetings of the Board of Directors will be held at such time and place as may be determined by resolution of the Board of Directors.

Section 4. Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors and may be held at such time and place as designated by the President.

Section 5. Notice: Notice of any special meeting of the Board of Directors shall be given at least two days prior thereto by notice delivered personally or sent by mail or telegram to each Director at his address as shown by the records of the Association. Any Director may waive notice of any meeting by attending such meeting and fixing his name to the minutes of the meeting.

Section 6. Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. A majority of the Directors present at a meeting at which a quorum is present, shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these By-Laws.

Section 7. Vacancies: Any vacancy occurring in the Board of Directors shall be filled by a majority vote of the Membership. A Director elected to fill a vacancy shall serve until the next annual meeting of the membership when the membership shall elect a Director for the unexpired term of his predecessor in office.

Section 8. Compensation: Directors as such shall not receive compensation for their services. Nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation therefor.

#### ARTICLE V

##### Officers:

Section 1. Officers: The Officers of the Association shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer. The Members may elect or appoint such other Officers including one or more Assistant Secretaries as may be deemed desirable and necessary by the Members.

Section 2. Election and Term of Office: The Officers of the Association shall be elected annually by a majority of the entire Board of Directors at the regular annual meeting to be held immediately after the annual meeting of the Members of the Association. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each Officer shall hold office for one year or until his successor shall have been duly elected and shall have qualified.



Section 3. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 4. President: The President shall be the principal executive officer of the Association and shall in general supervise and control all of the business and affairs of the Association. He shall preside at all meetings of the Members and of the Board of Directors. He may sign, with the Secretary or any other proper Officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other officer or agent of the Association; and in general he shall perform all duties incident to the office of President such other duties as may be prescribed by the Board of Directors from time to time.

Section 5. Vice President: In the absence of the President or in event of his inability, or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 6. Treasurer: If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Association;

receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these by-laws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7. Secretary: The Secretary shall keep the minutes of the meetings of the Members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the Association records and of the seal of the Association and see that the seal of the Association is affixed to all documents, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provisions of these by-laws; keep a register of the post office address of each Member which shall be furnished to the Secretary by such Member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

#### ARTICLE VI

##### Committees:

Section 1. Architectural Control Committee: An Architectural Control Committee composed of three members shall be elected by a majority vote of the owners of the lots of Evergreen Farms Subdivision at the annual meeting of the Association. The purpose of the Architectural Control Committee shall be to enforce, as deemed to be in the best interest of the members of the community,



the covenants and restrictions pertaining to Evergreen Farm Subdivision as recorded among the land records of Prince William County, Virginia, and such other duties as may be directed by the membership or the Board of Directors.

Section 2. Committees of Directors: The Board of Directors by resolution adopted by a majority of the Directors in office, may designate one or more committees, to transact the business of the Association as may be deemed necessary and expedient by the Board of Directors. Duties, responsibilities and authority of the Committees will be set forth in the resolution establishing each committee and the membership of the Association will be notified of the membership of the committee by whatever means may be deemed to be appropriate by the Board of Directors.

Section 3. Term of Office: Unless otherwise provided, each member of a committee shall continue as such until the next annual meeting of the Members of the Association and until his successor is duly appointed unless the committee shall be sooner terminated, or unless such Member be removed from such committee, or shall cease to be a Member of the Association.

#### ARTICLE VII

##### Contracts, Checks, Deposits and Funds:

Section 1. Contracts: Consistent with programs approved by the membership, a majority of the entire Board of Directors may authorize any officer, agent or agents of the Association, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc.: All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the

Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an assistant Treasurer and countersigned by the President or a Vice President of the Association.

Section 3. Deposits: All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts: The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purposes of the Association.

#### ARTICLE VIII

##### Fiscal Year:

The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year.

#### ARTICLE IX

##### Dues:

Section 1. Annual Dues: The Board of Directors shall recommend to the Membership the amount of an initiation fee, if any, and the annual dues payable to the Association by Members.

Section 2. Payment of Dues: Dues shall be payable in advance on the first day of January in each fiscal year. Dues of a new Member shall be prorated for the remainder of the fiscal year from the first day of the month in which such Member becomes a Member.

#### ARTICLE X

##### Amendments to By-Laws:

These by-laws may be altered or amended by a majority of the Members present at any regular or special meeting of the Members of the Association when there is a quorum present, provided the Membership receives at least thirty days written notice of the proposed changes.