

AMENDED AND RESTATED LAKE BARCROFT ASSOCIATION BYLAWS

(As amended and approved at a meeting of the Membership on February 23, 2012)

ARTICLE I

The name of this Virginia non-stock corporation is Lake Barcroft Association, Inc., hereinafter referred to as LBA. LBA is a Property Owners Association under the Virginia Property Owners Association Act and is also governed by the Virginia Nonstock Corporation Act.

ARTICLE II – Object

The purposes of LBA are:

- A. To exercise ownership, management, and control over Lake Barcroft, the designated beaches adjacent thereto, and other properties belonging to LBA;
- B. To respect, preserve, and enhance the unique natural resources under its management;
- C. To promote, foster, and protect the community known as Lake Barcroft, and to promote cooperative activities and friendly spirit within the community; and
- D. To render services in fulfillment of these objectives and purposes.

ARTICLE III – Members

A. ONE CLASS OF MEMBERSHIP. There shall be one class of LBA membership consisting of the owners of qualifying lots in the community commonly known as Lake Barcroft, provided those lots are subject to the annual fee payable to LBA or to its successors, created by deed or other written covenant recorded among the land records of Fairfax County and provided further, that the owners have paid the full membership fee or have assumed a previously paid membership in accordance with Paragraph B below.

Generally, the qualifying lots are described in the following plats recorded among the land records of Fairfax County: (1) Barcroft Lake Shores, Inc.-Sections 2, 3, 4, 5, 6 & 7; (2) Lake Barcroft Estates, Inc.- Sections 1, 2, 3, 10 & 11; and (3) Fairfax Beach & Tennis, Inc.-Sections 8 & 9, and (4) Lake Barcroft Cloisters-Section 2.

Notwithstanding legal descriptions, the Lake Barcroft Community is recognized, for purposes of administration, as comprising 3 geographical areas and 11 geographical sections commonly known as:
South Area Sections 1, 2, 3;
Middle Area Sections 4, 5, 6, 7;
North Area Sections 8, 9, 10, 11.

B. MEMBERSHIP REGISTRATION; FEES; STATUS. Memberships on qualifying lots which are fully paid on the effective date of these amended Bylaws are deemed fully and properly registered; that is, they are not subject to the membership fees as described herein.

All other memberships shall begin when the application has been received and fees set forth in this Article have been paid.

The one-time-per-lot membership fee shall be \$3500.00. The membership fee may be modified at the discretion of the Board of Directors of LBA (hereinafter, the Board).

A transfer membership fee shall be paid when a property owner either acquires a lot on which a membership has already been paid, or transfers his or her membership to another owned and qualifying

property. The transfer membership fee shall be \$50.00 and may be modified at the discretion of the Board.

C. VOTING POWER; JOINT OR MULTIPLE OWNERSHIP. The owners of each qualifying lot for which the membership fee has been paid, shall have one vote on all matters properly before the members of LBA. A person may hold more than a single membership, according to the number of qualifying lots owned, and shall have one vote for each membership held. Membership based on jointly owned property shall be deemed the membership of whichever one of the owners they may elect. Joint owners may, however, vote individually on any matters before the membership in such fractional portion as their ownership rights may be deemed in law; i.e. one-half, one-third, and so forth.

D. SALE OF PROPERTY; TRANSFER; SURVIVORSHIP. If a member sells or transfers the property on which membership is based, the new owner of the property shall qualify as a member upon payment of the transfer fee. The transferring member may apply his or her membership, however, to any other qualifying property which he or she owns by making proper application to the Board and by paying the transfer fee, if done within 60 days after conveying title to the new owner of the first mentioned property. In such cases, the new owner must pay a membership fee in order to become a member.

Upon the death of a member, the surviving spouse or other co-owner shall be entitled to assume membership without payment of the transfer fee but shall be required to so notify the Board.

Upon the death of a member who does not leave a surviving spouse or other co-owner, the executor or administrator of the deceased member's estate shall be entitled to exercise the prerogatives of the member in disposition of the property.

ARTICLE IV-Revenues; Reserve Fund

A. FUNDING. In general the activities of LBA shall be financed by fees, contributions, advertising revenues from its publications, and investment income. In order to assure that LBA is able to render services in fulfillment of its objects and purposes and to assure long term financial stability in the conduct of Lake Barcroft community affairs the following provisions are made.

B. ANNUAL SERVICE FEES. The annual service fee, which includes the covenant fee, will be set annually by the Board. The service fee shall be due and payable on January 1 of each year and late after February 15. The service fee shall be payable by all members and non-members owning qualifying lots. In the event that a tenant occupies a qualifying lot, either the property owner shall pay the annual service fee or the tenant may elect to pay the service fee in lieu of the member; in such event either the property owner or the tenant shall be entitled to the benefits of such payment as the two shall agree. In addition, as the Board may prescribe, the service fee paid by non-members owning qualifying lots or by tenants residing at such lots shall be equal to the amount set by the Board for members.

A new member, or other authorized person, will pay dues prorated to the day of settlement.

Any cumulative increase in the amount of the annual service fee in excess of 25 percent over any three-year period shall require the approval of the membership by a majority of members attending the membership meeting considering such action.

In the event of non-payment of the annual service fee by February 15 of each year, the Board may, at its discretion and within its powers, terminate any or all services rendered by LBA and may withhold access to LBA property, including the beaches, lake, community garden, and may withhold Lake Link access. Upon full payment, the Board shall fully renew the provision of all such services and provide access to LBA property and Lake Link for the balance of the year.

C. OTHER FEES. Fees for special services or activities, including but not limited to boat fees, and fees for parties on common area, etc., may be set by the Board.

D. SPECIAL ASSESSMENTS. Assessments other than membership fees, and annual service fees may be levied by a two-thirds vote of members attending a membership meeting considering such action.

E. COVENANT FEE. As part of the annual service fee, LBA shall bill, collect, and administer the \$60.00 annual charge established by covenant applicable to all qualifying lots in Lake Barcroft.

F. COLLECTION OF UNPAID FEES. Procedures for collecting unpaid fees may be established by the Board in accordance with procedures established by the Board for rule-making.

G. RESERVE FUND. The Board shall maintain a Reserve Fund to cover cash flow short falls, capital improvements, maintenance of assets, or unforeseen expenditures and/or revenue deficiencies. The Board shall maintain the Reserve Fund in an amount sufficient to support prudent financial management of LBA's assets and responsibilities and shall follow the guidelines stated in Virginia Code Section 55-514.1 or its corollary. **ARTICLE V-Directors, Officers, and Elections**

A. COMPOSITION OF THE BOARD OF DIRECTORS. There shall be not less than nine nor more than thirteen Directors, elected by the membership at large in accordance with the provisions of this article. The immediate Past President shall serve on the Board ex officio without vote if no longer an elected Board member. No person shall be eligible to be a Director who is not a member or spouse of a member of LBA (or the co-owner with a member of a qualifying property) or who has served as a Director for the three full terms immediately preceding the election.

B. DUTIES. The Board shall act as the chief administrative body of LBA with all powers of governance vested therein.

C. NOMINATIONS. A Nominating Committee shall be appointed before September 1 by the President, with the approval of the Board of Directors. This Committee shall consist of the immediate Past President of LBA as Chair and the Chair of the Membership Committee as Vice Chair, and shall include at least one member from each Area of the community (see Article III A). A notice shall be placed in the Lake Barcroft Newsletter advising the membership of the Nominating Committee's establishment, and of the names and telephone numbers of its Chair and Vice Chair. The Nominating Committee shall, by the November Board meeting, solicit, receive and report to the Board the names and biographies of at least three more candidates than the number of open Directorships regularly to be filled by election at the forthcoming membership meeting. In selecting candidates, the Committee shall consider the desirability of providing representation to all areas of the community.

Further nominations for Directors may be made by petition signed by not less than twenty (20) LBA members in good standing and delivered to the Secretary not later than the December meeting of the Board. No person shall be a candidate for Director without his or her consent. Responsibility for obtaining consent shall fall upon the person proposing the nomination.

In the event that by the December meeting of the Board, the proposed slate falls short of the required number of nominees as set forth in these Bylaws, the Board shall be responsible for completing the slate by securing further nominations.

The Nominating Committee shall make every effort to report to the membership through all available means, which may include, the Lake Barcroft Newsletter, the U. S. Postal Service mail, Lake Link (electronic message board) and/or the Lake Barcroft web site at least 3 weeks prior to the Board election and shall provide the membership with a biography for each nominee. Biographies of candidates shall be no more than 300 words.

D. ELECTIONS OF DIRECTORS. Elections shall be held at the annual business meeting in February (or as soon thereafter as practicable) on a date set by the Board. In accordance with Article III, Paragraph C of these Bylaws, members may vote for each open Directorship by secret ballot during attendance at the meeting, or by absentee ballot.

E. TERMS OF OFFICE OF DIRECTORS. Terms of Directors shall be two years and shall begin on the date of the first regular Board meeting following their election. Staggered terms of Board Members have been established and shall be maintained. No Director shall be eligible to succeed himself or herself more than twice, exclusive of being appointed to fill another's unexpired term, as per Article V, Paragraph L.

F. OFFICERS OF THE BOARD. The officers of LBA shall be a President, a Vice President, a Treasurer, and a Secretary. The officers shall be elected from among the Directors by the Board at the first regular Board meeting following the annual business meeting of the members. Officers serve at the discretion of the Board and, subject to early removal by the Board, the terms of officers shall be for one year and shall begin immediately following their election. If the election of successors is delayed past March 15 for any reason, the incumbents shall continue in office until election of their successors, who shall then take office immediately. No member shall serve as President for more than two consecutive terms. No member shall serve as Vice President for more than two consecutive terms.

G. DUTIES OF OFFICERS. Officers rank in the order named below, and their functions shall be:

1. The President shall call and preside over meetings of the members and the Board, appoint and remove chairs and members of all committees, except the Nominating Committee, subject to Article VI hereof; appoint representatives to other organizations; act as chief executive officer of LBA; manage its affairs; and execute contracts for LBA as authorized by the Board.
2. The Vice President shall act as deputy to the President at the latter's discretion and shall perform such executive duties as the latter shall designate.
3. The Treasurer shall be responsible for the receipt, custody, and disbursement of all LBA funds. The Treasurer shall keep all necessary accounts, make a financial report at each meeting of the general membership and of the Board, and present a written annual report and financial statement at the first membership meeting of each calendar year. The Treasurer shall have the authority to draw checks in the name of LBA as authorized by the budget. The President may appoint an assistant to the Treasurer.
4. The Secretary shall be responsible for recording the proceedings of membership meetings and the meetings of the Board. The Secretary shall provide written minutes of Board meetings, shall maintain all permanent records, and perform such other duties as the President may prescribe. Minutes shall be available to members within 60 days of the Board meeting date by posting on the Lake Barcroft web site

H. MEETINGS OF THE BOARD OF DIRECTORS. Regular meetings of the Board shall be held at least 6 times annually upon ten days notice, at such time and place as shall be determined by the Board. One such meeting shall be held within thirty days after the annual business meeting of the membership.

Special meetings of the Board may be called by the President upon two days' notice to all Directors, or shall be called by the Secretary on the written request of four Directors.

A quorum for a meeting shall be seven Directors or a majority of the Directors, whichever is the lesser number.

Any action required or permitted to be taken at any Board meeting or committee thereof may be taken without a meeting if a unanimous written consent, which may be electronic consent setting forth the action, is signed, either before or after such action, by all members of the Board or such committee, and filed with the minutes of such body. Electronic voting may only be instituted at the request of the President or in his/her absence, at the request of the Vice President and may only be for motions that do not involve an amendment to the budget. Any action taken pursuant to such written consents shall be effective according to its terms when all consents are received by LBA; provided, if the action is to be effective as of a date specified in the written consent, such consent must state the day of execution by each Director or committee person.

Directors will be deemed present at a meeting if the meeting is conducted using a conference telephone or similar communications equipment whereby all Directors participating in the meeting can hear each other at the same time.

I . COMPENSATION; INDEMNIFICATION. Directors and members of committees shall serve without compensation, but may be reimbursed for their legitimate expenses. Directors shall not be precluded from serving LBA in any other capacity and receiving reasonable compensation therefore. In the absence of willful misconduct or knowing violation of any criminal law relating to the responsibilities or duties of officers and directors, no officer or Director of LBA shall be liable to the Association or to the members for the consequences of actions taken within the authority vested in him or her under these Bylaws, including both express duties and those which are reasonably implied in the effective discharge of such authority.

Any person who is a party to a legal action by reason of being or of having been a Director, Officer, employee, or agent of LBA shall be indemnified by the Association against costs actually and reasonably incurred by that person in connection with the defense or settlement of such action, in accordance with Section 13.1-870, et seq. of the Virginia Code. Such indemnification, however, shall be made only if the person has been determined not to have engaged in willful misconduct or knowing violation of criminal law. Such determination shall be

made (a) by majority vote of a quorum of Directors who were not parties to the action, or (b) if such a quorum is not obtainable, or if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or (c) by the membership.

LBA shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of LBA against any liability incurred by that person in any such capacity.

J. POWER TO ESTABLISH RULES AND ENFORCE THEM. The Board of Directors shall have the power to make, amend and enforce rules and regulations governing the use of the Association's property and facilities and may enforce by legal means the provisions of the covenants, the Articles of Incorporation, these By laws, and such rules and regulations as it adopts. The authority to enforce shall include but not be limited to the authority to assess charges or suspend the right of use consistent with Section 55-513 of the Virginia Property Owners Association Act.

K. MISCELLANEOUS POWERS; LIMITS. The Board may not rent or lease to other parties, or sell, exchange or otherwise dispose of real property belonging to LBA, or rent or lease, or acquire for

consideration real property for the use of LBA , except as authorized by affirmative vote of a majority of the membership in attendance at a membership meeting, notice for which includes a detailed description of the proposed action. These provisions are not a bar to negotiations or conveyances of real property as may be necessary to resolve questions of title to land along the shoreline of homeowner waterfront lots.

The Board is authorized to represent LBA in county zoning actions but there is no authority in the Board to seek the rezoning of real property of LBA or its subsidiaries without the affirmative vote of a majority of the membership in attendance at a membership meeting, notice for which includes a detailed description of the proposed action.

At the annual business meeting, the Board of Directors shall present an annual report to the members, which shall include a general statement of the significant developments during the preceding year, plans for the current year including the approved budget, and statements of the financial condition of the LBA and its subsidiaries.

L. RESIGNATION, REMOVAL AND REPLACEMENT OF DIRECTORS. If a Director resigns or otherwise leaves office prior to completion of his/her term, he or she may be replaced by the current Board if it elects to do so. Otherwise, the vacant position shall be filled during the next regular election for Directors. Members of the Association may remove a Director with or without cause by a majority vote at a meeting of the members. The Board may entertain charges against any Director. The Board may adopt such rules for a hearing as it may in its discretion consider necessary for the best interests of the organization.

ARTICLE VI – Committees of the Board

A. ESTABLISHMENT. The standing committees of the Board include Finance and Audit, Membership, Architectural Review, Water Safety, Environmental Quality, Maintenance and Improvements Communications and Publications, Special Events, Security, Legal, and Nominating (see Article V., Paragraph C). The President, with the approval of the Board, may establish special committees.

B. COMPOSITION. The Chair and members of the committees shall be appointed by the President with the approval of the Board. Unless otherwise designated in the Bylaws, the number of committee members shall be at the discretion of each committee chair. The President shall be an ex-officio member of all committees except the Nominating Committee. The committee chairs shall be responsible for setting the agenda, date, time, and place of committee meetings. They will also be responsible for making committee reports to the Board and to the general membership.

C. REVENUES AND EXPENDITURES. Revenues may be generated by a committee only with the prior approval of the Board and such revenues shall be received by the Treasurer. Any obligation of funds by a committee shall be made only in accordance with the Annual Budget or with the consent of the Board whether by amendment or otherwise.

D. DESCRIPTIONS OF COMMITTEES.

1. FINANCE AND AUDIT. The Finance and Audit Committee shall be responsible for the preparation of the annual budget, maintenance of an insurance program, development of investment policies, establishment and maintenance of reserve funds, annual audits or reviews, tax return filings and development of a long-range budget plan.

The Committee shall prepare a proposed annual budget for the approval of the Board prior to the beginning of the fiscal year on January 1. As soon as practical after the end of the fiscal year, the Committee shall conduct a review of the books and submit an annual report to the membership at the annual business meeting.

The budget for the ensuing fiscal year, as approved by the Board, shall be submitted at the annual business meeting, and may be amended by majority vote of the members attending the meeting. The budget shall be constructed on a line item basis. Funds authorized for expenditures shall be available only in the amounts and for the purposes specified, and shall be obligated before the end of the fiscal year in which authorized. Unexpended balances in authorized items shall revert to the general fund and be available for rebudgeting.

2. MEMBERSHIP. The Membership Committee shall encourage property owners in the Lake Barcroft community to become LBA members, and shall be responsible for maintaining an up-to-date list of LBA members and for the timely billing and collecting of all prescribed annual fees and charges. The Committee shall also coordinate a Welcoming Program.

3. ARCHITECTURAL REVIEW. The Architectural Review Committee shall, in accordance with the covenant requirement, approve or disapprove residents' construction plans, make recommendations in connection therewith, and recommend changes in the LBA architectural standards and guidelines.

4. WATER SAFETY. The Water Safety Committee shall be responsible for: hiring and supervising the Water Safety Supervisor and lifeguards, enforcing beach and lake rules, recommending changes to those rules, acquiring and maintaining water safety equipment, working with the Maintenance and Improvements Committee to maintain LBA property including the beaches and adjacent areas, and coordinating responsibilities with the Security Committee. The Chairperson of the Security Committee shall be a member of this Committee.

5. ENVIRONMENTAL QUALITY. The Environmental Quality Committee shall be responsible for overseeing the protection and enhancement of the community's natural resources. The Chair of this Committee shall serve as liaison to the Lake Barcroft Watershed Improvement District (WID), and the duties of this Committee shall be carried out in cooperation with that organization.

6. MAINTENANCE AND IMPROVEMENTS. The Maintenance and Improvements Committee shall be responsible for overseeing maintenance of common areas and for designing and implementing projects which improve the community as a whole, including capital improvements, and for encouraging individual efforts to these ends.

7. COMMUNICATIONS AND PUBLICATIONS. The Communications and Publications Committee shall be responsible for publishing and distributing the Lake Barcroft Newsletter, the Lake Barcroft Directory, and other publications, including electronic media and maintenance of the Lake Barcroft web site. The editors of the LBA Newsletter and the Directory shall be members of this Committee.

8. SPECIAL EVENTS. The Special Events Committee shall be responsible for coordinating the Ice Cream Social, 4th of July and Labor Day events. This Committee may also sponsor other community social and sports events with the approval of the Board. However, no such event may be held under LBA's sponsorship outside the confines of the Lake Barcroft Community, as defined in Article III, Paragraph A, without the affirmative vote of three-quarters of the full Board.

9. SECURITY. The Security Committee shall be responsible for coordinating and administering the Patrol and Neighborhood Watch programs and other programs relating to the security of the community.

10. **LEGAL.** The Legal Committee shall be responsible for overseeing the legal affairs of the Board, determining the need for outside counsel, for recommending specific lawyers or law firms to handle particular matters, and for overseeing a periodic review of the Bylaws. A member of this committee shall serve as Parliamentarian at all membership and Board meetings.

11. **NOMINATING.** See Article V, Paragraph C. This Committee shall function as the Election Committee as needed pursuant to these Bylaws.

ARTICLE VII - Meetings; Proxies

A. **OPEN MEETINGS.** Meetings of the membership, the Board and committees shall be open to any member of LBA, any person paying the annual service fee, and to any tenant of a property owner who is paying the annual service fee. Pursuant to The Virginia Property Owners' Association Act, the Board of Directors may meet in Executive Session for proper purposes.

B. **MEMBERSHIP MEETINGS.** An annual business meeting of the members shall be held in February at such place, date, and time as the Board shall designate. An annual civic affairs meeting of the members shall be held in September or October at such place, date, and time as the Board shall designate. The Board shall set such other meetings of the membership as it deems appropriate.

C. **SPECIAL MEETINGS.** Special meetings of the members may be called by the President on the request of a majority of the Board, or on receipt by the Secretary of a petition signed by at least one-twentieth of all voting members.

D. **NOTICE.** Written notice stating the date, place, and time of any membership meeting shall be mailed by the Lake Manager not less than fourteen nor more than sixty days before the meeting to each member of record at the address as it appears on the membership list of the LBA or as otherwise provided by law. The notice shall include the major items of the agenda. Notice of LBA Board or committee meetings may be published in the Lake Barcroft Newsletter, and on the LBA web site. Information about such meetings shall be made available by the Secretary to inquiring members.

E. **QUORUM.** The quorum for the annual business meeting shall be one-tenth of the membership. If a quorum is not represented at such meeting, the meeting shall be adjourned without notice other than an announcement to that effect until such time as a quorum is present, at which time any business may be transacted which might have been transacted at the meeting for which notice was originally given.

A quorum for all other membership meetings shall be the members present.

F. **PROXIES.** A member entitled to vote in any meeting may assign a written proxy including the member's lot number and address to any other member of the Association. No more than five proxies shall be voted by any individual.

G. **AGENDA.** The agenda for all membership meetings shall include reports from officers and committee chairmen, as well as items of business proposed by the Board. Upon approval from the President, and with reasonable opportunity given for differing viewpoints to be presented, guests from outside the membership may speak on topics affecting the community.

H. **VOTING.** Voting, consent to and approval of any matter under any declaration or bylaw provision or any provision of the Virginia Property Owners' Association Act may be accomplished by electronic transmission or other equivalent technological means provided that a record is created as evidence thereof

and maintained as long as such record would be required to be maintained in non-electronic form.

ARTICLE VIII - Parliamentary Authority The rules contained in the current edition of Roberts Rules of Order govern LBA and all meetings of LBA in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order that LBA may adopt.

ARTICLE IX – Amendments

A. AMENDMENTS of the Bylaws, a waiver of any provision thereof, or the amendment or revocation of the Articles of Incorporation, may be passed by a more than two-thirds vote of members attending a general meeting after due notice to the members.

B. NO INCONSISTENCIES WITH THE ARTICLES OF INCORPORATION will be voted or undertaken, except that if the members vote to amend or revoke the Articles, then Bylaws, Rules and Regulations shall be voted to take effect on the effective date of such amendment or revocation.

ARTICLE X - Dissolution In the event of the dissolution of LBA, its liabilities and obligations shall be paid or provided for. Any assets remaining after discharge of LBA obligations shall be distributed to another duly constituted Lake Barcroft organization or other non-profit organization or public agency to be devoted to purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by LBA.