

North Hill Architectural Review Board Amended and Restated Bylaws

Article III of the “North Hill Covenants” which are recorded in the land records of the Circuit Court of Fairfax County, in Deed Book 5877 at Page 405 recorded on December 21, 1983 and which apply to certain residential lots in the Fairfax community known as “North Hill” provide for an Architectural Review Board. These bylaws are adopted pursuant to Article III, Section 5 of the North Hill Covenants to provide consistency in the operation of the North Hill Architectural Review Board and to establish policies and procedures applicable to the functions of the Architectural Review Board and the application and enforcement of the North Hill Covenants .

Article I. PURPOSE

Section 1.01: NAME: The name of this organization shall be the North Hill Architectural Review Board hereafter referred to as NHARB.

Section 1.02: PURPOSE: The Bylaws shall govern the NHARB in its role to interpret, administer and enforce the North Hill Covenants.

Article II. MEMBERSHIP.

SECTION 2.01: ELIGIBILITY FOR MEMBERSHIP. Any current owner of a residential lot in the North Hill community (being limited to the homes subjected to the North Hill Covenants) located in Fairfax, VA is eligible to be a member of the NHARB.

SECTION 2.02: SIZE: The NHARB shall consist of 3 to 10 members; odd number of members is preferred. The size of the NHARB may fluctuate depending upon the needs of the NHARB. NHARB members shall be added upon a majority vote of the existing members. Vote may be verbal during a meeting or email to the Chairman.

Section 2.03: RESIGNATION. Any NHARB member may resign by a written resignation to the Secretary of the NHARB.

Section 2.04: TERMINATION OF MEMBERSHIP. A member may be removed by a majority vote of the NHARB members. Causes for removal may include: lack of participation and misuse of NHARB responsibilities. NHARB membership shall be terminated upon the sale of the member's North Hill home.

Section 2.05: VOTING. Each NHARB member shall have one vote. A majority of the NHARB members shall constitute a quorum and be required to conduct any business and a majority of the total number of members shall be required for approval of any voting action.

ARTICLE III. OFFICERS.

Section 3.01: OFFICERS. The NHARB shall have the following officers with the noted duties.

- 1) Chair,
- 2) Vice-Chair

- 3) Secretary, and
- 4) Treasurer.

Section 3.02: ELECTION OF OFFICERS. The Officers shall be elected by majority vote at the annual meeting of the NHARB.

Section 3.03: TERM OF OFFICE. The Officers shall serve a 3-year term, with no limitations on future terms. The term of office shall commence upon election and continue until successors are elected at the annual meeting.

Section 3.04: DUTIES. The duties of the Officers are as follows:

- 1) The CHAIR shall be the principal executive officer of the NHARB and shall preside over all meetings, represent the NHARB on public occasions, and make such committee appointments deemed advisable for the effective conduct of the work of the NHARB. The Chair may assist any officer in carrying out his/her duties.
- 2) The VICE-CHAIR shall assist the Chair as requested, and represents the NHARB on appropriate occasions. The Vice-Chair shall also, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair of the NHARB.
- 3) The TREASURER shall collect, safeguard, disburse and make periodic reports of all funds owned and collected in the name of the NHARB.
- 4) The SECRETARY shall keep attendance records and record the proceedings of all meetings, maintain adequate records of the NHARB activities, and conduct such official correspondence as shall be required.
- 5) Any officer may hold multiple offices with the following exceptions:
 - a. The Chair shall not hold any other office.
- 6) The duties of the officers shall not be limited as enumerated above. Other duties for the Vice-Chair, Secretary and Treasurer may be assigned by the Chair.
- 7) Unless so authorized, no officer shall have any power or authority to bind the NHARB by any contract or engagement, to pledge its credit, or to render it liable pecuniary for any purpose or in any amount.

Section 3.05: VACANCIES AND REMOVAL FROM OFFICE. Any Officer may be removed by a majority vote of the members of the NHARB (excluding the Officer to be removed). Upon the death, removal, resignation, or incapacity of an Officer of the NHARB, a majority of the NHARB shall elect a successor.

Section 3.06: MANAGEMENT. The NHARB shall be managed by the Officers so elected, with powers consistent with these Bylaws.

ARTICLE IV. MEETINGS OF MEMBERS.

Section 4.01: PLACE OF MEETINGS. Meetings of the NHARB members shall be held at any place the Chair or a majority of the NHARB members may from time to time select or may be held via telephone conference or via other electronic means (such as Zoom or Microsoft Teams) whereby all members may simultaneously hear one another and participate.

Section 4.02: REGULAR MEETINGS. Regular meetings of the NHARB shall be held annually, at a time and place designated by the Chair.

Section 4.03: ANNUAL MEETING. An annual meeting of the NHARB shall be held in the month of October of each year, if possible. At such meeting, the NHARB members shall elect the Officers of the NHARB, receive reports on the affairs of the NHARB, and transact any other business which is within the power of the NHARB. If an annual meeting has not been called and held within six months after the time designated for it, any NHARB member may call the annual meeting.

Section 4.04: SPECIAL MEETINGS. Special meetings of the NHARB members may be called by the Chair, by a majority of the Officers of the NHARB, or by 3 or more of the NHARB members entitled to vote.

Section 4.05: NOTICE OF MEETINGS. A notice of each meeting, stating the place, day, and hour of the meeting, shall be given by the Chair or Secretary of the NHARB or by the person authorized to call the meeting, to each NHARB member. Email is the preferred method of notification. This notice shall be given at least five (5) days before the date named for the meeting. No notice shall be required in the case of actions approved by unanimous consent.

Section 4.06: QUORUM. A simple majority of the NHARB members present at any properly announced meeting shall constitute a quorum at such meeting.

ARTICLE V. VOTING.

Section 5.01: VOTING. All issues shall be decided by a majority vote of the total number of NHARB members.

Section 5.02: VOTING BY EMAIL. Email may be used as an official voting method provided at least 5 days notice and opportunity to vote is afforded all members. The only exception to this requirement is any NHARB member that is the subject to the vote shall not cast a vote.

ARTICLE VI. COMMITTEES.

Section 6.01: AUTHORIZATION TO ESTABLISH COMMITTEES. The NHARB may establish committees as deemed necessary to pursue its stated objectives. Committee Members shall be appointed by the Chair.

ARTICLE VII. FINANCES.

Section 7.01: EXPENDITURES. Expenditures of funds shall require the signature or written approval of the Chair and the Treasurer. Email is an acceptable approval method and shall be documented in the NHARB records. Expenditures of funds amounting to over Five Hundred Dollars (\$500) in any month must be approved by majority vote of the NHARB membership.

Section 7.02: FINANCIAL REPORTS. Annual Financial Reports shall be prepared by the Treasurer and presented to the NHARB members at the annual meeting

Section 7.03: FINANCIAL ACCOUNTS. The financial accounts shall be held at an FDIC or other government insured institution chosen by the Chair and Treasurer. Change in signature authority of any financial account shall meet the requirements of the financial institution and include in writing the approval of a majority of the NHARB members.

ARTICLE VII. AMENDMENTS.

Section 8.01: PROCEDURE. These Bylaws may be amended by a two-thirds majority vote of the NHARB members, provided seven days written notice of the proposed amendment and of the meeting is given.

ARTICLE IX. ACCEPTANCE OF BYLAWS

Section 9.01: VOTING. Acceptance of these Bylaws shall be by a two-thirds majority vote of those present at any regular meeting of the NHARB members, provided written copies of the Bylaws and written notice of the meeting are given to all NHARB members at least seven days prior to the meeting.

ARTICLE X. NON-COMPLIANCE WITH BYLAWS.

Section 10.01: NON-COMPLIANCE PENALTIES. Noncompliance with the Bylaws of the NHARB may result in termination of membership for the offender, upon a two-thirds majority vote by the membership of the NHARB. Under no circumstance will noncompliance with any section of these Bylaws constitute the forfeiture of the rights of the NHARB to exist or the rights of the NHARB to enforce the Bylaws.

ARTICLE XI. MEETINGS OF PROPERTY OWNERS.

Section 11.01: MEETINGS - Article III, Section 5 and Article IV, Section 3 of the North Hill Covenants contemplate that the record owners of properties subject to the North Hill Covenants may call for general meetings of the property owners from time to time for purposes of amending the North Hill Covenants and for decisions to overturn actions of the NHARB. This Article XI established procedure and rules for all such meetings.

Section 11.02: CALLS FOR MEETINGS - A general meeting of Property Owners may be called by the NHARB at any time and shall be called upon written request of property owners of a minimum of 10 lots. In addition, any member of the NHARB who is aggrieved by any action of forbearance from action by the Architectural Review Board (or by any policy, standards, guidelines established by the Architectural Review Board) may call for a general meeting to appeal the decision of the Architectural Review Board.

Section 11.03: NOTICE OF MEETINGS - Written notice of any general meeting of Property owners shall be sent to all lot Owners not less than twenty-five (25) days nor more than fifty (50) days in advance of the meeting setting forth the purpose of the meeting.

Section 11.04: CONDUCT OF MEETINGS – At any general meeting of the Property Owners, the Chair of the NHARB shall preside and shall determine the order of business and shall have the authority to establish rules for the conduct of the meeting. The Secretary of the NHARB shall

prepare an alphabetical list of the names of all property owners who are entitled to vote at the meeting. The list shall show the address of each member. Any Property Owner, or the Property Owner's agent or attorney, is entitled to inspect the list at any time during the meeting or any adjournment. The Chair may appoint one or more inspectors to act at a meeting of Property Owners in connection with determining voting results. Each inspector, before entering upon the discharge of his duties, shall certify in writing that the inspector will faithfully execute the duties of inspector with strict impartiality and according to the best of his or her ability. The inspectors shall (i) ascertain the number of Property Owners and the voting power of each, (ii) determine the number of the Property Owners represented at a meeting and the validity of proxy appointments and ballots, (iii) count all votes, (iv) determine, and retain for a reasonable period a record of the disposition of, any challenges made to any determination by the inspectors, and (v) certify their determination of the number of Property Owners represented at the meeting and their count of the votes. The inspectors may appoint or retain other persons or entities to assist the inspectors in the performance of their duties and may rely on information provided by such persons and other persons, including those appointed to tabulate votes, unless the inspectors believe reliance is unwarranted.

If authorized by the NHARB, any Property Owner vote to be taken by written ballot may be satisfied by a ballot submitted by electronic transmission by the member or the member's proxy, provided that any such electronic transmission shall either set forth or be submitted with information from which it may be determined that the electronic transmission was authorized by the member or the member's proxy. A member who votes by a ballot submitted by electronic transmission is deemed present at the meeting of members.

Each lot subject to the North Hill Covenants shall be entitled to one (1) vote. If a lot is held by multiple persons as joint tenants or tenants in common or tenants by the entirety, the vote of such lot may be voted by any of such persons. If more than one of such tenants votes such shares, the vote shall be divided among them in proportion to the number of such tenants voting.

Section 11.05: VOTING AND APPROVAL –

Any vote to approve an amendment to the North Hill Covenants must have the assent of seventy- five percent (75%) of the votes of the lots subject to the North Hill Covenants.

A vote to appeal a decision of the NHARB with respect to any action or forbearance from action by the Architectural Review Board (or by any policy, standards, guidelines established by the Architectural Review Board) must have the approval of a majority of the Property Owners present at a meeting attended by Property Owners representing at least 25% of the lots subject to the North Hill Covenants.

