

# **TOLLGATE ASSOCIATION**

## **BYLAWS**

**Adopted 1978; amended August 1981, September 1992, 1995, [December 2001 and November 2006.](#)**

### **ARTICLE I**

The principal office of the association in the State of Virginia shall be located at the residence of the Registered Agent, Tollgate Association, Tollgate Way, Falls Church, Virginia 22046.

### **ARTICLE II - Purposes and Objects**

The purposes for which the association is formed are:

1. To operate and maintain such property as may be conveyed to it pursuant to a Deed of Dedication made by Tollgate, Inc. and recorded in Fairfax County Deed Book 4646, at Page 286, and Indenture of Covenants, Conditions, and Restrictions recorded in Fairfax County Deed Book 4685, at Page 316 and as amended in Fairfax County Deed Book 4834, at Page 234 and Arlington County Deed Book 4055, at Page 545, to enforce the covenants, restrictions, reservations, conditions, agreements, easements and liens to be enforced by the association and to assess, collect and disburse the charges created under said Indenture in the manner set forth in, and subject to, the provisions thereof.

2. To do any and all lawful things and acts that the association, from time to time, in its discretion, may deem to be for the benefit of the property subject to the deed and owners and inhabitants thereof, or advisable, proper or convenient for the promotion of the peace, health, comfort, safety or general welfare of the owners and inhabitants thereof.

### **ARTICLE III - Members**

The members of the association shall consist of those owners of property in Tollgate Subdivision as defined in Article IV of the Indenture hereof referred to. Members shall be

entitled to one vote for each lot in which they hold an interest required for membership. When more than one person holds such interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they, among themselves, determine, but in no event shall more than one vote be cast with respect to any lot.

No person shall be a member of the association after he ceases to be the owner of record of a portion of the property.

The Directors of the association may suspend the voting rights of a member during any period of time when there exists a violation of any of the provisions of the Indenture with respect to the portion of the property he owns or on which he resides, if member is notified and fails to correct violation within 10 days.

Membership in the association shall not be transferable or assignable.

#### **ARTICLE IV - Meetings of Members**

Section 1: Annual Meeting - An annual meeting of the members for the purpose of hearing reports from all officers and standing committees and for election of directors shall be held during the month of November each year. The time and place shall be fixed by the directors.

Section 2: Regular Meetings - In addition to the Annual Meeting, Regular Meetings of the members shall be held at such time and place as shall be determined by the Board of Directors.

Section 3: Special Meeting - A Special Meeting of the members may be called by the Board of Directors. A Special Meeting of the members must be called within ten days by the President or the Board of Directors, if requested by not less than 50% of the members having voting rights.

Section 4: Notice of Meetings - Written notice, stating the place, day and hour of any

meeting of members, shall be delivered either personally, by mail or by e-mail to each member entitled to vote at such meeting not less than five (5) days before the date of such meeting or at the direction of the Secretary.

Section 5: Quorum - The members holding 51% of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting without further notice.

Section 6: Proxies - At any meeting of the members, a member entitled to vote may vote by proxy executed in writing by the member. No proxy shall be valid after 11 months from the date of its execution unless otherwise provided in the proxy.

Section 7: Voting by Mail - Where the directors or officers are to be elected by members, or where there is an act requiring a vote of members, such election or vote on such proposed action may be conducted by mail or e-mail in such manner as the Board of Directors shall determine.

## **ARTICLE V - Board of Directors**

Section 1: General Powers - The affairs of the association shall be managed by the Board of Directors.

Section 2: Number, Tenure and Qualifications - The Board of Directors shall contain five members who shall serve for three years or until their respective successors are elected.

The number of the Board of Directors may be increased by the membership and after the term of the initial Board of Directors, each director serving thereafter shall be a member of the association. The Directors shall hold office for a term of three years and/or until their respective successors are elected.

The terms of the Directors shall be staggered such that each year a maximum of two (2) Directors will be elected at the annual meeting and that over a period of three (3) years, each of

the Directors will have been replaced or re-elected. Should a Director resign before the end of their 3-year term, a new Director will be appointed by the Board to fill the remainder of that Director's term.

Section 3: Regular Meetings - The Board of Directors shall meet regularly at least once each six months at a time and place it shall select.

Section 4: Special Meetings - A Special Meeting of the Board of Directors may be called by or at the request of the President or any two Directors.

Section 5: Notices - Notice of any Special Meeting of the Board of Directors shall be given at least five days prior thereto by written notice delivered personally or sent by mail or e-mail to each director. Any director may waive notice of any meeting.

Section 6: Quorum - A majority of the Board of Directors shall constitute a quorum for the transaction of business of any meeting of the Board, but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting without further notice.

Section 7: Vacancies - Any vacancy occurring on the Board of Directors and any directorship to be filled by reason of increase of the number of directors, shall be filled by election of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

## **ARTICLE VI - Officers**

Section 1: The Officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer.

Section 2: Qualifications - The officers shall be members of the association and shall be elected by the Board of Directors to serve for a term of one year.

Section 3: President - The President shall preside at all meetings of the association and of the Board of Directors at which he or she is present and shall exercise general supervision of the affairs and activities of the association.

Section 4: Vice President - The Vice President shall assume the duties of the President during his absence.

Section 5: Secretary - The Secretary shall keep the minutes of all meetings of the Association and the Board of Directors which shall be an accurate and official record of all business transacted. The Secretary shall be custodian of all records.

Section 6: Treasurer - The Treasurer shall receive all association funds, keep them in a bank approved by the Board of Directors, and pay out funds only on notice, signed by him/her and one other officer.

Section 7: Vacancies - A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

#### **ARTICLE VII - Assessments**

Section 1: Annual Assessments - Annual Dues shall be recommended by the Board of Directors for each calendar year, payment due by January 31 of each year.

Section 2: Annual Assessments - The assessments levied by the association against the members shall conform to Article VI of the Indenture recorded in Deed Book 4685, at page 316 and as amended in Deed Book 4834, at Page 234 and Deed Book \_\_\_\_\_, at Page \_\_\_\_\_.

#### **ARTICLE VIII – Parking Pads**

The association and any affected member owner shall divide the cost equally when any repair or replacement of that owner's parking pad, driveway, or walkway proceeding therefrom to the owner's home entrance becomes necessary, and when such repair or replacement is scheduled in accordance with the association's rules governing such schedules.

## **ARTICLE IX - Amendments**

- a. Proposed amendments to the By-Laws must be signed by five members of the Association, discussed at a Board meeting and read into the minutes thereof.
- b. Any proposed amendments must be approved by the Board and must be submitted in writing to the members of the Association at least 21 days before they are discussed and voted upon at an Annual or Special Meeting.
- c. The Annual or Special Meeting shall be scheduled no earlier than 30 days following the initial Board Meeting during which the proposed amendments were discussed.
- d. The proposed amendments shall be effective when approved by 20 (of 29) members who are entitled to vote, in person or by proxy, at any Annual or Special Meeting which meets the requirements described above.

## **Article X – Precedence**

The order of precedence of documents shall be:

- a. Articles of Incorporation
- b. Indenture of Covenants
- c. By-Laws

11/24/06