

**CONSOLIDATED
BYLAWS
OF
McLEAN PROVINCE
HOMEOWNERS ASSOCIATION, INC.**

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ARTICLE I

PLAN OF OWNERSHIP

Section 1.1 Applicability. These Bylaws provide for the governance of McLean Province Homeowners Association, Inc., a Virginia nonstock corporation (the "Association"). Capitalized terms used herein without definition shall have the meanings specified for such terms in the Consolidated Declaration of Covenants and Restrictions dated as of _____, _____, made by McLean Province Homeowners Association, recorded or to be recorded in the Clerk's Office of the Circuit Court of Fairfax County, Virginia, as the same may hereafter be amended or supplemented (the "Declaration").

Section 1.2 Compliance. Every Owner and all those entitled to occupy a Lot or any portion thereof shall be required to comply with these Bylaws, which shall be enforceable as covenants running with the title of each Lot within McLean Province.

Section 1.3 Office. The principal office of the Association shall be located at the Property or at such other place as may be designated by the Board of Directors.

Section 1.4 Composition: Performance of Responsibilities. The Association shall consist of all of the Members acting as a group in accordance with the Governing Documents. Except as to those matters which the Governing Documents or applicable law specifically require to be decided by the vote of the Association membership, the responsibilities of the Association shall be performed by the Board of Directors or Managing Agent as more particularly set forth in Article III of these Bylaws.

ARTICLE II

DEFINITIONS

Section 2.1 Association shall mean and refer to McLean Province Homeowners Association, Inc., its successors and assigns.

Section 2.2 Declaration shall mean and refer to the Consolidated Declaration of Covenants, Conditions and Restrictions applicable to the property as recorded in the Office of the Clerk of the Circuit Court of Fairfax County, Virginia for McLean Province Homeowners Association.

Section 2.3 Property shall mean and refer to that certain real property described in the Consolidated Declaration and such additions thereto, which, from time to time, may be brought within the jurisdiction of the Association.

Section 2.4 Common Areas shall mean all real property (including improvements thereto) owned by the Association for the common use and enjoyment of the members of the Association.

Section 2.5 Lot shall mean and refer to any lot of land shown upon any recorded subdivision map of the Property with the exception of the common area and streets dedicated to public use.

Section 2.6 Structure shall mean and refer to any building, a portion thereof, fence, wall, pavement, driveway, or appurtenances to any of the aforementioned.

Section 2.7 Member shall mean and refer to every person or entity who holds membership in the Association as provided in the Declaration.

Section 2.8 Owner shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any lot which is a part of the Property and as specified in the Declaration.

ARTICLE III

MEETINGS OF ASSOCIATION MEMBERS

Section 3.1 Annual Meetings. The Board of Directors shall be required to call and conduct at least one (1) membership meeting every calendar year, which shall be called the Annual Meeting.

Section 3.2 Place of Membership Meetings. Membership meetings of the Association shall be held at such suitable place as may be designated by the Board of Directors.

Section 3.3 Special Meetings. The President shall call a special meeting of the Association if so directed by resolution of the Board of Directors or upon a petition signed and presented to the Secretary by Owners holding not less than twenty-five percent (25%) of the votes in the Association. The notice of any special meeting shall state the time, place and purpose thereof. No formal business shall be transacted at a special meeting except as stated in the notice.

Section 3.4 Notice of Membership Meetings.

(a) The Secretary shall mail a notice to each Owner, addressed to the Owner's last address appearing on the books of the Association, of every Annual or membership meeting of the Association at least ten (10) but not more than sixty (60) days prior to such meeting, stating the time, place and purpose thereof. Notwithstanding the foregoing, notice of any membership meeting at which there shall be voted upon any amendment to the Articles, a plan of merger, a proposed sale of assets pursuant to Section 13.1-900 of the Virginia Code or the dissolution of the Association shall be given as required by Section 13.1-842 of the Virginia Code. The mailing of a notice of meeting in the manner provided in these Bylaws shall be considered service of notice.

(b) Notwithstanding the foregoing provision, a waiver of notice in writing, signed by the Owner(s) entitled to such notice, whether before or after the holding of the

meeting, shall be equivalent to the giving of such notice to such Owner(s). An Owner who attends a meeting shall be deemed to have had timely and proper notice of the meeting, unless he attends for the express purpose of objecting to the manner in which the Board called or convened the meeting. In addition, an Owner may waive the requirement of notice if he delivers to the Secretary for inclusion in the minutes of the meeting a written waiver of such notice either before or after the meeting.

Section 3.5 Voting.

(a) Multiple-Person Owners. When the ownership of a Lot is in more than one person, the person who shall be entitled to cast the vote for such Lot shall be the person owning such Lot who is present at the membership meeting. If more than one person owning such Lot is present at the meeting, then such vote shall be cast only in accordance with their unanimous agreement. The silence or non-involvement of any co-owner on any ballot or proxy shall be deemed to be consent.

(b) Membership Voting Powers to Adopt Decisions or Resolutions. Except where a greater number is required by law or the Governing Documents, a majority of a quorum of members in person or by proxy at a Duly Called Meeting must vote to adopt membership decisions or resolutions at any meeting of the Association.

(c) Proxies. A vote at a membership meeting may be cast by a proxy. A proxy must be appointed in writing by all of the Owners of the Lot. The proxy form must be filed with the Secretary of the Association before the appointed time of the meeting or at any time specified by resolution of the Board. Such proxy appointment shall be deemed revoked only upon actual receipt of notice of revocation by the person presiding over the meeting from any of the persons owning the Lot with respect to which the vote is cast. Except with respect to proxies in favor of a Mortgagee, no proxy appointment shall be valid for a period in excess of eleven months after the execution thereof and, in any event, any proxy (other than those in favor of a Mortgagee) shall terminate automatically upon the final adjournment of the first meeting held on or after the date of the proxy. The Board of Directors specifically reserves the power to establish rules and regulations concerning voting by proxy.

(d) Delinquency. No Owner may vote at any meeting of the Association or be elected to serve on the Board of Directors if payment by such Owner of any financial obligation to the Association is delinquent more than fifteen (15) days and the amount necessary to bring the account current has not been paid at the time of such meeting or election.

Section 3.6 Quorum. Except as otherwise provided in these Bylaws or the Consolidated Declaration, the presence in person or by proxy of Owners holding twenty-five percent (25%) of the membership votes in good standing at the beginning of any membership meeting shall constitute a quorum at all meetings of the Association. A quorum of Owners present in person or by proxy shall be necessary for formal business to be transacted at any membership meeting of the Association. The Association shall not have a continuing duty to call or conduct another membership meeting if a quorum of Owners fails to attend the meeting, provided that the

Association meets its requirements to send the required notice to the Owners concerning the date, time, and place of the meeting and conducts the meeting.

Section 3.7 Conduct of Meetings. The President shall preside over all meetings of the Association, and the Secretary shall keep the minutes of the meeting and record in a minute book all membership resolutions adopted at the meeting as well as a record of all transactions occurring thereat. The President may appoint a person to serve as parliamentarian at any meeting of the Association. The then current edition of Robert's Rules of Order shall govern the conduct of all meetings of the Association when not in conflict with the Declaration, the Articles, these Bylaws or applicable law.

Section 3.8 Adjournment of Meetings. If a quorum is not present at any meeting of the Association, Owners holding a majority of the votes who are present at such meeting in person or by proxy may re-schedule the meeting to a time not less than forty-eight (48) hours after the time the original meeting was called.

Section 3.9 Elections of Directors. Pursuant to Section 13.1-846 of the Virginia Code, the Board of Directors reserves the power to conduct elections of Directors by a mail-in ballot process. The Board of Directors shall reserve the power to adopt a policy resolution which establishes procedures for elections in this manner. Any such ballots shall be tallied at a Duly Called Meeting, at which time the results of the election shall be announced. The results of the election shall be binding upon the Association regardless of whether a quorum of Members attends the Duly Called Meeting in person or by proxy.

Section 3.10 Record Date to Determine Owners; List of Owners. The date for determining which Persons are Owners and therefore entitled to vote ("Record Date") shall be the close of business on the day before the effective date of the notice to the Owners of the meeting, unless the Board of Directors shall determine otherwise. The Board shall not set a Record Date more than seventy (70) days before the date of the meeting or other action requiring a vote of the Owners, nor shall the Board set a Record Date retroactively.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.1 Selection and Terms of Office.

(a) Numbers. The affairs of the Association shall be managed by a Board of not less than six directors.

(b) Term of Office. At its Annual Meeting, the members shall elect three directors for a two-year term to serve with the three directors elected for a two-year term at the prior Annual Meeting.

(c) Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. In the event of death, resignation

or removal of a director, his successors shall be selected by the remaining Members of the Board and shall serve for the unexpired term of his predecessor.

(d) Compensation. No director shall receive compensation for any services he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

(e) Indemnification. Each director of the Association, in consideration of his services as such, shall be indemnified by the Association to the extent permitted by law against expenses and liabilities reasonably incurred by him in connection with the defense of any action, suit, or proceeding, civil or criminal, to which he may be a party by reason of his past or present role in the Association unless such action was the result of gross neglect or willful misconduct.

Section 4.2 Nomination. Nomination for election to the Board of Directors shall be made by a nominating committee. Nominations may also be made from the floor at the Annual Meeting. The nominating committee shall consist of a chairman who shall be a member of the Board of Directors, and two or more members of the Association. The nominating committee shall be appointed by the Board prior to each Annual Meeting of the members to serve from the close of such Annual Meeting until the close of the next Annual Meeting, and such appointment shall be announced at each Annual Meeting. The nominating committee shall make as many nominations for election to the Board of Directors as it shall, in its discretion, determine, but not less than the number of vacancies that are to be filled.

Section 4.3 Election. Election to the Board of Directors shall be by secret written ballot or such other means as are acceptable to the membership. At such election, the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Consolidated Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

Section 4.4 Powers and Duties. The Board of Directors shall have all of the powers necessary for the administration of the affairs of the Association in accordance with applicable law and the Governing Documents, except for those matters which the applicable law or the Governing Documents require to be exercised and done by the Association's membership.

(a) The reference below to specific powers shall not be construed to limit the general powers of the Board of Directors. The Board's general powers shall include, but not be limited to, the following:

(i) The power to delegate to one of its members or to a person employed for such purpose the authority to act on behalf of the Board of Directors on such matters relating to the duties of the Managing Agent (as defined in Section 4.6), if any, which may arise between meetings of the Board of Directors as the Board of Directors deems appropriate.

(ii) Enact and amend rules and regulations from time to time for the use of the Common Areas; provided however, that no such rules and regulations so adopted shall

be in conflict with the Governing Documents, and provided further that such rules and regulations shall not be construed so as to impair in any manner the lien of any Mortgage. Rules and regulations must be reasonably published or distributed to each Member before the effective date.

(iii) Acquire, hold and dispose of Lots and Common Areas.

(iv) Do such other things and acts not inconsistent with the Governing Documents which the Board of Directors may be authorized to do under applicable law or by a resolution of the Association.

(v) Grant permits, licenses and easements under, through and over the Common Areas for drainage, utilities, roads and access and other purposes which are reasonably necessary to the ongoing development and operation of the Property.

(vi) Negotiate settlements in eminent domain proceedings.

(vii) Appoint any Committee it deems appropriate to assist the Board of Directors in the administration and maintenance of the Association.

(b) In addition to the duties imposed by these Bylaws or by any resolution of the Association that may hereafter be adopted, the Board of Directors shall on behalf of the Association perform the following duties, all of which may be delegated to a Managing Agent or Executive Director:

(i) Prepare an annual budget in which the Association's operating and reserve expenses shall be reasonably estimated.

(ii) Make regular assessments against the Owners to defray the costs and expenses of operating the Association and establish the means and methods of collecting such assessments from the Members and establish the period of the installment payments of the assessments. Unless otherwise determined by the Board of Directors, the regular assessment against each Lot shall be payable in an annual installment to be due and payable in advance on the first day of each calendar year.

(iii) Provide for the operation, care, upkeep, maintenance and servicing of the Common Areas.

(iv) Designate, hire and dismiss the personnel necessary for the maintenance, operation, repair and replacement of the Common Areas and, where appropriate, provide for the compensation of such personnel and for the purchase of equipment, supplies and material to be used by such personnel in the performance of their duties.

(v) Collect the assessments against the Owners, deposit the proceeds thereof in bank depositories designated by the Board of Directors and use the proceeds to carry out the administration of the Association.

(vi) Open bank accounts on behalf of the Association and designate the signatories thereon.

(vii) Make, or contract for the making of, necessary repairs to the Common Areas.

(viii) Obtain and carry all forms of customary insurance.

(ix) Pay the cost of all authorized services rendered to the Association and not billed to Owners or otherwise provided for.

(x) Keep books with detailed accounts of the receipts and expenditures affecting the Association and the administration of the Common Areas, specifying the expenses of maintenance and repair of the Common Areas and any other expenses incurred. All books and records shall be kept in an accurate and organized manner.

(xi) Reasonably enforce the provisions of the Governing Documents.

Section 4.6 Managing Agent. The Board of Directors may employ for the Association a “Managing Agent” at a compensation to be established by the Board of Directors. Any agreement with a Managing Agent shall be for a term not exceeding three (3) years (exclusive of renewals) and shall be terminable without cause and without penalty by either party upon no more than ninety (90) days written notice to the other. The Managing Agent may be an independent contractor or employee of the Association.

Section 4.7 Organizational Meeting. The first meeting of the Board of Directors following the Annual Meeting of the Association shall be held within thirty (30) days thereafter at such time and place as shall be fixed by the new Board at the meeting at which such Board of Directors shall have been elected, and no notice shall be necessary to the newly elected members of the Board of Directors in order to legally constitute such meeting, provided a quorum of the Board of Directors shall be present. The Board shall elect its officers at such meeting.

Section 4.8 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.

Section 4.9 Special Meetings. Special meetings of the Board of Directors may be called by the President, or by any two directors, on three (3) business days notice to each director, given by mail, e-mail or telefax, which notice shall state the time, place and purpose of the meeting.

Section 4.10 Waiver of Notice. Any director may, in writing signed by such director, waive notice of any meeting of the Board of Directors, and such waiver shall be deemed equivalent to the giving of such notice. Except in the circumstances described in Section 13.1-867B of the Virginia Code, attendance by a director at any meeting of the Board of Directors shall constitute a waiver of notice by him of the time, place and purpose of such

meeting. 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 4.11 Quorum of Board of Directors. At all meetings of the Board of Directors, a majority of the directors shall constitute a quorum for the transaction of business, and the vote of a majority of the directors present at a meeting at which a quorum is present shall constitute the decision of the Board of Directors. If at any meeting of the Board of Directors there shall be less than a quorum present, those present may reschedule the meeting. At any such rescheduled meeting at which a quorum is present, any business which might have been transacted at the meeting originally called may be transacted without further notice.

Section 4.12 Conduct of Meetings. The President shall preside over all meetings of the Board of Directors, and the Secretary shall keep a book of minutes which records the actions of the Board at all meetings during his or her term as Secretary. All Board meetings shall be conducted in accordance with the then current edition of Roberts Rules of Order, except when the Virginia Code or Governing Documents may be in conflict.

Section 4.13 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. Any such written consent shall be filed with the minutes of the proceedings of the next meeting of the Board of Directors.

ARTICLE V

OFFICERS

Section 5.1 Designation. The principal officers of the Association shall be the President, the Vice President, the Secretary and the Treasurer, all of whom shall be elected by the Board of Directors. The Board of Directors may appoint an Assistant Treasurer, an Assistant Secretary and such other officers as in its judgment may be necessary. The President shall be a member of the Board of Directors. Any other officers may, but need not, be members of the Board of Directors.

Section 5.2 Election of Officers. The officers of the Association shall be elected annually by the Board of Directors at the organizational meeting of each new Board of Directors.

Section 5.3 Term. The officers of the Association shall be elected annually by the Board and each shall hold office for two years unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 5.4 Resignation and Removal of Officers. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Upon the

affirmative vote of a majority of the Board of Directors, any officer may be removed, either with or without cause and the successor may be elected at any regular meeting or special meeting of the Board of Directors called for such purpose.

Section 5.5 Vacancies. Any vacancy in any office may be filled by appointment by the Board of Directors. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 5.6 President. The President shall be the chief executive officer of the Association, preside at all meetings of the Association and of the Board of Directors, and have all of the general powers and duties which are incident to the office of president.

Section 5.7 Vice President. The Vice President shall take the place of the President and perform the duties of the President whenever the President shall be absent or unable to act. If neither the President nor the Vice President is able to act, the Board of Directors shall appoint some other member of the Board of Directors to act in the place of the President, on an interim basis. The Vice President shall also perform such other duties as shall from time to time be imposed upon him by the Board of Directors or by the President.

Section 5.8 Secretary. The Secretary shall ensure the keeping of minutes of all meetings of the Association and of the Board of Directors; have charge of such books and papers as the Board of Directors may direct; and, in general, perform all the duties incident to the office of secretary.

Section 5.9 Treasurer. The Treasurer shall work with the Managing Agent or Executive Director to ensure that the Association maintains full and accurate financial records and books of account showing all receipts and disbursements, and prepares all required financial data, and deposits all monies and other valuables in the name of the Board of Directors, the Association or the Managing Agent, in such depositories as may from time to time be designated by the Board of Directors; and, in general, performs all the duties incident to the office of treasurer of a corporation.

Section 5.10 Committees. The Board may appoint an Architectural Review Committee as provided in the Declaration, and a Nominating Committee as provided in these Bylaws. In addition, the Board of Directors may appoint any other committees that it deems appropriate in carrying out its purpose and duties.

ARTICLE VI

OPERATION OF THE PROPERTY

Section 6.1 Fiscal Year. The fiscal year of the Association shall be the calendar year unless otherwise determined by the Board of Directors.

Section 6.2 Preparation and Approval of Budget. The Board of Directors shall adopt a budget for each fiscal year. In adopting a budget, the Board of Directors shall establish a reserve

fund to cover the cost of replacing Common Area items at the end of their useful life and a reserve contingency fund for unanticipated cost overruns or events. The failure or delay of the Board of Directors to prepare or adopt a budget for any fiscal year after the initial budget is adopted shall not constitute a waiver or release in any manner of an Owner's obligation to pay his assessment as herein provided whenever the same shall be determined and, in the absence of any annual budget or adjusted budget, each Owner liable therefor shall continue to pay each periodic installment at the rate established for the previous fiscal year until notice of the periodic payment which is due more than ten (10) days after such new annual or adjusted budget shall have been delivered.

Section 6.3 Establishment and Payment of Assessments. Assessments shall be established and levied by the Board of Directors as set forth in the Declaration. Each Owner liable therefor shall pay the assessments established by the Declaration and these Bylaws. No Owner shall be liable for the payment of any part of the assessment against his Lot and due subsequent to the date of recordation of a conveyance by him in fee of such Lot to a successor Owner (except a conveyance as security for the performance of an obligation). Each Owner waives the benefit of the homestead exemption as to any assessments levied against either the Lot or the Owner. Each such assessment, together with the interest, late charges and costs of collection (including attorneys' fees) shall be the personal obligation of the Owner at the time the assessment fell due.

Section 6.4 Collection of Assessments. The Board of Directors may take action to collect any assessments due from any Owner. Each defaulting Owner shall be responsible to pay all costs of collection incurred by the Association, including without limitation attorneys' fees, filing and other related costs, interest, and any other administrative charge established by the Board through a policy resolution.

Section 6.5 Statement of Assessments. Upon written request, the Association shall promptly provide any Owner, contract purchaser, or Mortgagee with a written statement of the amount of the regular and any special assessment levied against a Lot and all unpaid assessments due from such Owner.

Section 6.6 Disclosure Packets. In addition to providing a statement of assessments, the Association shall provide to the Owner of a Lot who has contracted to sell the same, within fourteen (14) days of the actual receipt by the Association of a written request therefor and receipt of the appropriate fee, a disclosure packet containing all of the documents and other information required under Section 55-512 of the Virginia Code. The Association may charge a fee for the preparation and issuance of each disclosure packet to reflect the cost of the preparation thereof not to exceed the amount permitted under the law.

Section 6.7 Maintenance, Repair, Replacement and Other Expenses. The Association shall be responsible for such maintenance, repair and replacement of the Common Areas as is set forth in the Declaration. Unless otherwise determined by the Board of Directors, all repairs and replacements shall be substantially similar to the original construction and installation and shall be of good quality. The method of approving payment vouchers for repairs and replacements performed by the Association shall be determined by the Board of Directors.

Section 6.8 Books and Records. The books, records and papers of the Association shall, at all times during reasonable business hours, be subject to inspection by any member.

ARTICLE VII

MISCELLANEOUS

Section 7.1 Notices. All of the Association's notices, demands, requests, statements or other communications required under these Bylaws shall be in writing and shall be either delivered in person or if sent by U.S. first class mail, postage prepaid, (i) if to an Owner, at the address which the Owner shall designate in writing and file with the Secretary or, if no such address is designated, at the address of the Lot of such Owner, or (ii) if to the Association, at the principal office of the Association listed in the Articles, or at such other address as shall be designated by notice in writing to the Owners pursuant to this Section, or (iii) if to a Mortgagee, to the address provided by the Owner or to such other address as the Mortgagee may specify by written notice to the Association. All such notices, demands, requests, statements or other communications shall be deemed to have been given upon the earlier of (i) delivery at the appropriate address above, whether in person, by express courier or by mail or (ii) three (3) business days after the postmark date of mailing. If any Owner rejects or refuses to accept any notice or other written communication from the Association which complies with the requirements stated herein, the Owner's actions shall not invalidate the effectiveness of any notice, demand, request, statement or other communication and the Association shall charge the Owner with notice of the contents of the written communication.

Section 7.2 Captions. The captions herein are inserted only as a matter of convenience and for reference, and in no way define, limit or describe the scope of these Bylaws or the intent of any provision thereof.

Section 7.3 Gender. The use of the masculine gender in these Bylaws shall be deemed to include the feminine and neuter genders and the use of the singular shall be deemed to include the plural, and vice versa, whenever the context so requires.

Section 7.4 Construction. These Bylaws are intended to comply with applicable laws and shall be so interpreted and applied. In the event of conflict between the Declaration or the Articles and these Bylaws, the Declaration or Articles shall control.

Section 7.5 Amendments. These Bylaws may be amended by the Board of Directors; however, to the extent any such amendment would be inconsistent with the Declaration or the Articles, such amendment must be adopted in the same fashion as an amendment to the Declaration or the Articles in order to be valid. Before voting on any proposed amendment to the Bylaws, the Board must send a copy of the text of the proposed amendment to each Owner at least thirty (30) days before the Board schedules a vote.

Section 7.6 Corporate Seal. The Association may have a seal in circular form having within its circumference the words: "McLean Province Homeowners Association, Inc."

IN WITNESS WHEREOF, these Consolidated Bylaws have been approved at a regular meeting of the members by a vote of the majority of a quorum of members present in person or by proxy. Further, these Consolidated Bylaws have been executed on behalf of McLean Province Homeowners Association, Inc. this _____ day of _____, 2001.

McLEAN PROVINCE HOMEOWNERS
ASSOCIATION, INC.

By: _____
James H. Fall III, President

STATE OF _____ :
COUNTY OF _____ :

Subscribed, acknowledged and sworn to before me, the undersigned Notary Public in and for the County of _____, in the Commonwealth of Virginia, this _____ day of _____, 2001.

Notary Public

My Commission Expires:
