

BY-LAWS  
THE UNIT OWNERS ASSOCIATION OF  
THE CROSSING CONDOMINIUM  
City of Fairfax, Virginia

ARTICLE I

General Provisions

Section 1. Applicability. These By-Laws provide for the self-government of The Crossing Condominium (the "Condominium") pursuant to the requirements of Chapter 4.2 of Title 55 of the Code of Virginia, as amended ("The Condominium Act"). The name of the Unit Owners' Association shall be "The Crossing Condominium Unit Owners Association," and shall be referred to herein as the "Association".

Section 2. Compliance. Pursuant to the provisions of Section 55-79.53 of The Condominium Act, every Unit Owner and all those entitled to occupy a Unit shall comply with these By-Laws.

Section 3. Office. The offices of the Association and the Board of Directors shall be located at the Condominium or at such other place as may be designated from time to time by the Board of Directors.

Section 4. Definitions. Terms used herein without definition shall have the meanings ascribed to them in the Declaration, to which these By-laws are attached as Exhibit "C", or, if not defined therein, the meanings ascribed to them in Section 55-79.41 of The Condominium Act.

ARTICLE II

Unit Owners Association

Section 1. Composition. The Association shall consist of all of the Unit Owners. For all purposes the Association shall act merely as an agent for the Unit Owners collectively. The Association shall have the responsibility of administering the Condominium, establishing the means and methods of collecting assessments and charges, arranging for the management of the Condominium and performing all of the other acts that may be required or permitted to be performed by the Association by The Condominium Act and the Declaration. Except for those matters that The Condominium Act specifically requires to be decided by a vote of the Association, the

foregoing responsibilities shall be performed by the Board of Directors or Managing Agent as more particularly set forth in Article III of these By-Laws.

**Section 2. Annual Meetings.** The annual meetings of the Association shall be held on weekdays (other than legal holidays) at least forty-five days before the beginning of each fiscal year. The first meeting of the Association will be within one year after there is a Unit Owner other than the Declarant.

**Section 3. Place of Meetings.** Meetings of the Association shall be held at the principal office of the Association or at such other suitable place convenient to the Unit Owners and designated by the Board of Directors.

**Section 4. Special Meetings.**

(a) The President shall call a special meeting of the Association: (i) if so directed by resolution of the Board of Directors; (ii) after the termination of the Declarant Control Period (as defined in Article III, Section 1), upon a petition signed and presented to the Secretary by Unit Owners of Units representing no less than twenty-five percent (25%) of the total Common Element Interests; or (iii) while the Declarant is a Unit Owner, upon request of the Declarant. The signatures on a petition requesting a special meeting shall be valid for a period of one hundred-eighty (180) days after the date of the first such signature. Such resolution, petition or request must (1) specify the time and place at which the meeting is to be held, (2) either specify a date on which the meeting is to be held which will permit the Secretary to comply with Article II, Section 5 of these By-Laws, or else specify that the Secretary shall designate the date of the meeting, (3) specify the purposes for which the meeting is to be held, and (4) be delivered to the Secretary. The notice of any special meeting shall state the time, place and purpose thereof. No business shall be transacted at a special meeting except as stated in the notice.

(b) No later than the termination of the Declarant Control Period (as defined in Article III, Section 1), a special meeting of the Association shall be held at which a majority of the Directors shall be elected by the Unit Owners, including the Declarant if the Declarant owns one or more Units, to serve terms as provided in Article III, Section 4 of these By-Laws. If such election is held prior to the time

required by this section, the Directors elected at such election shall not take office until the earlier of the time such election is required to be held or within ten (10) days of the resignation of a Director appointed by the Declarant without appointment of a replacement. The elected Directors shall assume office in the order of the highest number of votes received. Any remaining Directors designated by the Declarant shall continue to serve until their respective terms expire; provided, however, that no more than two (2) such Directors may serve until the first annual meeting after the special meeting held pursuant to this subsection and no more than one (1) such Director may serve until the second annual meeting after the special meeting held pursuant to this subsection.

**Section 5. Notice of Meetings.** The Secretary shall notify each Unit Owner, in writing, of each annual or regularly scheduled meeting of the Unit Owners at least twenty-one (21) but not more than thirty (30) calendar days in advance of such meeting, and of each special meeting of the Unit Owners at least seven (7) but not more than thirty (30) calendar days prior to such meeting. All such notices shall state the time, place and purpose of the meeting. The giving of a notice of meeting in the manner provided in this Section and in Article XI, Section 1 of these By-Laws shall be considered service of notice.

**Section 6. Quorum and Adjournment of Meetings.** Except as otherwise stated in these By-Laws, the presence in person or by proxy of Unit Owners representing at least twenty-five percent (25%) of the total votes of the Condominium shall be requisite for and shall constitute a quorum for the transaction of business of all meetings of members. If at any meeting of the Association a quorum is not present, Unit Owners of a majority of the Common Element Interests who are present at such meeting in person or by proxy may: (i) recess the meeting to such date, time and place as such Unit Owners may agree, but in no case more than forty-eight (48) hours after the time the original meeting was called or (ii) adjourn the meeting to a time more than forty-eight (48) hours after the time the original meeting was called, whereupon the Secretary shall make reasonable efforts to notify all Unit Owners of such date, time and place.

**Section 7. Order of Business.** The order of business at all meetings of the Association shall be as follows: (a) roll call (proof of quorum); (b) proof of notice of meeting; (c) reading of minutes of the preceding meeting; (d) reports of officers; (e) report of the Board of Directors; (f) reports of committees; (g) appointment of inspectors of election (when so required); (h) election of directors (when so required); (i) unfinished business; and (j) new business.

**Section 8. 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 resolutions adopted by the Association at the meeting, as well as a record of all transactions and proceedings occurring at the meeting. 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 (latest edition) shall govern the conduct of all meetings of the Association when not in conflict with The Condominium Act or the Condominium Instruments. Tellers, appointed by the President or other Officer presiding over the meeting, shall supervise the tallying of all votes, and the names and addresses of the tellers shall be recorded in the minutes of the meeting.

**Section 9. Voting.**

(a) At every meeting of the Association, each Unit shall have the right to cast an equal vote as set forth in the Declaration. Where the ownership of a Unit is in more than one person, the person who shall be entitled to cast the vote of such Unit shall be the person named in a certificate executed by all of the owners of the Unit and filed with the Secretary (if such a certificate is on file) or, in the absence of a named person at the meeting, a person owning such Unit who is present at the meeting. If more than one person owning such Unit is present, then the vote shall be cast only in accordance with those Unit Owners' unanimous agreement pursuant to Section 55-79.77(C) of The Condominium Act. If a Unit Owner is not a natural person (an "Entity Owner"), the vote for such Unit may be cast by any natural person having authority to execute deeds on behalf of the Entity Owner; provided, further, that any vote cast by a natural person on behalf of such Entity Owner shall be deemed

valid unless successfully challenged prior to adjournment of the meeting at which such vote was cast. All Entity Owners shall file with the Secretary a certificate identifying all persons authorized to vote on behalf of the Entity Owner. A certificate shall be valid until revoked by a subsequent certificate similarly executed and filed. Subject to the requirements of The Condominium Act, wherever the approval or disapproval of a matter by a Unit Owner is required by The Condominium Act or the Condominium Instruments, such approval or disapproval shall be made only by the person who would be entitled to cast the vote of such Unit at any meeting of the Association. There shall be no cumulative voting.

(b) Except where a greater number is required by The Condominium Act or the Condominium Instruments, a majority vote is required to adopt a decision at any meeting of the Association. If the Declarant owns or holds title to one or more Units, the Declarant shall have the right at any meeting of the Association to cast the votes to which such Units are entitled.

(c) No Unit Owner may vote at any meeting of the Association or be elected to or serve on the Board of Directors if payment by such Unit Owner of any financial obligation to the Association is delinquent by more than sixty (60) days and if the amount necessary to bring the account current has not been paid at least seventy-two hours (72) hours prior to the time of such meeting.

Section 10. Proxies. A vote may be cast in person or by proxy. Proxies may be granted by an Unit Owner in favor of another Unit Owner, an Officer, the Declarant, a Mortgagee or any other designated person. Proxies shall be duly executed in writing, shall be witnessed, shall contain the full name and address of the witness, shall be dated, shall be signed by a person having authority at the time of the execution thereof to execute deeds on behalf of that person, shall be valid only for the particular meeting designated therein and any continuation thereof, and shall be filed with the Secretary. Such proxy shall be deemed revoked only upon actual receipt by the person presiding over the meeting of notice of revocation from any of the persons owning such Unit. Except with respect to proxies in favor of a lessee or Mortgagee

(as defined in Article IX of these By-Laws), no proxy shall be valid for a period exceeding one hundred and eighty (180) days after its execution.

### ARTICLE III

#### Board of Directors

Section 1. Number and Qualification. The affairs of the Association shall be governed by a Board of Directors. Until deeds of conveyance representing seventy-five percent (75%) or more of the aggregate Common Element Interests of all Units (including all Units which may be added from the Additional Land shall have been delivered to Unit Owners by the Declarant, the Board of Directors shall consist of such persons as may be designated by the Declarant; provided, however, that the foregoing power of designation shall not extend beyond the maximum time permitted by Section 55-79.74(a) of The Condominium Act (the "Declarant Control Period"). The Board of Directors shall be composed of five (5) persons, all of whom shall be Unit Owners, Mortgagees (or designees of Mortgagees) or designees of the Declarant; provided, however, that anything in these By-Laws to the contrary notwithstanding, so long as the Declarant owns Units representing more than twenty-five percent (25%) of the aggregate Common Element Interests but in no event after the expiration of the maximum time permitted by Section 55-79.74(a) of The Condominium Act, the Board of Directors shall consist of at least three (3) members, all of whom shall be designated by the Declarant. The Declarant shall have the right in its sole discretion to remove its designated Directors and to designate their successors. The time limit on the period of Declarant's control shall commence upon the settlement of the first Unit to be sold in the Condominium.

Section 2. Powers and Duties. The Board of Directors shall have all of the powers and duties necessary for the administration of the affairs of the Association and may take any and all actions that are not by The Condominium Act or the Condominium Instruments required to be taken by the Association. The Board of Directors shall have the right 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 any and all matters relating to the Managing Agent (as defined in Section 3 of this