

**BYLAWS
OF
HAMILTON HEIGHTS HOMEOWNERS ASSOCIATION**

ARTICLE I
NAME AND LOCATION

The name of the corporation is HAMILTON HEIGHTS HOMEOWNERS ASSOCIATION, hereinafter referred to as the "Association." The principal office of the corporation shall be located at 19415 Deerfield Avenue, Suite 203, Landsdowne, VA 20176, but meeting of members and directors may be held at such places within the Commonwealth of Virginia as may be designated by the Board of Directors.

ARTICLE II
DEFINITIONS

Section 1 "Association" shall mean and refer to HAMILTON HEIGHTS HOMEOWNERS ASSOCIATION, its successors and assigns.

Section 2 "Property" shall mean and refer to that certain real property described in the Hamilton Heights Declaration of Covenants, Conditions and Restrictions and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3 "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision plat of the Property upon which a dwelling unit could be constructed.

Section 4 "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot subject to the Declaration, including contract sellers but excluding those having such interest merely as security for the performance of an obligation.

Section 5 "Declarant" shall mean and refer to Carrington at Radford, LC, their successors and assigns.

Section 6 "Declaration" shall mean and refer to the Hamilton Heights Declaration of Covenants, Conditions and Restrictions applicable to the Property recorded in the Office of the Clerk of Court, Loudoun County, Virginia.

Section 7 "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration. Every person or entity that is a record owner of any lot is entitled to membership and voting rights in the Association, such membership is appurtenant to and inseparable from ownership of the lot.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings. The Association shall hold an Annual Meeting of the members each year within one year from the date of incorporation for the transaction of any business within the powers of the Association. Such Annual Meeting shall be held in the same month of each year and at a time to be designated by the Board of Directors from time to time. Failure to hold an Annual Meeting at the designated time shall not, however invalidate the corporate existence or affect otherwise valid corporate acts.

Section 2 Special Meetings. Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request of one-fourth (1/4) of all the votes outstanding in either class of membership.

Section 3. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of the Secretary or person authorized to call the meeting, by mailing a copy of each notice, postage prepaid, at least fifteen (15) days before such meeting to each member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day, hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of Members entitled to vote or of proxies entitled to vote, one-fourth (1/4) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members in attendance and entitled to vote shall have power to adjourn the meeting from time to time, without notice other than

announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5 Proxies. A vote may be cast in person or by proxy. A proxy may be instructed (directing the proxy how to vote) or uninstructed (leaving how to vote to the proxy's discretion). Such proxies may be granted by any owner in favor of only another owner, a member of the Board of Directors, the Declarant, the managing agent or such unit owner's Mortgagee, or additionally in the case of a non-resident Owner, the owner's lessee, attorney or rental agent. No person other than the managing agent or a member of the Board of Directors shall cast votes as a proxy for more than one unit not owned by such person. There are no restrictions on the number of uninstructed proxy ballots which can be cast by a member of the Board of Directors or managing agent. 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 must be filed with the Secretary. Such proxy shall be deemed revoked only upon actual receipt by a person presiding over the meeting of notice of revocation from any persons owning such unit. Except with respect to proxies in favor of a lessee or Mortgagee, no proxy shall in any event be valid for a period in excess of 180 days after the execution thereof.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Number and Composition. The Board of Directors shall consist of not fewer than two (2) members and not more than three (3) members. The initial Board shall consist of two (2) members appointed by the Declarant. At the first Annual Meeting after Class B membership terminates, the Board of Directors shall be expanded to consist of three (3) members. Until Class B membership and the Class B voting rights expire, the Board shall consist of appointed Directors. Thereafter, all Directors shall be elected.

Section 2. Appointed Directors. Appointed Directors shall be appointed by the Declarant and shall serve two year terms or until their successor is appointed. Such

appointed Directors may be reappointed and they need not be members of the Association.

Section 3. Elected Directors. Until the expiration of the remaining terms of all appointed Directors, all elected Directors shall be elected for two (2) year terms and shall be members of the Association. At the annual meeting following the expiration of the final term of all of the appointed Directors, Directors shall be elected for staggered terms, as follows: two (2) Directors shall be elected for one (1) year terms and one (1) Director shall be elected for a three (3) year term. Thereafter, all Directors shall be elected for three (3) year terms.

Section 4. Vacancies and Removal. Any Director may be removed from the Board with or without cause, by a majority vote of the members of the entire Association, not simply a majority vote of a quorum. In the event of death, resignation or removal of a Director, his successor shall be selected by the remaining members of the Board of Directors and shall serve for the unexpired term of his predecessor, subject to removal, however, by vote of the Members of the Association. Notwithstanding the foregoing during the development period, none of the Directors appointed by the Declarant shall be removed without prior written consent of the Declarant.

Section 5. Compensation. No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of the duties.

Section 6. Action Taken Without A Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. At the first Annual Meeting after Class B membership terminates, nomination for election to the Board of Directors shall be made from the floor subject to procedural rules adopted by the Board. Such rules shall not be established so as

to exclude any Member desiring to be a candidate or desiring to submit the name of a candidate from so doing. Such nominations may be made from among Members or non-members.

Section 2 Election. Election to the Board of Directors shall be by secret written ballot. 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 Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held quarterly without notice, at such place and hour as may be fixed from time to time by resolution of the Board.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two Directors, after not less than three (3) days notice to each Director.

Section 3. Quorum. A Majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

(a) Suspend the voting rights of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. In conformity with the provisions of the Declaration and Virginia Property Owner's Association Act (Title 55, Chapter 26 of the Code of Virginia), as amended from time to

time, such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;

(b) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;

(c) Declare the office of a member of the Board of Directors *vacant* in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors;

(d) Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties; and

(e) Enter into agreements for the service of such persons or agencies which may be required to carry out the provisions of these Bylaws, the Declaration or other rules and regulations established by the Board of Directors or the Membership.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) Cause to be kept a complete record of all its acts and corporate affairs;

(b) Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) As more fully provided in the Declaration, to:

(1) Fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;

(2) Send written notice of each assessment to every Owner subject thereto at least thirty (30) days after the due date of such assessment and to bring an action at law against the Owner personally obligated to pay the same who fails to pay such assessment;

(d) Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board of Directors for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(f) Cause the common driveways, private ingress/egress easements, sign easements, open space parcels and storm drainage easements to be maintained; and

(g) Approve an annual budget.

ARTICLE VIII

LIABILITY AND INDEMNIFICATION OF

OFFICERS AND DIRECTORS AND INSURANCE

The Association shall indemnify every Officer and Director of the Association against any and all expenses, including counsel fees, reasonably incurred by, or imposed upon, an Officer or Director in connection with any action, suit or other proceeding (including the settlement of any such suit or proceeding if approved by the Board of Directors) to which he may be made a party by reason of being an Officer or Director of the Association, whether or not such person is an Officer or Director at the time when such expenses are incurred. The Officer and Directors of the Association shall not be liable to the members of the Association for any mistake of judgment, negligence, or otherwise, except for their own individual willful misconduct or bad faith. The Officers and Directors of the Association shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Association; and the Association shall indemnify and forever hold such Officer and Director free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any Officer or Director of the Association or former Officer or Director of the Association may be entitled.

The Board of Directors of the Association shall obtain and maintain, to the extent reasonably available, such public liability insurance, workman's compensation insurance, errors and omissions insurance, legal expense indemnity insurance and/or such other policies or insurance as are or shall hereafter be considered appropriate by the Board of Director or as may be required by law.

ARTICLE IX

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The Officers of this Association shall be a President, who shall at all times be a Member of the Board of Directors, and a Secretary and Treasurer.

Section 2. Election of Officers. The election of Officers shall take place at the first meeting of the Board of Directors and following each annual meeting of the Members.

Section 3. Term. The Officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless they shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other Officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. 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 at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The Officer appointed to such vacancy shall serve for the remainder of the term of the Officer he replaces.

Section 7 Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the Officers are as follows:

(a) President. The President shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and checks from such accounts as the Board may from time to time determine. He shall make the appointment of Committee Chairman of all Standing Committees. The President shall perform such other duties as are incident to his or her office or are properly required of him or her by the Board of Directors.

(b) Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses, and shall perform such other duties as required by the Board.

(c) Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall cause the disbursement of such funds as directed by resolution of the Board of Directors; shall co-sign all promissory notes and checks from such accounts as the Board may from time to time determine; keep proper books of account; and shall be the chief officer responsible for the preparation of an annual budget and statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the Members.

ARTICLE X

COMMITTEES

The Board of Directors shall appoint such committees as deemed appropriate in carrying out its purposes.

Section 1. The members of the Architectural Review Board shall be initially selected by the Declarant, its successor or assigns. There shall be two members of the Architectural Review Board. After the sale of all of the Lots, the members of the Architectural Review Board shall be selected by the Board of Directors at the annual meeting.

ARTICLE XI

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. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XII

ASSESSMENTS

As more fully provided in the Declaration, each Member is obligated to pay to the Association an initial, annual and special assessments which are secured by a continuing lien upon the Lot against which the assessments are made. Assessment payments are due thirty (30) days after being mailed to each Member via first class mail. Any payment received more than ten (10) days following the due date is subject to a late charge of \$10.00, or such other amount as established by the Board of Directors. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of ten percent (10%) per annum, and the Association may bring an action at law against the owner personally obligated to pay the same or foreclose the lien against the property; interest, costs, and reasonable attorney's fees of any such actions shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Facilities or abandonment of his Lot.

ARTICLE XIII

CORPORATE SEAL

The Association may have a seal in circular form having within its circumference the words: HAMILTON HEIGHTS HOMEOWNERS ASSOCIATION.

ARTICLE XIV

AMENDMENTS

Section 1. Amendments to the Articles of Incorporation of the Association may be proposed by a resolution of the Board of Directors or by the Membership. The resolution shall be submitted to the membership at a regular or special meeting. The written notice of the meeting shall contain the date, time, and place, and state that the purpose of the meeting is to consider the proposed amendment; the notice shall contain or be accompanied by a copy of the proposed amendment. The notice shall be given to each Member not less than twenty-five (25) days nor more than sixty (60) days before the meeting. The amendment shall be adopted upon receiving more than two-thirds (2/3) of all votes entitled to be cast.

Section 2. Amendments to the Bylaws may be made by a majority vote of the Directors at any meeting at which a quorum is present, provided ten (10) days' written notice is given to the Directors of any proposed change. Any Bylaws made by the Board of Directors may be repealed or changed, and new Bylaws made, by a majority vote of the Members.

Section 3. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE XV

MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of each year, except that first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we being all the Directors of HAMILTON HEIGHTS
HOMEOWNERS ASSOCIATION have hereunto set our hands this 18th day of
March, 2015.

Christina Sanders

Christina Sanders

President