

**FIRST AMENDMENT TO THE
BYLAWS OF
FAIR OAKS ESTATES HOMEOWNERS ASSOCIATION**

This FIRST AMENDMENT to the BYLAWS of the FAIR OAKS ESTATES HOMEOWNERS ASSOCIATION (“Association”) is made this 18th day of May, 2009, by the Association.

W I T N E S S E T H

WHEREAS, the Fair Oaks Estates Homeowners Association (“Association”) was created by a Declaration of Covenants, Conditions and Restrictions recorded among the land records of Fairfax County, Virginia on October 3, 1980, and recorded at Deed Book 5480, Page Number 1033, *et seq.*, and,

WHEREAS, the Association was incorporated as a Virginia nonstock corporation (property owners’ association) by the filing of Articles of Incorporation with the State Corporation Commission, and the issuance by that Commission of a certificate of incorporation on or about August 1, 1980; and,

WHEREAS, Article XVII (*Amendments*) of the Bylaws states in pertinent part that the Bylaws may be amended at a regular or special meeting of the members, “by a vote of the majority of quorum of members present in person or by proxy...”; and,

WHEREAS, Article VI (*Board of Directors - Selection - Term of Office*) sets forth the number of serving Directors on the Board of Directors and states that such number can be changed only by amendment of the Articles of Incorporation; and,

WHEREAS, the Board of Directors has deemed the present number of serving Directors (3) to be insufficient to meet the Association’s needs, and has proposed an amendment to the Association’s Articles of Incorporation, changing the number of Directors to five (5), expandable to seven (7), which proposed amendment is to be voted upon by the Association’s membership; and,

WHEREAS, the Board wishes to propose a similar amendment to the Association’s Bylaws, for the purpose of making both documents consistent with respect to the Board of Directors; and,

WHEREAS, the Board of Directors further wishes to enact financial and control safeguards within the operating procedures of the Board and its interaction with the management agent, which procedures are intended to appropriately safeguard the common funds of the Association;

NOW, THEREFORE, the Bylaws of the Association are amended as follows:

The existing Article XI, Section 4 (Meeting of Members - Quorum) is hereby amended to reflect a quorum requirement of *fifteen percent (15%)* of all of the votes of each class of membership as constituting a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration or these Bylaws.

The existing Article VI, Section 1 (*Board of Directors - Number*) is deleted in its entirety and the following substituted therefor:

Section 1. Number. The affairs of this Association shall be managed by a Board of five (5) Directors, which number may be expanded to a maximum of seven (7) Directors upon a duly approved and adopted resolution of the Board. Members of the Board of Directors shall be members in good standing of the Association. "Good standing" shall be defined herein as being current in the payment of all general and special assessment obligations as set forth in the Declaration of Covenants, Conditions and Restrictions, and having one's lot in compliance with the restrictive covenants set forth in the aforementioned Declaration and with any rules/regulations as may be promulgated from time to time by the Association, acting through the Board of Directors or the Architectural Review Board.

The existing Article IX, Section 2(f) (*Powers and Duties of the Board of Directors - Duties*) is hereby amended by the deletion of the word "and" as the last word in that section;

The existing Article IX, Section 2 is hereby amended by the addition of the following subparagraph (h):

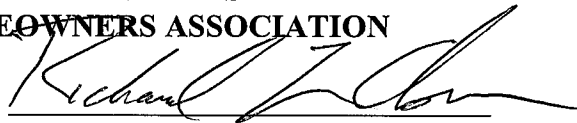
(h) To cause the common funds of the Association to be appropriately safeguarded through the establishment of internal controls, which shall include, but not be limited to, the deposit of the Association's reserve funds and any excess operating funds in interest-bearing, federally insured accounts, and the requirement that two Board members shall sign all checks drawn on the Association's account(s).

In all other respects the Bylaws of the Association remain unchanged and in full force and effect, except with respect to amendments which may from time to time be approved, executed and enacted by the Association acting in accordance with its governing documents.

IN WITNESS WHEREOF, on behalf of the Board of Directors and the Association, I cause this First Amendment to the Bylaws to be executed on the aforementioned date. I certify that this First Amendment to the Bylaws was approved by the membership in accordance with the requirements of Article XVII of the Bylaws of the Fair Oaks Estates Homeowners Association.

**FAIR OAKS ESTATES
HOMEOWNERS ASSOCIATION**

By:



President

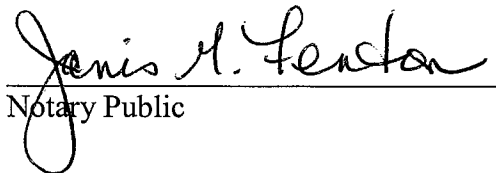
Attest:



Board Secretary

**COMMONWEALTH OF VIRGINIA
COUNTY OF FAIRFAX**

This First Amendment to the Association Bylaws was acknowledged before me by Richard Oborn, President, Fair Oaks Estates Homeowners Association on the 29th day of May, 2009.



Notary Public

My Commission Expires: January 31, 2013

**Janis M. Fenton
NOTARY PUBLIC #118376
Commonwealth of Virginia
My Commission Expires:
1/31/2013**