### BYLAWS OF BURKE CENTRE CONSERVANCY

### ARTICLE I NAME AND LOCATION

The name of the corporation is Burke Centre Conservancy, hereinafter referred to as the "Conservancy." The principal office of the Conservancy is located at 6060 Burke Centre Parkway, Burke, Virginia 22015. Meetings of Members and Trustees may be held at such places as may be designated by the Board of Trustees.

### ARTICLE II SEAL

The corporate seal of the Conservancy shall be in circular form and shall bear the name of the Conservancy and the date 1976.

## ARTICLE III DEFINITIONS

Section 1. "Approval" shall mean and refer to the issuance by any public agency of written approval, or any written waiver of approval rights or formal letter stating "no objection."

Section 2. "Assessable Unit" shall mean and refer to any real property within the Properties which is subject to assessments as provided in Article V of the Declaration.

Section 3. "Book of Resolutions" shall mean and refer to the document containing rules and regulations and policies of the Conservancy as they may from time to time be amended.

Section 4. "Class A Members" shall refer to all Owners.

Section 5. "Class B Members" shall refer to all Occupants of Living Units.

Section 6. "Cluster" shall mean and refer to all lots which are subject to the same Supplementary Declaration.

Section 7. "Cluster Common Area" shall mean and refer to portions of the Common Area which are designated as Cluster Common Area in the Governing Documents and which are for the primary use and enjoyment of Members residing in such Cluster.

<u>Section 8</u>. "Common Area" shall mean and refer to all real property and improvements thereon owned or leased by the Conservancy for the use and enjoyment of the Members.

Section 9. "Conservancy" shall mean and refer to the Burke Centre Conservancy, its successors and assigns.

Grantor: BURKE CENTRE CON DateTime: 05/13/2013 09:42:01 Book/Page: 23125/0218 Recorded in FAIRFAX CIRCUIT COURT

Grantee: BURKE CENTRE CON Instrument: 2013021597.011 # of Pages: 13

TESTE: JOHN T. FREY

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Section 10. "Declaration" shall mean and refer to the covenants, conditions and restrictions and all other provisions therein set forth in the entire document, as may from time to time be amended.

Section 11. "Development Plan" shall mean and refer to the total general scheme of intended uses of land in the Properties approved by Fairfax County, as may be amended from time to time.

Section 12. "Federal Mortgage Agencies" shall mean and refer to those Federal Agencies who have an interest in the Properties, such as the Federal Housing Administration, the Veterans Administration, the Federal National Mortgage Association and the Federal Home Loan Mortgage Corporation or successors to their interests.

Section 13. "First Mortgagee" shall mean and refer to an Institutional Lender who holds the first deed of trust on a Lot or Living Unit and who has notified the Conservancy of its holdings.

Section 14. "Founding Documents" shall mean and refer to the Articles of Incorporation of the Conservancy, the Declaration, the Management Standards Agreement, the Supplementary Declarations, and the Conservancy Bylaws, as may be amended from time to time.

Section 15. "Governing Documents" shall mean and refer collectively and severally to the Founding Documents and the Book of Resolutions, as such may be amended from time to time.

Section 16. "Institutional Lender" shall mean and refer to one or more commercial or savings banks, savings and loan associations, trust companies, credit unions, industrial loan associations, insurance companies, pension funds, or business trusts including but not limited to real estate investment trusts, any other lender regularly engaged in financing the purchase, construction, or improvement of real estate, or any assignee of loans made by such a lender, or any private or governmental institution which has insured a loan of such a lender, or any combination of any of the foregoing entities.

Section 17. "Lead Lender" shall mean and refer to the First Mortgagee holding the greatest number of first mortgages on Lots.

Section 18. "Living Unit" shall mean and refer to any portion of a structure situated upon the Properties designed and intended for use and occupancy as a residence by a Single Family.

Section 19. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties, with the exception of Common Area as heretofore defined, and to any condominium unit created under the Condominium Act of Virginia, as such may be amended from time to time.

Section 20. "Members" shall mean and refer to Members of the Conservancy which shall consist of all Owners and all Occupants.

Section 21. "Multi-family Rental Structure" shall mean and refer to a structure owned by a single entity with two or more Living Units under one roof.

Section 22. "Neighborhood Service District" shall mean and refer to a portion of the Properties which is a coherent and defined geographic area, containing more than one Cluster, within which the Owners and Occupants by virtue of provisions contained

in the Governing Documents, may share the enjoyment of certain services or rights of use which are not enjoyed by all Members.

Section 23. "Notice" shall mean and refer to (1) written notice delivered personally or mailed to the last known address of the intended recipient, or (2) notice published at least once a week for two consecutive weeks in a newspaper having general circulation in Fairfax County, or (3) notice published in the Burke Centre Conservator, or other community newspaper used as the primary means of communicating with Members as provided in the Virginia Property Owners Association Act.

Section 24. "Occupant" shall mean and refer to an occupant of a Living Unit who is the Owner, or contract purchaser, or a lessee or sub-lessee who holds a written lease having an initial term of at least twelve (12) months.

Section 25. "Owner" shall mean and refer to (1) the record holder of the fee simple title to any Lot, whether one or more persons or entities, and (2) contract sellers; the term shall exclude those having such interest merely as security for the performance of an obligation.

<u>Section 26</u>. "Properties" shall mean and refer to all real property which becomes subject to the Declaration, together with such other real property as may from time to time be annexed thereto.

Section 27. "Quorum of Members" shall mean and refer to the representation by presence or proxy of Members who hold fifty percent of the outstanding votes of each voting class.

Section 28. "Quorum of Owners" shall mean and refer to the representation by presence or proxy of Members who hold seventy-five percent of the outstanding Class A votes.

Section 29. "Registered Notice" shall mean and refer to any Notice which has been signed for by a recipient or has been certified by the U.S. Postal Service or any other entity as having been delivered to the address of the intended recipient. Failure by refusal of an intended recipient to acknowledge such Notice shall nevertheless constitute receipt when such refusal is witnessed by two other people.

Section 30. "Single Family" shall mean and refer to a single housekeeping unit which includes not more than three adults who are legally unrelated.

Section 31. "Supplementary Declaration" shall mean and refer to any recorded declaration of covenants, conditions and restrictions which extends the provisions of the Declaration to a Cluster or which contains such complementary provisions for such Cluster, as the same may be amended from time to time.

Section 32. "Zoning Ordinance" shall mean the provisions pertaining to Planned Residential Communities contained in the Code of the County of Fairfax, Virginia, as amended from time to time and as such shall be applicable to the Properties.

### ARTICLE IV MEETING OF MEMBERS

Annual Meetings. The Annual Meeting of the Members shall be Section 1. held at a place, date and time as established by the Board of Trustees, provided notice is given to the Members in accordance with Article V of these Bylaws.

Special Meetings. Special meetings of the Members may be called Section 2. at any time by the president or by the Board of Trustees, or upon written request of the Owners who hold one-tenth of the outstanding Class A votes.

Proxies. Each Member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease after one year or sooner as directed by the proxy.

Method of Voting. Elections or questions to be submitted to all or any part of the Membership may be decided at a meeting and/or by ballot votes, and/or by mail, and/or electronically, and/or at polling places, and/or any combination thereof as designated by the Board of Trustees. The Board shall determine the method of voting by resolution and give notice thereof as provided herein.

### ARTICLE V NOTICE

Notice for meetings or ballot poll where action by Class A Members is required or for meetings to amend the Declaration of Covenants and Restrictions or Articles of Incorporation shall be provided to Members at least thirty days and no more than fifty days prior to such meeting or ballot poll. Notice of all other meetings of Members shall be provided to Members at least fifteen days before such meeting.

Notice of meetings or ballot polls shall specify the place, day and time. In the case of a special meeting, the Notice shall state the purpose of the meeting. In the case of the ballot poll, the Notice shall include the matter(s) to be voted upon.

### ARTICLE VI **BOARD OF TRUSTEES**

Number. The affairs of the Conservancy shall be managed by a Section 1. Board of up to seven Trustees.

Section 2. Composition and Term.

Elected Trustees. For the purposes of apportioning the elected seats on the Board of Trustees, the Conservancy is divided into five Neighborhood Service Districts. Elected Trustees shall be Owners who are elected as such in conjunction with the annual meeting of the Conservancy; one Elected Trustee from and by the Class A and Class B Members of a Neighborhood and two At-large Elected Trustees from and by the Class A and Class B Members of the Conservancy.

Appointed Trustees. Trustees appointed by the Board of Trustees to fill a vacancy shall be Owners, and serve until the expiration of the term of their predecessor.

Term. The term for Elected Trustees shall be one year.

- Section 3. Method of Nomination. Candidates for election shall file a petition of candidacy, signed by not less than ten Members, with the Elections Committee, consistent with election guidelines adopted by the Board of Trustees The signatures of not more than one Owner or one Occupant of a single Living Unit shall be counted for the purposes of the foregoing sentence. Signatures of Trustees, candidates, Conservancy staff members or relatives of candidates shall not be counted for the foregoing purposes. The petitions of candidates for At-large seats on the Board of Trustees shall be signed by at least two Members owning or residing in each of the five Neighborhoods. The Elections Committee shall provide all Members with a ballot containing the names of all bona fide candidates consistent with the Election Procedures adopted annually by the Board of Trustees.
- Section 4. Method of Election. Election of declared and write-in candidates shall be by secret ballot, consistent with the Election Procedures approved by the Board of Trustees, prior to the deadline established by the Elections Committee. The Members may cast, in respect to each Neighborhood vacancy and to each At-large vacancy as many votes as they are entitled to exercise under the provisions of the Founding Documents. Cumulative voting is not permitted. Qualified candidates receiving the largest number of votes in a Neighborhood and for At-large positions shall be elected. The selection of officers will be made by the Board of Trustees and announced to the community.
- Section 5. Resignation and Removal. The unexcused absence of a Trustee from three consecutive regular meetings of the Board of Trustees, or the failure of a Trustee to pay any assessment or charge to the Conservancy within sixty (60) days after its due date, shall be deemed a resignation. Failure of a Trustee to file the necessary paperwork in order to become a qualified candidate for reelection to the Board of Trustees shall be deemed a resignation to become effective upon the date of the Annual Meeting of Members, provided the Trustee is not a write-in candidate or otherwise nominated in accordance with the election procedures adopted by the Board of Trustees. A Trustee may be removed from the Board, with or without cause, by a majority vote of the Members of the Conservancy who are authorized to vote on the matter in accordance with State law.
- Section 6. <u>Vacancies</u>. In the event of death, resignation, or removal of a Trustee, his/her successor shall be selected by the remaining Trustees and shall serve for the unexpired term of his/her predecessor. The Board of Trustees will consider eligible nominees, if any, brought forth by the appropriate Neighborhood Council.
- Section 7. Powers. The Board of Trustees shall have all powers for the conduct of the affairs of the Conservancy which are enabled by law, the Declaration, the Articles of Incorporation and these Bylaws that are not specifically reserved to Members.
- Section 8. <u>Duties</u>. Without limiting the generality of its powers, it shall be the duty of the Board to:
- (a) Exercise its powers in accordance with the Governing Documents and, specifically, with the Management Standards Agreement;
- (b) Cause to be kept a complete record of all its corporate affairs including the Book of Resolutions, make such records available for inspection by any

Member, his agent or Institutional Lender who has an interest in the Properties and present an annual statement thereof to the Members and First Mortgagees;

- (c) Adopt and follow procedures for adoption and publication of Board resolutions to be included in the Book of Resolutions, including the provision for hearing and notice to Members for resolution on rules, the annual budget and other matters affecting the rights of Members;
- (d) Adopt and publish rules and regulations including fees, if any, governing the use of the Common Area and facilities and the personal conduct of the Members and their guests thereon, and to include these in the Book of Resolutions;
- (e) Establish architectural standards for the Properties in accordance with the Book of Resolutions procedures;
- (f) Cause all officers, agents, and employees of the Conservancy to be supervised and see that their duties are properly performed;
- (g) Designate depositories for Conservancy funds, designate those officers, agents and/or employees who shall have authority to withdraw funds from such accounts on behalf of the Conservancy, and cause such persons to be bonded, as it may deem appropriate;
- (h) Send written notice of each assessment to every Owner subject thereto at least 30 days in advance of the due date of the annual assessment or first installment thereof;
- (i) Appoint such committees as prescribed in Article VIII of these Bylaws; and/or others as it may deem appropriate.
- (j) Exercise their powers and duties in good faith, with a view to the interests of the Conservancy and to this end adopt appropriate guidelines for action on matters where a potential conflict of interest may exist.

### ARTICLE VII OFFICERS

- <u>Section 1</u>. <u>Enumeration of Offices</u>. The officers of this Conservancy shall be a president and vice-president, who shall at all times be members of the Board of Trustees, a secretary, and a treasurer, and such other officers as the Board of Trustees may from time to time by resolution create.
- <u>Section 2</u>. <u>Election of Officers</u>. The election of officers shall take place annually at the first meeting of the newly elected Board of Trustees.
- <u>Section 3</u>. <u>Term.</u> The officers of this Conservancy shall be elected annually and each shall hold office for one (1) year unless he/she shall sooner resign, or shall be removed, or otherwise disqualified to serve.
- Section 4. Resignation and Removal. Any officer may be removed from office with or without cause by the Board of Trustees. Any officer may resign at any time giving written notice to the Board of Trustees, 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 a resignation shall not be necessary to make it effective.
- Section 5. <u>Vacancies</u>. A vacancy in any office, except president, may be filled by appointment by the Board of Trustees. The president's vacancy will be filled

by the vice-president. The officer appointed to such vacancies shall serve for the remainder of the term of the officer he/she replaces.

Section 6. <u>Multiple Offices</u>. The offices of president and secretary may not be held by the same person.

<u>Section 7.</u> <u>Duties.</u> The duties of the officers are as follows:

- (a) <u>President</u>. The president shall preside at all meetings of the Board of Trustees and of the Conservancy; see that orders and resolutions of the Board of Trustees are carried out; sign all mortgages, leases, deeds and other written instruments and co-sign all promissory notes and contracts as the Board of Trustees may approve from time to time.
- (b) <u>Vice-president</u>. The vice-president shall act in the place and stead of the president in the event of his/her absence, inability or refusal to act, and exercise and discharge such duties as may be required of him/her by the Board of Trustees.
- (c) <u>Secretary</u>. The secretary shall cause the minutes to be kept of all meetings and proceedings of the Board and of the Members; cause the Book of Resolutions to be maintained; cause to be kept Conservancy files and records; cause notice to be served to Members and Institutional Lenders as required in the Governing Documents; cause a roster to be maintained of the names of all Members of the Conservancy together with their addresses, as registered by such Members; cause a roster to be maintained of all First Mortgagees, together with the Properties in which each has an interest and annually send a copy of such roster to the Lead Lender; and perform such other duties as required by the Board of Trustees.
- Treasurer. The treasurer is responsible for financial oversight of (d) the Conservancy, subject to the authority of the Board of Trustees, the Covenants and Restrictions and Bylaws of the Conservancy. The treasurer will act as the Board's representative, responsible for working with the Executive Director in all matters pertaining to the financial management of the Conservancy in accordance with the Management Standards Agreement. The treasurer will: 1) advise the Board of Trustees as to the financial management of the Conservancy; 2) oversee an annual review of the Conservancy insurance, investment, and procurement practices and report the results and any recommendations to the Board of Trustees; 3) coordinate the annual selection, instruction and reporting of the auditors of the Conservancy books including auditors report to the Board of Trustees; 4) review and comment on all requests presented to the Board of Trustees for financial impact and affordability; and 5) submit the audited statement of the Conservancy and the annual budget to all First Mortgagees, if requested. The treasurer shall also work with the Executive Director or designee to cause the Conservancy staff to prepare and present: 1) quarterly financial status reports; 2) requests for expenditures from the capital repair and replacement fund and allocation of capital improvement funds; and 3) annual budget to the Board of Trustees.

## ARTICLE VIII COMMITTEES

Section 1. <u>Elections Committee</u>. The Board of Trustees shall appoint an Elections Committee. The Committee shall consist of a chairperson who may not be a Trustee, and at least four Members, none of whom shall be candidates for office. It

shall be the duty of the Committee to provide supervision of the nomination and election of Trustees and Cluster Committees in accordance with the Terms of Reference for the Election Committee and other procedures adopted by the Board of Trustees and placed in the Book of Resolutions.

### Section 2. Cluster Committee(s).

(a) The Cluster Committee, consisting of a minimum of three Cluster Members, shall be elected by the Class A and Class B Members of the Cluster as part of the Conservancy-wide election. Should less than three Cluster Committee members be elected by the Class A and Class B Cluster Members, the elected Committee member(s) shall act as a caretaker(s) for the Cluster with the same responsibilities as the Cluster Committee until such time as a Cluster Committee can be appointed by the Board of Trustees.

Once three or more Cluster Committee members have been elected or appointed to serve as a Cluster Committee, the Board of Trustees may only appoint additional members to serve on the Cluster Committee with the written consent of a majority of the Cluster Committee and by a majority vote of the Board of Trustees.

- (b) It shall be the duty of the Committee to:
- (1) Advise the Board of Trustees each year on the proposed budget for maintaining and operating the Common Areas within the Cluster and providing services for the Cluster;
- (2) Review and make recommendations on applications referred to it by the Architectural Review Board;
- (3) Advise the Board of Trustees as to the consensus of Cluster Members on Conservancy matters;
- (4) Perform such duties as may be assigned by the Board of Trustees as outlined in the terms of reference for the Committee.
- (c) The Chairperson of the Cluster Committee, or his/her designee, shall serve on the Neighborhood Service District Council of his Neighborhood to advise the Board as to consensus of Cluster Members on Conservancy matters.
- Section 3. Neighborhood Service District Councils, hereinafter sometimes referred to as Council(s).
- (a) Each Neighborhood Service District Council shall consist of the Trustee elected by the Neighborhood and all chairpersons of Cluster Committees within the Neighborhood.
- (b) The first meeting of each Council shall be held within forty-five (45) days after the election of a Trustee from a Neighborhood at the call of the Trustee. The Council shall meet at least four times a year.
- (c) It shall be the duty of each Neighborhood Service District Council to:
- (1) Propose to the Board of Trustees an annual budget and assessment rate for maintaining and operating the Common Areas to be supported by Neighborhood Service District Assessments, if any, and for any other services which may be the responsibility of the Neighborhood.
- (2) Propose for adoption by the Board of Trustees rules of operation and conduct related to the Common Area within the Neighborhood and guidelines for architectural review.

- (3) Advise and assist the Board of Trustees in administration of such Conservancy duties within the Neighborhood as may be assigned by the Board.
- (4) As vacancies occur, nominate at least two (2) Owners of Lots within the Neighborhood to serve on the Architectural Review Board.

### ARTICLE IX ARCHITECTURAL REVIEW BOARD

Section 1. Composition. The Architectural Review Board (ARB) shall be comprised of three or more Members; where practicable one member should be an architect licensed by the Commonwealth of Virginia. Members shall serve three-year terms, as determined by the Board of Trustees.

No member of the Architectural Review Board may be a Trustee or member of the Appeals Board.

Section 2. Method of Selection.

Each of the five Neighborhoods should be represented by at least two members who reside in each Neighborhood. The remaining members, if any, should serve Atlarge. The Architectural Review Board shall be appointed by the Board of Trustees.

Section 3. <u>Vacancies</u>. Appointments to fill vacancies in unexpired terms shall be made in the same manner as the original appointment.

- Section 4. Officers. At the first meeting of the ARB following each Annual Meeting of Members, the ARB shall elect among themselves, a chairperson, a vice-chairperson and a secretary, who shall perform the usual duties of their respective offices.
- <u>Section 5</u>. <u>Duties</u>. The Architectural Review Board shall regulate the external design, appearance and locations of the Properties and improvements thereon in such a manner so as to preserve and enhance values and to maintain a harmonious relationship among structures and the natural vegetation and topography. In furtherance thereof, the Board shall:
- (a) Review and approve, modify or disapprove, within forty-five (45) days, all correctly filed, written applications of Owners and of the Conservancy for improvements or additions (as described in Article VI of the Declaration) to Lots, Living Units or Common Areas. All applications for modification and change to a Lot, which are not in accordance with the original approved plan for such Lot or which do not meet adopted standards, shall be referred for review and recommendation to the Cluster Committee for the Cluster in which the Lot is located.
- (b) Ensure the periodic inspection of the Properties for compliance with architectural standards and approved plans for alteration; and
- (c) Adopt architectural standards subject to the confirmation of the Board of Trustees; and
- (d) Adopt procedures for the exercise of its duties and enter them in the Book of Resolutions; and
- (e) Cause to be kept complete and accurate records of all actions taken.
- <u>Section 6.</u> <u>Term.</u> The terms of the members shall be two years. In the discretion of the Board of Trustees, members shall be eligible for reappointment.

### ARTICLE X APPEALS BOARD

- Section 1. Number. The Appeals Board should be comprised of one individual from each Neighborhood and can include an additional two At-large Members, but no Neighborhood shall exceed two members. No member of the Appeals Board may be a Trustee or a member of the Architectural Review Board, and where practicable, at least one individual should be an attorney licensed to practice law in the Commonwealth of Virginia.
- Section 2. Method of Selection. The Appeals Board shall be appointed by the Board of Trustees.
- <u>Section 3</u>. <u>Term</u>. The terms of the members shall be three years. In the discretion of the Board of Trustees, members shall be eligible for reappointment.
- <u>Section 4.</u> <u>Vacancies</u>. In the case a vacancy occurs, the Board of Trustees shall appoint a Member to fill such vacancy to serve for the remainder of the unexpired term.
- Section 5. Officers. At the first meeting of the Appeals Board following each Annual Meeting of Members, the Appeals Board shall select from among themselves a chairperson, a vice-chairperson and a secretary, who shall perform the usual duties of their respective offices.
- Section 6. Quorum. A quorum of three Appeals Board members shall be necessary to conduct any Appeals Board business.
  - <u>Section 7.</u> <u>Duties.</u> The Appeals Board shall have the power and duty to:
- (a) Upon written petition from the affected Owners decide appeals to decisions of the Architectural Review Board;
- (b) Upon written petition from any Member, decide cases of alleged infractions of the Governing Documents, including alleged failure of the Architectural Review Board to perform its duties and thereupon compel or enjoin further action of a party or parties found in violation of the Governing Documents;
- (c) Adopt procedures for the exercise of its duties and enter them in the Book of Resolutions;
- (d) Cause to be kept complete and accurate records of its proceedings; such records to be available for inspections by Members during business hours, except that records relating to hearings on a Member's alleged infraction of the Governing Documents may be inspected only by the principals in such proceedings.

#### ARTICLE XI

# MEETINGS OF THE BOARD OF TRUSTEES, THE ARCHITECTURAL REVIEW BOARD AND THE APPEALS BOARD

- <u>Section 1</u>. <u>Regular Meetings</u>. Regular meetings of each Board shall be held without notice at such place and hour as may be fixed from time to time by resolution of such Board.
- Section 2. Special Meetings. Special meetings of any Board shall be held when called by the President of the Board of Trustees, by a chairperson of such Board,

or by any two members of such Board, after not less than three (3) days notice to each member of such Board.

- Section 3. Quorum. A majority of the members of a Board shall constitute a quorum for the transaction of business, except in no event shall a quorum be less than three members.
- Section 4. Executive Sessions. All meetings of Board shall be open to observers, except the president or chairperson may call a Board into executive session in accordance with the provisions of the Virginia Property Owners Association Act.
- Section 5. Action Taken Without a Meeting. The members of a Board shall have the right to take any action in the absence of a meeting that they could take at a meeting provided the vote is unanimous, in writing and in accordance with the provisions of the Virginia Property Owners Association Act. Any action so approved shall have the same effect as though taken at a meeting of the Board. A record of all action taken without a meeting shall be maintained among the minutes of the Board.

### ARTICLE XII INDEMNIFICATION

Each officer, Trustee and Board member of the Conservancy, in consideration of his services as such, shall be indemnified by the Conservancy to the extent permitted by law against expenses and liabilities reasonably incurred by him/her in connection with the defense of any action, suit or proceeding, civil or criminal, to which he/she may be a party by reason of his/her past or present role in the Conservancy, except to the extent such liability, damage or injury is covered by any type of insurance. The foregoing right of indemnification shall not be exclusive of any other rights to which the person may be entitled by law, or agreement, or vote of the Members or otherwise.

### ARTICLE XIII FISCAL YEAR

The fiscal year of the Conservancy shall begin on the first day of January and end on the last day of December.

### ARTICLE XIV AMENDMENT

- <u>Section 1</u>. <u>Method</u>. These Bylaws may be amended:
- (1) By a vote of two-thirds of the Trustees of the Board of Trustees at any meeting duly called for that purpose, providing notice of the meeting and the proposed amendments has been given to the Members at least 15 days prior to the meeting, or,
- (2) At the Annual Meeting of the Members, by a two-thirds (2/3) vote of a Quorum of Members, providing the proposed amendments have been submitted to the Board of Trustees in writing at least thirty (30) days prior to such meeting. Any proposed amendments shall be included in the notice of such meeting.

Amendments shall become effective upon adoption, unless otherwise indicated.

#### ARTICLE XV PARLIMENTARY PROCEDURE

Section1. Parliamentary Procedure. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the meetings of the Burke Centre Conservancy in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

IN WITNESS WHEREOF, for the purpose of recording the revised Bylaws of the Burke Centre Conservancy as duly adopted by the Board of Trustees on July 12, 2012, we, the undersigned, have executed these Bylaws this 35th day of September, 2012.

> BURKE CENTRE CONSERVANCY Brian Engler President

ATTEST:

Luanne Smith, Secretary

Commonwealth of Virginia County of $\frac{\text{Fair fox}}{\text{County}}$	: to-wit:
The foregoing instrument was me this And day of May	
by Brian Engler, President of	

Conservancy.

NANCY LEE SHERMAN NOTARY PUBLIC

Naucy Lee Sherman Notary Public

Notary Registration Number: 347456

My commission expires: August 31, 2016

### Fairfax County Land Records Cover Sheet

Instruments

BY LAWS

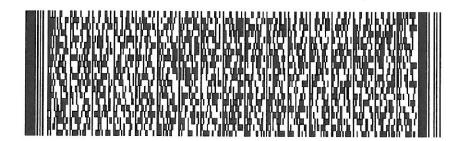
Grantor(s)

Burke Centre Conservancy I N

Grantee(s)

Burke Centre Conservancy\_I\_N

Consideration			Consideration %	100
Tax Exemption			Amount Not Taxed	
DEM Number			Tax Map Number	077-4010023- A
Original Book			Original Page	
Title Company				Title Case
Property Descr.	Burke Centre Conservancy			
Certified	No	Copies	0	Page Range



Print Cover Sheet