

BY-LAWS
OF
RAVENSWORTH FARM CIVIC ASSOCIATION INC.

ARTICLE I
PRINCIPAL OFFICES

SECTION 1.01. PRINCIPAL OFFICE: The principal office of the Corporation shall be located in the County of Fairfax, Virginia, and the Corporation may have such other offices in such other place or places, either within or without the Commonwealth of Virginia, as may from time to time be determined by the Board of Directors.

ARTICLE II
MEMBERSHIP

SECTION 2.01. MEMBERSHIP: The initial membership of the Corporation shall consist of those residents and or property owners of Ravensworth Farm who are members of the unincorporated association known as Ravensworth Farm Civic Association as of the 4th day of October 1990. Thereafter membership in the corporation shall be open to adult residents in and/or property owners of properties located in Section 1 through 11, Ravensworth and approximately sixty six invited property owners west of Flag Run, 5 Fairfax County, Virginia under the following conditions: Each residential lot (house) is entitled to purchase one membership unit and thus have one vote. Each membership unit shall constitute one member of the Corporation. Adult residents of any residential lot may purchase one membership unit. Non-resident owners of residential lot(s) may purchase one membership unit regardless of the number of residential lots owned. The church, school and pool may each purchase one membership if they so desire. Members in good standing are those who have paid all current dues and whose names are entered in the membership records. The amount of the annual dues shall be fixed by the Board of Directors and shall be for the period from October 1 through September 30 of each year.

SECTION 2.02. ANNUAL MEETING: The annual meeting of the members of the Corporation, for the election of officers and directors and the transaction of such other business within its Powers as may properly come before the meeting, shall be in May. The failure to hold an annual meeting of the members shall not in any way affect any valid acts of the Corporation and shall not affect its corporate existence.

SECTION 2.03. GENERAL MEETINGS: In addition to the Annual Meeting of the Members, there shall be general meetings of the Members in the months of October and March.

SECTION 2.04. TIME AND PLACE OF MEETING: All meetings of the members shall be held at the time and place fixed from time to time by the Board of Directors.

SECTION 2.05. SPECIAL MEETINGS: Special meetings of the members for any purpose or purposes shall be held whenever called by the President, by a majority of the Board of Directors by vote at a meeting or in writing delivered to the Secretary of the Corporation with or without a meeting, or in writing by members together constituting at least one-tenth (1/10th) of the members of the Corporation then entitled to vote at such meeting and delivered such writing to the Secretary of the Corporation. The purpose or purposes for which the meeting is called shall be stated in the notice, or waiver of notice, of each special meeting, and no business shall be transacted and no corporate action shall be taken other than that stated in the notice of the meeting.

SECTION 2.06. NOTICE OF MEETINGS: Not less than ten (10) nor more than sixty (60) days before each meeting of the members, the Secretary shall give written or printed notice of the meeting to each member of record entitled to vote at such meeting. Notice shall be given to a member when it is published and delivered in the Corporation's newsletter or personally delivered to the member, left at the member's residence or usual place of business, or mailed to the member at the member's address which appears in the membership records of the Corporation. The notice shall state the place, day and hour of the meeting of the members and, in the case of a special meeting or if the purpose of the meeting is required to be stated in the notice by statute, the purpose or purposes for which the meeting is called. Notice of a members meeting to act on an amendment of the Articles of Incorporation or on a plan of merger shall be given in the manner prescribed above not less than twenty-five (25) nor more than sixty (60) days before the date of the meeting, Any such notice shall be accompanied by a copy of the proposed amendment or plan of merger. Such further notice shall be given as is required by statute.

SECTION 2.07. QUORUM AND VOTING: Except as otherwise provided by statute or the Articles of Incorporation, fifteen (15) of the members in good standing of the Corporation entitled to vote with respect to the business to be transacted shall constitute a quorum for the transaction of business at any duly called meeting of the members. Each membership unit in good standing shall be entitled to one (1) vote.

A majority of all votes cast at a meeting at which a quorum is present shall decide any matter, including the election of an officer, which properly comes before the meeting. Attendance or voting by proxy shall not be permitted.

SECTION 2.08. ADJOURNMENTS: If less than a quorum is present at the time for which the meeting shall have been called, a majority of the members then present in person may adjourn the meeting to a fixed time and place, with no further notice of any adjourned meeting being required. Any business that might have been transacted at the meeting as originally called and noticed may be deferred and transacted at any such adjourned meeting at which a quorum shall be present.

SECTION 2.09. MEMBERSHIP RECORDS AND RECORD DATE: The membership records of the Corporation may be closed by order of the Board of Directors for a stated period not to exceed twenty (20) days, for the purpose of determining members entitled to notice of or to vote at any meeting of members or any adjournment thereof. In lieu of closing the membership records, the Board of Directors may fix in advance a date as the record date for any such determination of members, such date to be not more than twenty (20) days preceding the date on which the particular action, requiring such determination of the members, is to be taken. If the membership records are not closed and no record date is fixed for the determination of members entitled to notice or to vote at a meeting of members, then the date on which notices of the meeting are mailed shall be the record date for such determination of members. When a determination of the members entitled to vote at any meeting of members has been made as provided in this Section, such determination shall apply to any adjournment thereof. At each meeting of the members the Recording Secretary shall have available for inspection a true and complete list of all of the members entitled to vote at such meeting, showing the name of each such member, with such list certified by the Secretary.

SECTION 2.10. CONDUCT OF MEETINGS: The President shall preside over all meetings of the members. If the President is not present, a Vice-President, in their respective order, and if none are present, a Chairman of the meeting shall be elected by the meeting. The Secretary of the Corporation shall act as Secretary of all meetings if the Secretary is present. If the Secretary is not present, the Chairman shall appoint a Secretary of the meeting. The Chairman of the meeting may appoint one or more inspectors of the election, who shall decide and determine the qualifications of voters, and the results of ballots

The following shall be the usual order of business at meetings of the members:

- (A) Call to order.
- (B) Reading and approval of minutes.
- (C) Report of Treasurer.
- (D) Reading of communications.
- (E) Report by President.
- (F) Reports of Other Officers
- (G) Reports of Standing Committees.
- (H) Reports of Special Committees.
- (I) Unfinished business.
- (J) New Business
- (K) Program
- (L) Adjournment.

The order of business may be altered as needed by the President or by a majority of the members present and voting.

SECTION 2.11. VOTES PROXY AND ELECTION OF DIRECTORS: For any purpose, including a quorum, any adult resident of a residence unit, ownership unit or other entity holding a membership may, with the consensus and consent of that unit, represent and cast the vote for that unit (or individual if there be but one adult in that unit). It is the responsibility of the membership unit to reach a consensus and to present a unified vote. The Corporation shall not attempt to settle disputes within a membership unit and may reject any or all disputed votes. Unless the Articles of Incorporation provide for a greater or lesser number of votes or limits or denies voting rights, each membership unit in good standing, is entitled (i) to one vote on each matter to be decided at a meeting of the members, and (ii) in all elections of officers (directors) each membership unit shall have the right to cast one (1) vote for each office to be filled by election, and a member may cast the same in person only.

SECTION 2.12. VOTING: At all meetings of the members, unless a vote is conducted by inspectors, the votes shall be collected and counted, and all questions regarding the members entitled to vote and the number of votes, and the final acceptance or rejection of votes shall be determined by the Chairman of the meeting. If demanded by at least twenty per cent (20%) of the votes entitled to be cast, by membership units represented in person, or by order of the Chairman, the vote upon any election or questions shall be taken by ballot, and upon a like demand or order, the voting shall be conducted by two inspectors, and in which event the votes shall be collected and counted, and all questions regarding the members entitled to vote and the number of votes and the final acceptance or rejection of votes shall be determined by such inspectors. The members present at any meeting and entitled to vote may select the inspectors to act at that meeting, and if they do not do so, then the Chairman may appoint the inspectors. No nominee for election as a director shall serve as an inspector of the election of directors.

ARTICLE III

BOARD OF DIRECTORS

SECTION 3.01. GENERAL POWERS OF DIRECTORS: The powers, property, affairs and business of the Corporation shall be managed under the direction of the Board of Directors as provided by the Articles of Incorporation, and, except as otherwise expressly provided by law, the Articles of Incorporation, or these By-Laws, all of the powers of the Corporation shall be vested in and may be exercised by or under the authority of the Board of Directors.

SECTION 3.02. NUMBER OF DIRECTORS: The number of directors of the Corporation shall be the number as set forth in the Articles of Incorporation. This number may be increased to not more than twelve (12), or decreased to not less than one, at any time by a majority vote of all of the directors of the Corporation.

SECTION 3.03. ELECTION TENURE AND QUORUM: The officers of the corporation shall constitute the Board of Directors of the Corporation, and each officer shall by virtue of election as an officer also be a director of the Corporation. At the annual meeting nominations for all offices may be made from the floor by any member, provided that the nominee must have previously agreed to accept such nomination. The officers and thereby the Board of Directors shall be chosen at each annual meeting of the members, or at any special meeting held in lieu thereof. Officers must be members. Directors shall hold their offices until the next annual meeting of the members, unless sooner removed as hereinafter provided, and until their successors are elected and qualified. A majority of the directors actually elected and serving at the time of a given meeting shall constitute a quorum. Less than a quorum may adjourn the meeting to a fixed time and place, and no further notice of any adjourned meeting shall be required.

SECTION 3.04. REMOVAL OF DIRECTORS AND VACANCIES: The members at any meeting called expressly for the purpose, or the notice of such meeting having expressly stated the purpose, by a vote of a majority of the members in good standing and present at the meeting may remove any officer (director) , with or without cause, and fill the vacancy. Removal as an officer shall constitute removal as a director. Any vacancy arising among the Officers/Directors, including a vacancy resulting from an increase by not more than two (2) in the number of directors, may be filled by the remaining directors though less than a quorum of the Board of Directors, unless sooner filled by the members in meeting. Any increase shall be accomplished by election of a person as an officer and such person thereby becomes a director.

SECTION 3.05. MEETINGS AND NOTICES: Meetings of the Board of Directors shall be held at times fixed by resolution of the Board, or upon call of the President, or the Secretary, or upon the call of a majority of the members of the Board of Directors. The time and location of such meetings will be published in the newsletter of the Corporation, time permitting, and the meetings will be open to the members. Notice of any meeting not held at a time and place fixed by a resolution of the Board of Directors shall be given to each director by mailing it to him at least three (3) days before the meeting at each directors home address, or by delivering such notice to the director or by telephoning or telegraphing or faxing it to him at least one (1) day before the meeting. Any such notice shall contain the time and place of the meeting. The notice of meetings need not state the purpose of the meeting. Meetings may be held without notice if all of the directors are present or those who are not present waive notice either before or after the meeting.

SECTION 3.06. ANNUAL MEETING: The annual meeting of the Board of Directors shall be held prior to the General Membership meeting.

SECTION 3.07. SPECIAL MEETINGS: Special meetings of the Board of Directors may be called at any time by the President or by a majority of the Board of Directors by vote at a meeting, or in writing with or without a meeting. The call of the meeting shall designate the time and place of the meeting.

SECTION 3.08. VOTING AND POWERS: A majority vote of the directors present at any meeting at which there is a quorum shall decide any question that may come before the meeting, unless greater than a majority is required by statute, the Articles of Incorporation or the By-Laws of the Corporation.

SECTION 3.09. ACTIONS BY DIRECTORS WITHOUT A MEETING: Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a unanimous written consent which sets forth the action taken is signed by each member of the Board of Directors and filed with the minutes of the Proceedings of the Board of Directors.

SECTION 3.10. MEETINGS AND ACTION BY DIRECTORS BY CONFERENCE TELEPHONE: The Board of Directors may participate in a meeting by means of a conference telephone call or by similar communications equipment whereby all persons participating in the meeting can hear and be heard by each other, and a written record of the actions taken at any such meeting shall be made.

SECTION 3.11. PRESUMPTION OF ASSENT: A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such directors dissent shall be entered in the minutes of the meeting or unless such director shall file a written dissent to such action with the person acting as Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail, return receipt requested, to the Secretary of the Corporation within three (3) days after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

SECTION 3.12. ABSENCE: The failure of a director to attend any meetings of the Board of Directors for any four (4) consecutive month period during the months of September through May shall automatically remove such director from office, unless the Board of Directors shall by duly adopted resolution grant such director a leave of absence for reasons satisfactory to the Board of Directors.

ARTICLE IV

COMMITTEES

SECTION 4.01. EXECUTIVE COMMITTEE: The Board of Directors may designate, by resolution adopted by a majority of all the directors, two or more directors, including the President, to constitute an Executive Committee. The Executive Committee, when the Board of Directors is not in session, may, to the extent permitted by law, exercise all of the powers of the Board of Directors except (i) take any action prohibited by express resolution of the Board of Directors or members, (ii) approve a plan of merger or consolidation, or (iii) approve an amendment of the By-Laws or Articles of Incorporation.

The Executive Committee may authorize the seal of the Corporation to be affixed as required. The Executive Committee shall report at the next regular or special meeting of the

Board of Directors all actions which the Executive Committee may have taken on behalf of the Board since the last regular or special meeting of the Board of Directors.

SECTION 4.02. OTHER COMMITTEES: The Board of Directors may by resolution adopted by a majority of all of the directors designate and appoint, from time to time, such standing or special committees as are desired, consisting of directors and non-directors, and shall prescribe their purpose, function, terms and authority in the resolution establishing such committees, which may include any and/or all of the powers above authorized for the Executive Committee. The Board of Directors shall have the following standing committees:

- (A) Legislative and County Affairs Committee.
- (B) Public Service Committee.
- (C) Schools and Education Committee
- (D) Parks and Recreation Committee.
- (E) Membership and Communications Committee, and
- (F) Architectural Committee.

SECTION 4.03. PROCEDURES AND MEETINGS: Each committee may fix rules of procedure for its business. Regular and special meetings of any committee established pursuant to this Article may be called and held subject to the same requirements with respect to time, place and notice as are specified in these By-Laws for regular and special meetings of the Board of Directors. The members of a committee may conduct any meeting thereof by conference telephone in accordance with the provisions of Section 3.10 hereof. Any action required or permitted to be taken at a meeting of a committee may be taken without a meeting, if a unanimous written consent which set forth the action is signed by each member of the committee and filed with the minutes of the committee. The members of a committee present at any meeting, whether or not they constitute a quorum, may appoint a director to act in the place of an absent committee member.

SECTION 4.04. QUORUM AND MANNER OF ACTING: A majority of the members of any committee present at the time of any meeting thereof shall constitute a quorum for the transaction of business at such meeting. The action of a majority of those members present at a committee meeting at which a quorum is present shall constitute the act of the committee.

SECTION 4.05. TERM OF OFFICE: Members of any committee shall be elected as above provided and shall hold office until their successors are elected by the Board of Directors or until such committee is dissolved by the Board of Directors.

SECTION 4.06. RESIGNATION AND REMOVAL: Any member of a committee may resign at any time by giving written notice of such members intention to do so to the President or the Secretary of the Corporation, or may be removed, with or without cause, at any time by such vote of the Board of Directors as would be sufficient for such members election.

SECTION 4.07. VACANCIES: Any vacancy occurring in the membership of any committee resulting from any cause whatever may be filled by the Board of Directors.

SECTION 4.08. EMERGENCY: In the event of a state of disaster of sufficient severity to prevent the conduct and management of the affairs and business of the Corporation by its directors and officers as contemplated by the Articles of Incorporation and the By-Laws, any two or more available members of the then incumbent Executive Committee shall constitute a quorum of that Committee for the full conduct and management of the affairs and business of the Corporation in accordance with the provisions of Section 4.01 hereof. In the event of the unavailability, at such time, of a minimum of two members of the Executive Committee, the available directors shall elect an Executive Committee consisting of any two members of the Board of Directors, which two members shall constitute the Executive Committee with the full conduct and management of the affairs and business of the Corporation in accordance with the foregoing provisions of this Section.

ARTICLE V

OFFICERS

SECTION 5.01. ELECTION REMOVAL AND DUTIES: The members at the annual meeting of the members each year, shall elect a President, First Vice President, Second Vice President, Recording Secretary, Corresponding Secretary, and a Treasurer, who shall be the executive officers of the Corporation and the directors of the Corporation. The President shall serve as the chief executive officer, having general supervision of the business and affairs of the Corporation, or as chief operating officer having supervision of the operations of the Corporation. The Board of Directors may appoint such other officers as the Board of Directors shall deem proper. Any officer may hold only one (1) elected office and may hold any number of appointed officer positions. The term of office for all officers shall be until the next annual meeting of the members and until their respective successors are elected. Any officer may be removed summarily with or without cause, and without notice, at any time by a two-thirds (2/3rd) affirmative vote of the Board of Directors. Vacancies among the officers shall be filled by the Board of Directors. The officers of the Corporation shall have such duties as generally pertain to their respective offices as well as such powers and duties as are prescribed by law or as, from time to time, may be delegated to them by the Board of Directors. Any duty to be performed by any officer of the Corporation may be performed by the authorized assistant officer of such officer. The officers, directors and agents shall receive no compensation for their service as such. The Board of Directors may require any officer to give bond for the faithful performance of the officer's duties as the Board of Directors shall deem proper, and the expense thereof shall be an expense of the Corporation.

SECTION 5.02. PRESIDENT: The President, except as otherwise herein provided, shall preside at all meetings of the members and of the Board of Directors at which he or she is present. He or she shall have general management and control of the business and affairs of the Corporation under the management and direction of the Board of Directors as the chief executive officer unless otherwise prescribed by the Board. He or she may sign and execute, in the name of and on behalf of the Corporation, all authorized deeds, mortgages, bonds, notes, contracts, and other instruments, unless the signing and execution thereof has been specifically delegated by the Board of Directors to another officer or agent. He or she shall

perform all duties usually performed by the president of a corporation and such other duties as are from time to time prescribed by the Board of Directors. The President shall serve as a delegate to the Fairfax County Federation of Civic Associations.

SECTION 5.03. FIRST VICE PRESIDENT: The First Vice-President shall, in the absence or disability of the President, exercise the powers and perform the duties of the President. He or she shall also generally assist the President or chief executive officer and exercise such other powers and perform such other duties as shall be prescribed by the directors or the President. He or she shall be responsible for planning and arranging for programs for the members' meetings and conducts the judging of holiday decorations. The First Vice President shall serve as a delegate to the Fairfax County Federation of Civic Associations and representative to Braddock District Council.

SECTION 5.04. SECOND VICE-PRESIDENT: The Second Vice President shall, in the absence or disability of the President and the First Vice President, exercise the powers and perform the duties of the President. He or she shall also generally assist the President and the First Vice President and exercise such other powers and perform such other duties as shall be prescribed by the directors, or the President. He or she shall be responsible for the delivery of the newsletter of the Corporation to all residences. The Second Vice President shall serve as a delegate to the Fairfax County Federation of Civic Associations.

SECTION 5.05. TREASURER: The Treasurer, shall have the custody of all funds, securities, evidences of indebtedness and other personal property of the Corporation and shall deposit the same in the name of the Corporation in such bank or trust company or savings bank or association as shall be designated by the Board of Directors of the Corporation. He or she shall receive and give receipts for funds paid-in on account of the Corporation and shall pay all bills of the Corporation of whatever nature upon maturity of the same; he or she shall enter regularly, in books of the Corporation to be kept by him or her for that purpose, full and accurate accounts of all funds received and paid out by him or her on account of the Corporation, and he or she shall perform all other duties incident to the office of Treasurer or as shall, from time to time, be prescribed by the Board of Directors, or the President. He or she shall render each month during September through May an account of the financial condition of the Corporation to the President and to the Board of Directors. The Treasurer shall prepare the annual budget.

SECTION 5.06. RECORDING SECRETARY: Recording Secretary shall keep the minutes of all proceedings of the members and of the Board of Directors, in books provided for that purpose; he or she shall affix and attest the seal of the Corporation to deeds, contracts and other instruments in writing requiring a seal, when duly signed; he or she shall have charge of the membership records and such other books and papers as the Board of Directors may direct, and he or she shall perform all other duties incident to the office of Recording Secretary and such other duties as, from time to time, are prescribed by the Board of Directors or the President.

SECTION 5.07. CORRESPONDING SECRETARY: The Corresponding Secretary shall conduct all correspondence of the members and of the Board of Directors, and retain and

preserve copies and originals of all deeds, contracts, leases, association instruments and all correspondence, notices and communications in record books provided for that purpose; he or she shall attend to the giving and serving of all notices to the members and directors, or other notices required by law or these By-Laws; and he or she shall perform all other duties incident to the office of Corresponding Secretary and such other duties as, from time to time, are prescribed by the Board of Directors or the President.

SECTION 5.08 ASSISTANT AND SUBORDINATE OFFICERS: The assistant and subordinate officers of the Corporation are all officers below the office of President, First Vice President, Second Vice President, Recording Secretary, Corresponding Security or Treasurer, and are appointed by the Board of Directors. Assistant or subordinate officers shall have duties as, from time to time, are prescribed to them by the Board of Directors or the President.

ARTICLE VI

STANDING COMMITTEES

SECTION 6.01. Legislative and County Affairs Committee: Reports to the Association and Board on legislation, planning, and zoning changes from the State and County that would affect the Association. Maintains liaison with county agencies, and state legislative representatives. Monitors federal legislation through the Congressional Member of Congress. Identify areas of interest and concern to the Association.

SECTION 6.02. Public Service (Streets and Sidewalks): Reports to the Association and the Board on efforts to provide for a safe and pleasant community environment. This includes road repairs, sidewalk and road safety, safety programs. Works with the Board and Legislative Committee in preparing and identifying a list of county and state agencies that must be contacted in the event an "unsafe" condition must be corrected. Identify areas of concern to the Association.

SECTION 6.03. Schools and Education: Keeps the Association and the PTA informed of matters of mutual concern. Services as the point of contact with the educational community.

SECTION 6.04. Parks and Recreation: Reports to the Association and the Board on State and County Park matters and issues involving recreation officials in the county. Identify areas of interest and concern to the Association. Representative to the Braddock District Park Authority Committee. Serves as the point of contact for the Lake Accotink Park management.

SECTION 6.05. Membership and Communications: Organizes and directs the distribution of the Directory through the use of block captains within the community. Conducts annual membership drive and collection of Associations dues from residents. Working with the block captains verifies the names, addresses, and phone numbers for inclusion in the Directory. Forwards member information to the Directory Coordinator.

SECTION 6.06. Architectural: Reports to the Association and the Board concerning violations of the Ravensworth covenants and community issues related to the County Zoning Code. Informs the residents of the covenant requirements. Works with the Legislative Committee on changes to the County Zoning Code, which may affect Ravensworth Farm. Identify areas of interest and concern to the community.

ARTICLE VII

SEAL

SECTION 7.01. SEAL: The seal of the Corporation shall be a flat-faced circular die, of which there may be any number of counterparts, with the word "SEAL" and the name of the Corporation engraved thereon. If the corporation is required to place its corporate seal to a document, it is sufficient to meet the requirement of any statute, rule or regulation relating to a corporate seal to place the word "SEAL" adjacent to the signature of the person authorized to sign the document on behalf of the Corporation.

ARTICLE VIII

FINANCE

SECTION 8.01.CHECKS NOTES DRAFTS ETC: Checks, drafts and other orders for payment of money, notes and other evidences of indebtedness issued in the name of the Corporation, shall be signed by such persons as the Board of Directors from time to time may designate and authorize. Unless otherwise provided by resolution of the Board of Directors, they shall be signed by the President, First Vice-President or Second Vice-President and countersigned by the Treasurer or Assistant Treasurer or the Secretary or Assistant Secretary.

SECTION 8.02. FISCAL YEAR: The fiscal year of the Corporation shall be the twelve (12) month calendar month period ending on September 30 of each year, unless otherwise fixed by the Board of Directors, and shall consist of such accounting periods as may be fixed by the Board of Directors.

SECTION 8.03. ANNUAL STATEMENT OF AFFAIRS: The President or chief executive officer shall cause to be prepared annually a full and correct statement of the affairs of the Corporation, to include a balance sheet and a financial statement of operations for the preceding fiscal year. The statement shall be submitted to the annual meeting of the members and immediately after the meeting placed on file in the principal executive office of the Corporation.

SECTION 8.04. DIRECTION OF RESIDUAL FUNDS: At any time, the Corporation may become inactive so that there is minimum cash flow but short of dissolution as described in Article IX of the Articles of Incorporation, then any residual funds will be retained and used for maintenance of entrances to the subdivision and other areas of general interest to the community as now represented by the Corporation. This Section may be changed only by the membership of the Corporation.

SECTION 8.05. BUDGET: The annual budget of the Corporation shall be presented at the first regular meeting of the members in the Fall for approval of the membership.

ARTICLE IX

INDEMNIFICATION OF DIRECTORS, ETC.

SECTION 9.01. INDEMNIFICATION OF DIRECTORS, ETC.: Each director and officer of the Corporation, whether serving the Corporation or at its request serving any other entity, shall be indemnified by the Corporation to the full extent required or permitted by the statutes of the Commonwealth of Virginia, as amended now or hereafter in force, including the advancement of expenses under the procedures and to the full extent required or permitted by law, and other agents of the Corporation shall be indemnified by the Corporation to such extent as shall be authorized by the Board of Directors or the By-Laws and permitted by law. The right of indemnification hereby provided shall not be exclusive of any other rights to which any director or officer may be entitled. The Board of Directors may, from time to time, take such actions as it deems necessary or desirable to implement these indemnification provisions and is expressly empowered to adopt, approve and amend from time to time such by-laws; resolutions or contracts implementing such provisions or such further indemnification arrangements as may be permitted by law. No amendment of the articles of incorporation or charter of the Corporation shall repeal, limit, or eliminate the right of indemnification provided herein with respect to acts of omissions occurring prior to such amendment or repeal.

SECTION 9.02. LIMITATION OF LIABILITY OF OFFICERS AND DIRECTORS:

In any proceeding brought by or in the right of the Corporation or brought by on behalf of members of the Corporation, the damages assessed against officer or director arising out of a single transaction, occurrence or course of conduct shall not exceed the sum of One Thousand Dollars (\$1,000.00) except as otherwise provided in Section 13.1-870.1 of the Code Of Virginia, 1950, as amended.

ARTICLE X

AMENDMENT

SECTION 10.01. AMENDMENT: These By-Laws may be amended, repealed or altered, in whole or in part, and new By-Laws made, by the affirmative vote of two thirds (2/3) of the members present and voting at any regular or special meeting of the members, provided that the By-Laws before being repealed, amended or changed, or new By-Laws made, must be proposed at a regular meeting of members and acted upon at the next regular meeting of the members.

Adopted at the organizational meeting of the Board of Directors of Ravensworth Farm Civic Association, Inc. held on 21st day of May 2020.

/s/ Virginia A Rogers
Recording Secretary