

**AMENDED AND RESTATED
BY-LAWS
OF
PROSPERITY HEIGHTS HOMEOWNERS ASSOCIATION, INC.,**

**ARTICLE I
NAME AND LOCATION**

The name of the corporation is Prosperity Heights Homeowners Association, Inc., a non-stock corporation organized under and pursuant to the laws of the Commonwealth of Virginia and is hereinafter referred to as the "Association." The principal office of the Association shall be located at the home of the President of the Association, but meetings of Members, Directors and Committees may be held at such places within the Commonwealth of Virginia, County of Fairfax, as may be designated by the Board of Directors.

**ARTICLE II
DEFINITIONS**

When used in these Bylaws, the following words shall (unless the context clearly indicates otherwise) have the following meanings:

Section 1. "Articles of Incorporation" shall mean and refer to the Articles of Incorporation of Prosperity Heights Homeowners Association, Inc. said Articles of Incorporation being incorporated herein as if fully set forth in these Bylaws.

Section 2. "Association" shall mean and refer to Prosperity Heights Homeowners Association, Inc. its successors and assigns.

Section 3. "Board of Directors" or "Board" shall mean and refer to the Board of Directors of Prosperity Heights Homeowners Association, Inc.

Section 4. "Bylaws" shall mean and refer to these Bylaws adopted by the Board of Directors and approved by the Members of Prosperity Heights Homeowners Association, Inc. and any amendments thereto.

Section 5. "Common Area" shall mean all real property with appurtenances thereto owned, leased, operated, or maintained by the Association for the common use and enjoyment of all the Members of the Association.

Section 6. "Declarant" shall mean and refer to Richlynn Development, Inc.

Section 7. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions, and Restrictions for Prosperity Heights, as amended, which is recorded in the

land records of Fairfax County, Virginia, said Declaration being incorporated herein as if fully set forth in these Bylaws.

Section 8. "Development Plan" shall mean the general plan of the community including the Property and the potential additions thereto as described on the plat attached to the Deed of Dedication, Subdivision, Conveyance, Easements and Release to which the original Declaration was attached, as approved and amended from time to time.

Section 9. "Director" shall mean and refer to a member of the Board of Directors.

Section 10. "Dwelling" shall mean and refer to any building or portion of a building situated upon the Property and designed and intended for use and occupancy as a residence.

Section 11. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision plat of the Property, designated for separate ownership, but with the exception of the Common Area and areas dedicated as public streets.

Section 12. "Member" shall mean and refer to every person or entity who holds membership in the Association.

Section 13. "Mortgagee" as used herein, shall mean the holder of any recorded first Mortgage, or the parties secured by or beneficiaries of any recorded deed of trust, encumbering one or more of the Lots. "Mortgage" as used herein, shall mean a Mortgage with priority over other mortgages. As used herein, the term "Mortgagee" shall mean any Mortgagee and shall not be limited to Institutional Mortgagees. As used herein, the term "Institutional Mortgagees" or "Institutional Holder" shall include Mortgagees which are banks, trust companies, insurance companies, mortgage insurance companies, savings and loan associations, trusts, mutual savings banks, credit unions, pension funds, mortgage companies, Federal National Mortgage Association ("FNMA"), Federal Home Loan Mortgage Corporation ("FHLMC"), all corporations and any agency or department of the United States Government or of any state or municipal government. The terms "holder" and "Mortgagee" shall include the parties secured by any deed of trust or any beneficiaries thereof.

Section 14. "Owner" shall mean and refer to the record owner, as identified in the land records of Fairfax County, Virginia, whether one or more persons or entities of fee simple title to any Lot which is a part of the Property including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 15. "Parcel" shall mean a portion of the Property or additions thereto within which it is contemplated that one or more Lots and Common Area, if any, are to be created by one or more recorded subdivision plats.

Section 16. "Property" shall mean and refer to that certain real property as defined in Exhibit A to the original Declaration, and such additions thereto as may hereafter be

brought within the jurisdiction of the Association, in accordance with the terms of the Declaration.

ARTICLE III **MEETING OF MEMBERS**

Section 1. Annual Meetings. A regular annual meeting of the Members shall be held at a place and on a date and at a time set by the Board of Directors within ten (10) to fourteen (14) months following the previous annual meeting.

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 the Members who are entitled to vote holding one-fourth (1/4) of all of the votes of the Members.

Section 3. Notice of Meetings. Unless otherwise provided in the Declaration, Articles of Incorporation or elsewhere in these Bylaws, written notice of each regular or special 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 such notice to each Member. Each such notice shall be delivered or mailed, postage prepaid, not less than fifteen (15) nor more than sixty (60) days before such meeting, addressed to the Member at the address of the Lot or the address last supplied in writing by such Member to the Association for the purpose of notice. Other forms of notice with receipt of delivery as may develop and become customary practice (such as e-mail, etc.) shall also be acceptable subject to the same time constraints. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Waiver of Notice. Waiver of notice of a meeting of the Members shall be deemed the equivalent of proper notice. Any Member may, in writing, waive notice of any meeting of the Members, whether before or after such meeting. Attendance at a meeting by a Member shall be deemed waiver by such Member of notice of the time, date, and place thereof, unless such Member specifically objects to lack of proper notice at the time the meeting is called to order. Attendance at a special meeting shall also be deemed waiver of notice of all business transacted thereat unless objection to the calling or convening of the meeting, of which proper notice was not given, is raised before the business is put to a vote.

Section 5. Quorum. The presence at the meeting of Members entitled, in person or by proxies, entitled to cast, one-tenth (1/10) of the votes of the Members 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 entitled to vote there at 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 6. Proxies. At all meetings of Members, 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 upon conveyance by the Member of his Lot. Each proxy must be dated and witnessed with the witness signing his name and writing his address on the proxy form. The form and substance of the proxy form shall be designated by the Board of Directors.

Section 7. Adjournment of Meetings. If any meeting of the Association cannot be held because a quorum is not present, a majority of the Members who are present at such meeting may adjourn the meeting to another time. At the reconvened meeting, if a quorum is present, any business which might have been transacted at the meeting originally called may be transacted. If a time and place for reconvening the meeting is not fixed by those in attendance at the original meeting or if for any reason a new date is fixed for reconvening the meeting after adjournment, notice of the time and place for reconvening the meeting shall be given to Members in the manner prescribed for regular meetings.

The Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

Section 8. Voting. Unless a greater percentage is otherwise set forth in the Declaration, Articles of Incorporation, or elsewhere in these Bylaws, a majority of the votes cast by the Members present in person or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon. No cumulative voting shall be permitted at any meeting, or in any vote, of the Members. A Member is ineligible to vote if assessments remain unpaid for a period of thirty (30) days or more at the time of such vote or if the Owner has been found to be in violation of the provisions of the Declaration, Bylaws or rules and regulations of the Association, after notice and a hearing, and such violation remains uncured at the time of such vote.

Section 9. Conduct of Meetings. The President shall preside over all meetings of the Association, and the Secretary shall keep the minutes of the meeting and a record of all resolutions adopted at the meeting and all other transactions occurring at the meeting.

ARTICLE IV

BOARD OF DIRECTORS: SELECTION AND TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of Directors of seven (7) to nine (9) persons. Directors shall be Members of the Association and only one (1) Owner per lot.

Section 2. Term of Office. At the first annual meeting following adoption of these Bylaws, three Directors were elected for a term of 2 years and four Directors were elected for a term of one year. Thereafter, all Directors shall be elected for two year terms.

Section 3. Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association at any regular or special meeting and his successor shall then be elected to fill the remaining term of such Director. Any Director whose removal has been proposed by the Members shall be given at least fifteen (15) days notice of the time, place and purpose of the meeting and shall be given an opportunity to be heard at the meeting. The Quorum requirement shall be 2/3 of the Members eligible to Vote as set forth herein.

Section 4. Compensation. Directors may not receive compensation for any service rendered to the Association in his capacity as a Director except for his actual reasonable expenses incurred in the performance of his duties as a Director, as determined in advance by the Board of Directors.

Section 5. Resignation of Directors. A Director may resign at any time and shall have been deemed to have resigned if not in attendance at three (3) consecutive regular meetings of the Board, unless the minutes reflect consent of the Board of Directors to such absence.

Section 6. Vacancies . Vacancies in the Board of Directors caused by any reason other than the removal of a Director by a vote of the Members shall be filled by a vote of a majority of the remaining Directors at a special meeting of the Board held for such purpose after the occurrence of any such vacancy, even though the Directors present at such meeting may constitute less than a quorum. Each person so elected shall be a Director until a successor shall be elected at the next annual meeting of the Association.

Section 7. Nomination and Qualification of Directors. Candidates for vacant positions on the Board of Directors may be nominated from the floor by a making of a call for candidates at the annual meeting.

Notwithstanding the foregoing terms of this Section, no Member may be nominated or appointed to be a member of the Board of Directors or continue to serve as a member of the Board of Directors if such Member is delinquent in the payment of any assessment or charge for a period of thirty (30) days, and no Member may be nominated or appointed to be a member of the Board of Directors or serve as a member of the Board if such Member has been determined by the Board of Directors to be in violation of any provision of the Declaration, these Bylaws or any rules and regulations of the Association, after notice and a hearing, and such violation remains uncured.

Section 8. Election . Election to the Board of Directors shall be by written ballot. At each such election, the Members or their proxies may cast, with respect to each vacancy, as many votes as they are entitled to cast under the provisions of the Articles of Incorporation. Persons receiving the largest number of votes shall be elected. As set forth in these Bylaws, cumulative voting is not permitted. The nominees receiving the most votes shall be elected to the longest term. Should there be only enough nominees to fill the required vacancies, and an acclamation vote is held, then those elected shall amongst themselves determine the length of term of each Director.

ARTICLE V
MEETINGS OF DIRECTORS

Section 1. Notices of Regular and Special Meetings of the Board of Directors. Regular and special meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Directors, but at least four (4) such meetings shall be held during each fiscal year with at least one (1) per quarter. Special meetings of the Board of Directors shall be held when called by written notice signed by the President of the Association or by any three (3) Directors.

Notice of the time and place and purpose of the meeting shall be communicated to Directors not less than seven (7) days prior to a regular meeting. Special meetings may be called on lesser notice as circumstances require.

Section 2. Special Meetings. The notice shall specify the time and place of the meeting and the nature of any special business to be considered. The notice shall be given to each Director by one of the following methods: (a) by personal delivery; (b) written notice by first class mail, postage prepaid; (c) by telephone or other electronic communication, either directly to the Director or to a person at the Director's office or home who would reasonably be expected to communicate such notice promptly to the Director. All such notices shall be given at the Director's telefax or telephone number or sent to the Director's address as shown on the records of the Association.

Section 3. Quorum. The presence of 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. A Director shall be deemed to be present if participating in the meeting by telecommunication by which all Directors may communicate with each other. A quorum shall be deemed present throughout the meeting if quorum is achieved at the commencement of the meeting.

Section 4. Waiver of Notice. Any Director may at any time, in writing, waive notice of any meeting of the Board of Directors, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director, in person or telecommunication, at any meeting of the Board of Directors shall constitute a waiver of notice by him of the time, place and purpose of such meeting. If all Directors are present at any meeting of the Board of Directors, no notice shall be required and any business may be transacted at such meeting.

Section 5. Common or Interested Directors. Directors cannot contract with, or have an interest in a contract with or contemplated by, the Association.

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

Section 7. Record of Meeting. All actions taken by the Board of Directors in accordance with this Article shall be recorded as minutes of such action and appropriately filed amongst the books and records of the Association.

Section 8. Conduct of Meetings. The President shall preside over all meetings of the Board of Directors, and the Secretary shall keep a record of meetings of the Board of Directors.

ARTICLE VI **POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

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

(a) adopt, publish and enforce rules and regulations (hereinafter, "Rules and Regulations") governing the use of the Lots, Common Area and facilities, and the personal conduct of the Members and their guests thereon, the levying and collection of assessments, and to establish penalties for the infraction thereof and such other things as are not prohibited by statute, the Declaration, these Bylaws or the Articles of Incorporation;

(b) suspend the voting rights of a Member and the right of such Member, his tenant, guest or family member to use the recreational facilities, if any, during any period in which such Member shall be in default in the payment of any assessment levied by the Association for a period in excess of thirty (30) days. Such rights may also be suspended after notice and hearing, for infraction of published Rules and Regulations, these Bylaws or the Declaration;

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

(d) declare the office of a member of the Board of Directors to be vacant in the event such Director shall be absent without Board consent from three (3) consecutive regular meetings of the Board of Directors;

(e) employ an independent contractor or such other employees or agents as it deems necessary and prescribe their duties;

(f) determine allocation of financial responsibility for payment of insurance deductibles under Association policies;

(g) perform all such other things and actions necessary for the efficient operation of the Association and to preserve the aesthetic harmony of the Property and not expressly reserved by the Articles of Incorporation, Declaration or these Bylaws to be exercised exclusively by the Members.

Section 2. Duties. The Board of Directors shall have the following duties:

(a) to cause to be kept a complete record of all of its acts and corporate affairs and to present a statement of its acts and the affairs of the Association to the Members at the annual meeting of the Association, or at any special meeting of the Association when such statement is requested in writing at least ten (10) days in advance by at least twenty-five percent (25%) of the Members who are entitled to vote thereat;

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

(c) as more fully provided in the Declaration

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

(2) to send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

(3) to foreclose lien(s) against any property for which assessments are not paid within thirty (30) days after due and/or to bring an action at law against the owner personally obligated to pay the same;

(d) to 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 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) to procure and maintain adequate liability insurance and to procure adequate hazard insurance on the Common Area, specifically including any risk associated with any storm water management system. The fees and insurance deductibles thereof are to be allocated as common expenses; except where such expense is necessitated by the act, failure to act, neglect or carelessness of a Member or his tenant, guest or family member in which event the Board of Directors shall collect from the Member such sums;

(f) to cause all officers or employees having fiscal responsibilities to be bonded, and to secure liability insurance covering the acts or omissions of Directors, officers, committee members, agents and employees, as the Board shall deem appropriate. Such bonding fees and liability insurance coverage premiums are to be shared among the Members as common expense;

(g) to cause the Common Area to be maintained in accordance with standards adopted by the Board;

(h) to issue, or cause an appropriate officer or agent to issue, upon request by any Member or Member's agent, a disclosure packet setting forth the information required in the Virginia Property Owners' Association Act, as amended. A properly prepared and executed packet shall be binding on a Lot as to the status of assessments and violations as of the date of issuance. A reasonable charge not to exceed that prescribed by law may be levied by the Association and collected prior to issuance of such packet; and

(i) to perform all other duties required by the Declaration, the Articles of Incorporation or these Bylaws to be performed by the Board of Directors.

ARTICLE VII **OFFICERS AND THEIR DUTIES**

Section 1. Enumeration of Offices. The offices of this Association shall be a President and Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors 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 two (2) years unless he 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 by 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 the Board of Directors at a regular or special meeting held following receipt of a resignation or the occurrence of such vacancy. 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 other written instruments and shall co-sign checks and promissory notes, as appropriate. Additionally, the President shall perform such other duties as are prescribed by the Board of Directors.

(b) Vice President. The Vice President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

(c) Secretary. The Secretary shall (1) cause the recordation of votes and keep the minutes of all meetings and proceedings of the Board and of the Members; (2) keep the corporate seal of the Association and affix it on all papers requiring said seal (it shall not be a requirement of these Bylaws that the corporate seal be used unless required by statute); (3) cause notice to be served of meetings of the Board and of the Members; (4) cause to be kept appropriate current records showing the Members of the Association together with their addresses, and shall perform such other duties as required by the Board.

(d) Treasurer. The Treasurer shall, along with any Managing Agent, (1) cause the receipt and deposit in appropriate bank accounts of all monies of the Association; (2) cause disbursement of such funds as directed by the Board of Directors; (3) cause all checks and promissory notes of the Association to be signed or co-signed; (4) cause to be kept proper books of account; (5) cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and (6) cause to be prepared an annual budget and statement of income and expenditure and make available a copy of each to the Members and for inclusion in the disclosure packet, and act in the place and stead of the Secretary in the event of his absence, inability or refusal to act.

ARTICLE VIII **COMMITTEES**

Section 1. Covenants Committee. The Board of Directors shall appoint the Covenants Committee, as provided in the Declaration, which shall have the duties, functions and powers set forth in the Declaration.

Section 2. Architectural Review Committee. The Board of Directors shall appoint the ARC, as provided in the Declaration, which shall have the duties, functions and powers set forth in the Declaration, and as the Board, in its discretion, determines.

Section 3. Recreation Committee. The Board of Directors may appoint a Recreation Committee which shall advise the Board of Directors on all matters pertaining to the recreation programs and activities of the Association and shall perform such other functions as the Board, in its discretion, determines.

Section 4. Maintenance Committee. The Board of Directors may appoint a Maintenance Committee which shall advise the Board of Directors on all matters pertaining to the maintenance, repair, or improvement of the Property, and shall perform such other functions as the Board, in its discretion, determines.

Section 5. Publicity Committee. The Board of Directors may appoint a Publicity Committee which shall inform the Members of all activities and functions of the Association and shall, after consulting with the Board of Directors, make such public releases and announcements as are in the best interests of the Association.

Section 6. Budget Committee. The Board of Directors may appoint a Budget Committee which shall supervise the annual financial review of the Association's books and propose and review the annual budget and statement of income and expenditures to be presented to the membership at its regular annual meeting. The Treasurer shall be an ex officio member of the Committee.

Section 7. Other Committees. The Board of Directors shall have the power and authority to appoint such other committees as it, in its discretion, deems necessary or desirable. Each such committee so appointed shall be constituted at a properly convened meeting of the Board of Directors and shall have a charter detailing the powers, duties and responsibilities of such committee and shall serve at the pleasure of the Board.

Section 8. Committees' Responsibilities. It shall be the duty of each committee to receive complaints from Members on any matter involving Association functions, duties, and activities within its field of responsibility. It shall dispose of such complaints as it deems appropriate or refer them to such other committee, Director, or officer of the Association as is further concerned with the matter presented.

ARTICLE IX **INDEMNIFICATION**

Each officer, Board Member and committee member, in consideration of his services as such, shall be indemnified by the Association to the extent permitted by law against expenses and liabilities reasonably incurred by him in connection with the defense of any action, suit, proceeding, civil or criminal, to which he may be a party by reason of his past or present role as an officer, Board member, or committee member of the Association, unless such action, suit or proceeding arises from acts or omissions committed in bad faith or was the result of active, deliberate dishonesty.

ARTICLE X **BOOKS AND RECORDS**

The Declaration, Articles of Incorporation, Bylaws, and books, records and papers of the Association shall be subject to inspection by any Member in good standing, following reasonable written notice, at the principal office of the Association or such other location

within reasonable access to the Members in accordance with the Virginia Property Owners' Association Act, as amended. Copies of the Declaration, Articles of Incorporation, Bylaws, and books, records, and papers may be purchased from the Association at a reasonable cost to be fixed by the Board of Directors. Each year, the Board shall cause an audit to be performed of the Association's financial records; the cost of such audit shall be deemed to be a common expense of the Association.

ARTICLE XI **ASSESSMENTS**

Section 1. Assessments; Attorney's Fees. As more fully set forth in the Declaration, each Member is obligated to pay to the Association annual and special assessments in amounts to be fixed according to the provisions of the Declaration, which assessments are secured by a continuing lien on the Lot against which such assessments are made. Any assessment not paid on or prior to the due date shall be delinquent, and any assessment not paid within ten (10) days following the due date shall be assessed a late charge as may be fixed from time to time by a resolution of the Board of Directors. In addition, the Board, in its discretion, may avail itself of any or all of the other remedies provided for in the Declaration, or these Bylaws; or as provided in the 1950 Code of Virginia, as amended, including but not limited to bringing an action against the Owner personally obligated to pay such assessments, acceleration of the remaining installments due, or an action to foreclose the lien against the delinquent Lot, interest not to exceed fifteen percent (15%) per annum, costs, and all attorney's fees of the Association incurred in any such action (or, if any such action is not actually brought, in preparation for such action) shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for such assessments by non-use of the Common Area or abandonment of his Lot.

Section 2. Fiscal Year. The fiscal year of the Association shall begin on January 1 and end on December 31 of each year. Notwithstanding the foregoing, the Board of Directors shall have the power to change the fiscal year of the Association by resolution.

ARTICLE XII **ENFORCEMENTS**

Section 1. Property Rights: Rights of Enforcement. Each Member shall be entitled to the use and enjoyment of the Common Area and facilities as provided in the Declaration. Any Member may delegate his use and enjoyment of the Common Area and facilities to the members of his family, his tenants or contract purchasers, who reside on the Property. The Member shall notify the Secretary in writing of any such delegation. The rights and privileges of such delegee are subject to suspension to the same extent as those of the Member.

ARTICLE XIII
CORPORATE SEAL

If required by the Board of Directors, the Association shall have a seal in circular form having within its circumference the words:

Prosperity Heights Homeowners Association, Inc.

ARTICLE XIV
AMENDMENTS; CONFLICTS

Section 1. Amendments. These Bylaws may be amended, at a regular or special meeting of the Members duly called for such purpose, by an affirmative vote of two-thirds (2/3rd) of the Members entitled to vote. Quorum for such meeting must be established prior to a vote.

Section 2. Conflicts. If there is any conflict between the provisions of the Virginia Property Owners' Association Act, as amended, the Declaration, the Articles of Incorporation, the Bylaws, or any of the Rules and Regulations adopted pursuant to the terms of such documents, the provisions of the documents earlier mentioned in this sentence shall govern.

Section 3. Captions and Gender. The captions contained in these Bylaws are for convenience only and are not a part of these Bylaws and are not intended in any way to limit or enlarge the terms and provisions of these Bylaws. Whenever the context so requires, the male shall include all genders and the singular shall include the plural.

IN WITNESS WHEREOF, we, being all of the directors of the Prosperity Heights Homeowners Association, have hereunto set our hands to the revision of this document this _____ day of _____, 2000.