

**BY-LAWS**  
**OF**  
**WINDSOR PARK CLUSTER ASSOCIATION**

Amended September 22, 2008

ARTICLE I  
OFFICES

The principal office of the corporation in the Commonwealth shall be located in the County of Fairfax. The corporation may have such other offices, either within or without the Commonwealth of Virginia, as the directors may from time to time determine.

The corporation shall have and continuously maintain in the Commonwealth of Virginia a registered office and a registered agent whose office is identical with such registered office, as required by the Virginia Non-Stock Corporation Act. The address of the registered office and the registered agent may be changed from time to time by the directors and the registered office may be, but need not be, identical with the principal office of the corporation in the Commonwealth of Virginia.

ARTICLE II

Section 1. Membership in the Corporation. The following shall be members of the corporation

All persons owning of record (whether in fee simple or life estate) any residential building lot on the property shown on the present or any subsequently recorded Deed of Subdivision of land within Block 2, Section 63, Reston. Such lots together with the common area owned by the corporation shall collectively be known as the "Property". A person taking title to any such lot as security for the payment of money or the performance of an obligation shall not be a member of the corporation.

No person or other entity shall be a member of the corporation after he or it ceases to be the owner of record of all such lots he or it owns.

The directors of the corporation may, after affording the member an opportunity to be heard, suspend any person from membership in the corporation during any period of time when there exists a violation of any of the provisions of the Deed of subdivision (including, but not limited to, the failure to make any payment to the corporation when due and payable under the terms of the Deed of Subdivision) with respect to the lot he owns or when he is in violation of any rule or regulation adopted by the corporation with respect to the Property.

Each member of the corporation, by becoming such, agrees that he shall be personally responsible for the payment of the charges prorated under the Deed of Subdivision with respect to the lot he owns and for compliance by himself, his family, guests and invitees, with the provisions of the said Deed and the rules and regulations adopted by the corporation with respect to the Property.

The qualifications set forth herein for membership in the corporation shall be the only qualifications for such membership.

Section 2. Voting Rights. The members of the corporation shall have the right to vote for the election of directors. Each member of the corporation shall have one vote, except that:

(A) Any person owning more than one lot shall have the number of votes equal to the number of lots owned.

(B) When any lot is owned of record in joint tenancy or tenancy-in-common, or in any other manner of joint or common ownership, such owners shall collectively be entitled to only that number of vote to which one person would be entitled were he the owner of such lot, such vote shall be exercised by the majority action or consent of the owners of record of such lot who are entitled to vote with respect thereto.

### ARTICLE III MEETING OF MEMBERS

Section 1. Annual Meeting. Annual meetings shall be held each year at a date and time established by the Board of Directors for the purpose of electing directors and for the transaction of other such business as may come before such meeting. If the election of directors shall not be held on the day designated for the annual meeting or at any adjournment thereof, or pursuant to Section 5 hereof, the Board of Directors shall cause the election to be held at a special meeting of the members held as soon thereafter as conveniently may be.

Section 2. Special Meetings. Special meetings of the members may be called by the President, the Board of Directors, or members of the corporation holding no less than one-fifth of the votes.

Section 3. Place of Meeting. The Board of Directors may designate any place within the State of Virginia as the place for annual or special meeting called by the Board of Directors and the President may designate any place within the State of Virginia as the place of meeting for any special meeting called by him. If no designation is made or if a special meeting be called by the members of the place of meeting shall be the principal office of the corporation.

Section 4. Notice of Meetings. The corporation shall publish notice of any annual or special meeting of members in the manner provided by law. Written notice stating the place, day, and hour of the meeting, and in case of a special meeting, the purpose or purposes for which the meeting is called, shall also be mailed or delivered not less than ten or more than fifty days before the date of the meeting, except as otherwise specified by law, either personally or by mail, by or at the direction of the President or the Secretary or the person calling the meeting, to each member of the corporation at his address as shown on the records of the corporation. A member may, in a writing signed by him, waive notice of any meeting before or after the date of meeting stated therein. Failure to mail or deliver any notice to any member shall not affect the validity of the published notice.

Section 5. Informal Action by Members. Any action required or permitted by law to be taken by the corporation at a meeting of the members may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the members of the corporation.

Section 6. Quorum and Manner of Acting. Members holding one-fifth of the total votes shall constitute a quorum in any meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by law, or by the Articles of Incorporation of the corporation, or by these By-Laws.

Section 7. Conduct of Meetings. The directors may make such regulations as they deem advisable for any meeting of members in regard to proof of membership in the corporation, evidence of the right to vote, the appointment and duties of inspectors of votes, and such other matters concerning the conduct of the meeting as they shall deem fit. Such regulations shall be binding upon the corporation and its members.

#### ARTICLE IV DIRECTORS

Section 1. General Powers. The affairs of the corporation shall be managed by its directors.

Section 2. Number and Tenure. The number of directors shall be five. The election of directors by the members of the corporation shall be held at the annual meeting of the members provided for in Section 1 of Article III herein. The directors elected by the members shall be elected for a term of three years, or for the unexpired term of any resigning director, and until their respective successors are elected. Any vacancy occurring in the Board of Directors may be filled at any meeting of the Board of Directors by the affirmative vote of a majority of the remaining directors. If not previously filled, the vacancy shall be filled at the next succeeding meeting of the members of the corporation. Any director elected to fill a vacancy shall serve as such until the expiration of the term of the director, the vacancy in whose position he was elected to fill.

Section 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held immediately following the annual meeting of members at such time and place, within the State of Virginia, as may be specified in the notice thereof. The Board of Directors may provide by resolution the time and place, either within the State of Virginia, for the holding of additional regular meetings of the Board without notice other than such resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board may fix any place, within the State of Virginia, as the place for holding any special meeting of the Board called by them.

Section 5. Notice. Notice of any meeting of the Board of Directors for the holding of which notice is required shall be given at least two days previous thereto by written notice delivered personally or sent by mail to each director at his address as shown on the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United

States mail in a sealed envelope so addressed, with postage thereon prepaid. Any director may, in a writing signed by him, before or after the time of meeting stated therein, waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law, by the Articles of Incorporation of the corporation or by these By-Laws.

Section 6. Quorum. Except as otherwise provided by law or by the Articles of Incorporation of the corporation, or by these By-Laws, a majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Action. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, or by the Articles of Incorporation of the corporation, or by these By-Laws.

Section 8. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

Section 9. Informal Action by Directors. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors .

Section 10. Other Powers. In addition to the powers heretofore set forth in this Article IV the Board of Directors shall have all those powers and rights specifically set forth in Article VII, Section VII.1(d)(2) of the Deed of Amendment to the Deeds of Dedication of Reston recorded in Deed Book 6072 at page 69 among the land records of Fairfax County which powers and rights are incorporated herein by reference as if specifically set forth in haec verba. To the extent the powers and rights contained in this Section 10 may be in conflict with any other powers and rights set forth in these By-Laws, the powers and rights of this Section 10 shall govern.

## ARTICLE V OFFICERS

Section 1. Officers. The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer. The President and other officers shall be directors of the corporation.

Section 2. Election, Term of Office and Vacancies. The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected. A

vacancy in any office arising because of death, resignation, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 3. Powers and Duties. The officers of the corporation shall, except as otherwise provided by law, by the Articles of Incorporation, by these By-Laws, or by the Board of Directors, each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as may from time to time be specifically conferred or imposed by the Board of Directors. The President shall be the chief executive officer of the corporation.

## ARTICLE VI COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of all of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in the resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation, provided, however, that no such committee shall have the authority of the Board of Directors to approve an amendment to the Articles of Incorporation of the corporation or a plan of merger or consolidation.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the affairs of the corporation may be designated by a resolution adopted by the Board of Directors, to perform such duties and to have such powers as may be provided in the resolution.

Section 3. Rules. Each committee may adopt rules for its own government not inconsistent with the terms of the resolution of the Board of Directors designating the committee or with rules adopted by the Board of Directors.

## ARTICLE VII CERTIFICATES OF MEMBERSHIP

Section 1. Certificates of Membership. The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or Vice President and by the Secretary and shall be sealed with the seal of the corporation. All certificates evidencing membership shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation.

If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefor upon such terms and conditions as the Board of Directors may determine.

## ARTICLE VIII SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation, the year of its incorporation, and the words "Corporate Seal-Virginia" .

ARTICLE IX  
ADDITIONAL RIGHTS, DUTIES, AND POWERS

All those rights, duties, powers and obligations set forth in Article VII (Clusters) of the Deed of Amendment to the Deeds of Dedication of Reston recorded among the land records of Fairfax County in Deed Book 6072 at page 69 and not heretofore specifically set forth in these By-Laws are incorporated herein by reference as is specifically set forth in haec verba. To the extent such powers, duties, rights and obligations contained in this Article IX may be in conflict with any other powers, duties, rights and obligations set forth in these By-Laws, the powers, duties, rights and obligations of this Article IX shall govern.

ARTICLE X  
AMENDMENTS

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by the Board of Directors.

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary of Windsor Park Cluster Association, a Virginia non-stock corporation: and

THAT the foregoing By-Laws constitute the original By-Laws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the 22<sup>nd</sup> day of September 2008.

IN WITNESS WHEREOF, I have hereunto subscribed my name affixed the seal of said Association this 22<sup>nd</sup> day of September 2008.

Chip Mayse  
Secretary