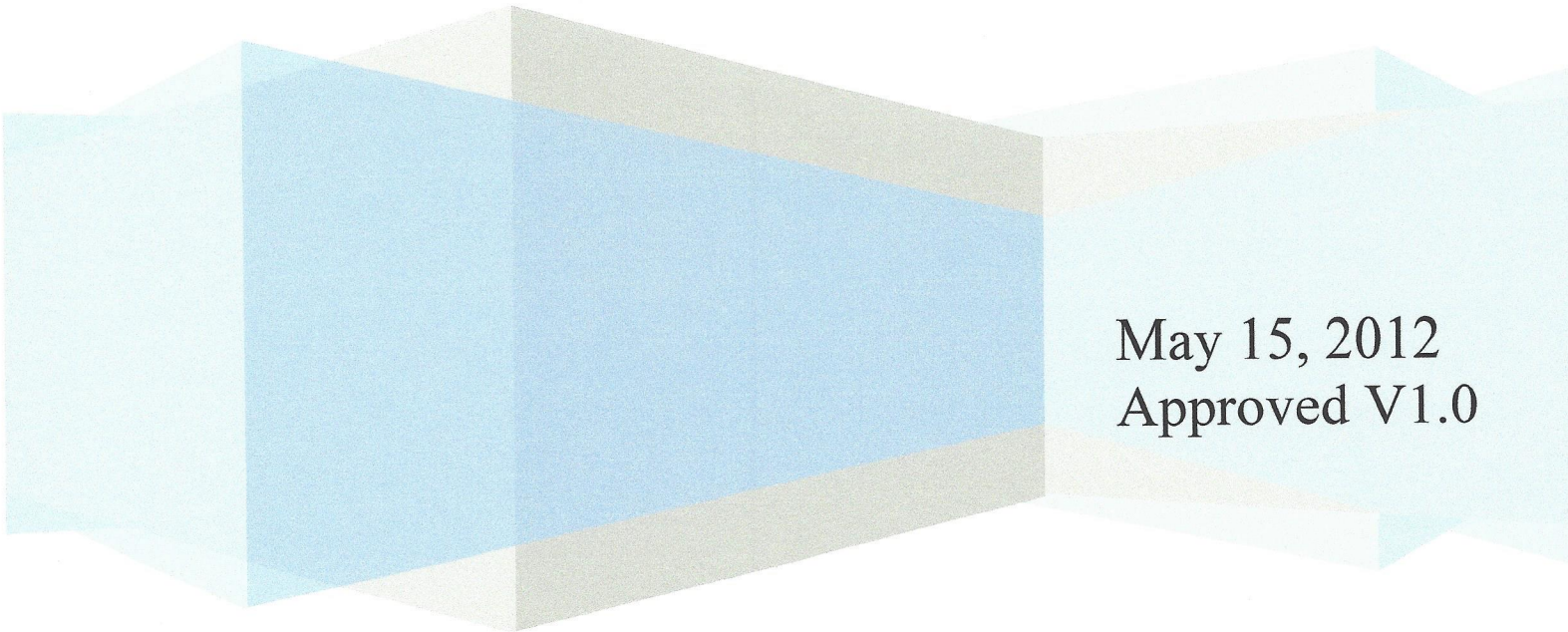


# **Revised Bylaws of the Arbor Glen Cluster Association**



May 15, 2012  
Approved V1.0



Revised BYLAWS  
OF THE  
ARBOR GLEN CLUSTER ASSOCIATION

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 agent whose office is in compliance with 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  
MEMBERSHIP

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 9, Section 39, Reston. Such lots together with the common areas 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 performance of an obligation shall not be a member of the corporation.

No person or other entity, including the developer, shall be a member of the corporation after he, she, 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/she owns or when he/she 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/she shall be personally responsible for the payment of the charges created under the Deed of Subdivision with respect to the lot he/she owns and for compliance by himself/herself, his/her 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 for the 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 of common ownership, such owners shall collectively be entitled to only that number of votes to which one person would be entitled were he is 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.

Section 3. Membership Responsibilities. Each member of the corporation agrees that he/she shall be personally responsible for provision and maintenance of personal information needed to deliver notification of meetings, assessments, or other official business defined in these Bylaws. This information includes mailing address, phone numbers, or other relevant pieces of personal information. Notification of any temporary or permanent change must be provided to the Board of Directors within two weeks of the change. Failure to provide such information does not absolve the member of any assessments, charges, or responsibilities indentified in communications erroneously delivered due to incorrect personal information.

### 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 such other business as may come before such meeting.

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 or without the Commonwealth of Virginia as a place for annual or special meetings called by the Board of Directors and the President may designate any place within or without the Commonwealth 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 corporation, 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 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. An action required or permitted by law to be taken at a meeting of the members of the corporation may be taken without a meeting, if 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 (20%) of the total votes shall constitute a quorum at 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 Bylaws.

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 three to seven. Board elections are held annually. Not all director terms shall expire at the same time.

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, though less than a quorum of the Board of Directors, or by a sole remaining director and if not previously so filled, 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 within five weeks following the annual meeting of members at such time and

place, within or without the Commonwealth of Virginia, as may be specified in the notice thereof. The Board of Directors may provide by resolution the time and place, either within or without the Commonwealth of Virginia, for the holding of additional regular meetings of the Board without other notice 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 or without the Commonwealth 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 before that meeting by written notice delivered personally, sent by mail or digitally to each director at his/her address as shown on the records for 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 first class postage 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 Bylaws.

Section 6. Quorum. Except as otherwise provided by law or by the Articles of Incorporation of the corporation, or by these Bylaws, 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 Bylaws.

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 therefore.

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 or digitally, setting forth the action so taken, shall be signed by all the directors.

Section 10. Enforcement of Animal Control Ordinances. The Board of Directors gives its approval to the Animal Warden of Fairfax County, Virginia, to enforce the Fairfax County leash Laws and other related animal control laws on the private property of the Arbor Glen Cluster Association.

Section 11. Enforcement of Towing Ordinances. The Board of Directors shall have the power to have vehicles towed, pursuant to Chapter 82 of the 1976 Code of Fairfax County, as amended.

Section 12. 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 (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. These powers included, but are not limited to, assessing annual payments and permitting them to be paid in installments, declaring an entire annual assessment due immediately upon default, charging late fees for delinquent cluster assessment payments, assessing special assessments against some of all of the units of the Arbor Glen Cluster Association, and assessing costs, including attorney's fees and court costs, of collecting delinquent assessments and of enforcing cluster rules. To the extent the powers and rights contained in this Section 12 may be in conflict with any other powers and rights set forth in these Bylaws, the powers and rights of this Section 12 shall govern.

## ARTICLE V OFFICERS

Section 1. Officers. The officers of the corporation shall be the President, the Secretary, the Treasurer, and one or more Vice Presidents as the Board of Directors shall determine. The Board of Directors may elect such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person, including the offices of the President and Secretary. All of the officers, except the President, may be, but do not have to be, directors of the corporation. The President must be a director 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 Bylaws, 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 will consist of at least one member of the Board of Directors. These committees 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 or the corporation or a plan of merger or consolidation, or may not spend money without the approval of the Board of Directors.

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.

## ARTICLE VII 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 Bylaws are incorporated herein by reference as if specifically set forth in haec verba. To the extent such powers, duties, rights and obligations contained in this Article VII may be in conflict with any other powers, duties, rights, and obligations set forth in these Bylaws, the powers, duties, rights and obligations of this Article VII shall govern.

## ARTICLE VIII AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a two-thirds majority vote of the Board of Directors, or a three-fourths majority vote of the members of the corporation.



## CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting Secretary of the Arbor Glen Cluster Association, a Virginia non-stock corporation; and

THAT the foregoing By-Laws constitute the Amended By-Laws of the Arbor Glen Cluster Association, as duly adopted at a meeting of the Board of Directors thereof, held on the 21 day of April, 1997.

IN WITNES WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 18 day of May, 1997

Signed: Margo Shinton  
Secretary

(Document reproduced May 15, 2012. Original signatures on file.)

RESOLUTION

WHEREAS, the Board of Directors finds that to facilitate its management of the cluster association, it is necessary to establish the architectural committee, the street and curbs committee, the media committee, and the landscaping and grounds committee, pursuant to Article VI Section 1 of the Amended Bylaws, and

WHEREAS, the Board of Directors finds that to facilitate its management of the cluster association, it is necessary to establish the social committee, pursuant to Article VI, Section 2 of the Amended Bylaws,

BE IT RESOLVED that on this 20 day of May, 1996, the Board of Directors hereby establishes the Architectural Committee, the Streets and Curbs Committee, the Media Committee, and the Landscaping and Grounds Committee, pursuant to Article VI Section 1 of the Amended Bylaws, and further establishes the Social Committee pursuant to Article VI Section 2 of the Amended Bylaws.

Signed: John C. Dunohue  
President

Signed: Margo Shinton  
Secretary

(Document reproduced May 15, 2012. Original signatures on file.)

RESOLUTION

WHEREAS, the Board of Directors finds that to facilitate its management of the cluster association, it is necessary to establish a quarterly installment payment option for annual assessments, pursuant to Article IV, Section 12 of the Amended Bylaws.

BE IT RESOLVED that on this 18 day of May, 1997, the Board of Directors hereby establishes the schedule for quarterly installment payment of annual assessments to be due on the first of July, October, January, April of each year, pursuant to Article IV, Section 12 of the Amended Bylaws.

Signed: Mary Ellen O'Connell  
President

Signed: Margo Shinton  
Secretary

(Document reproduced May 15, 2012. Original signatures on file.)

CERTIFICATION OF ELECTRONIC VERSION, RESOLUTIONS, AND  
AMENDMENT

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting President and acting Secretary of the Arbor Glen Cluster Association, a Virginia non-stock corporation; and

THAT the foregoing Bylaws constitute the Amended Bylaws of the Arbor Glen Cluster Association, as duly adopted at a meeting of the Board of Directors thereof, held on the 21st day of April, 1997 and certified on the 18th day of May, 1997; and

THAT the foregoing two Resolutions constitute the accurate and full extent of Resolutions adopted by the Arbor Glen Cluster Association through the 15th day of May 2012; and

THAT this electronic document was created by the Board of Directors by re-typing the text from the certified hardcopy (with typos corrected); and

THAT this electronic version constitutes the Amended Bylaws of the Arbor Glen Cluster Association, as duly adopted at a meeting of the Board of Directors thereof, held on the 15th day of May 2012.

IN WITNES WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 15th day of May 2012.

Signed: Leesia C. Huffner  
Leesia Huffner,  
President and Acting Secretary

Witness: Susan Collier  
Susan Collier, Director

Witness: Helen Sisk  
Helen Sisk, Director