

BY-LAWS
OF
CABOTS POINT CLUSTER ASSOCIATION

ARTICLE I

Section 1. The name of the corporation is CABOTS POINT CLUSTER ASSOCIATION hereinafter referred to as the "Association." The Association shall have and continuously maintain a registered office and a registered agent.

ARTICLE II

MEMBERSHIP

Section 1. Members. All persons who own of record any dwelling unit on property of the Association shall be Members of the Association, with all rights and responsibilities of membership enumerated in the Articles of Incorporation and these By-Laws, so long as they continue to own such property.

Section 2. Registration of Members. Any Member of the Association who sells or otherwise transfers title of a dwelling unit on property of the Association to another person shall (a) inform the new owner[s] of record in writing of their Association membership status, rights and responsibilities, as enumerated in the Articles of Incorporation and these By-Laws, at the time such dwelling unit is sold or title transferred, and (b) inform the President of the Association in writing of the full name[s] and address of the

new owner[s] of record and the effective date of the transaction.

ARTICLE III

MEETINGS OF MEMBERS

Section 1. Annual Meeting. The annual meeting of Members shall be held during the month of March for the purpose of electing Directors, consideration of the annual budget of the Association, and for the transaction of such other business as may come before the members. The meeting shall be called by or at the direction of the President or Board of Directors of the Association. Written notice stating the place, day and hour of the annual meeting shall be delivered to each Member not less than fourteen (14) days before the date of the meeting, except as otherwise provided by law. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage prepaid, addressed to the Member at his address as it appears on the records of the Association, and postmarked within the prescribed time period for notice of the annual meeting.

Section 2. Special Meetings. Special meetings of the Members may be called by the President, the Board of Directors, or Members having not less than one-fourth (1/4) of the total votes of the Association, upon forty-eight (48) hours sufficient notice which specifies the place, day, hour and purpose of the meeting. The business at any special meeting shall be limited to those matters specified in the notice of the meeting. Any action permitted by law, the Articles of Incorporation, and these By-Laws, taken at a special meeting of the Members of the Association may be implemented only upon approval of the Board of Directors or upon consent in writing setting forth the action so

taken by no less than one-half (1/2) of the Members entitled to vote on such matters.

Section 3. Place of Meetings. All meetings of the Association shall be held within Reston, Virginia, at a place sufficient to accommodate such meeting. Meetings at the principal office of the Association may be held only upon approval of the President or the Board of Directors. Meetings at a private residence may be held only upon approval of the owner or legal tenant of such residence and, except in the case of a special meeting called by Members, the Board of Directors.

Section 4. Quorum and Manner of Acting. Members holding two-fifths (2/5) of the eligible votes shall constitute a quorum for the purposes of voting on the approval of the annual budget of the Association, on a proposal to adjust the amount of assessment for Association dues, amendment of the By-Laws, election of Directors, or for the purposes of transacting any other business. If a quorum is not present at any duly announced meeting, a majority of those Members present may adjourn the meeting from time to time without further notice. An act of a majority vote of the Members present (in person or by proxy) shall be the act of the Members unless the act of a greater number is required by law, the Articles of Incorporation, or by these By-Laws.

Section 5. Conduct of Meetings. The Board of Directors may make such regulations as it deems advisable for the conduct of any meeting of Members, including requirements for proof of membership, evidence of the right to vote, appointment and supervision of inspectors of votes, attendance by non-members of the Association, and any other matters. Such regulations shall be binding upon the Association and upon its Members.

Section 6. Voting. Each member shall control one (1) vote for each dwelling unit of which he is the owner of record. Members may vote by proxy, executed in writing by such Member or by his authorized attorney-in-fact.

Section 7. Informal Action by Members. Any action required or permitted by law to be taken at a meeting of the Members of the Association may be taken without a meeting, provided that a consent in writing setting forth the action so taken shall be signed by three-fourths (3/4) of the Members.

ARTICLE IV

DIRECTORS

Section 1. General Powers. The affairs of the Association shall be managed by its Board of Directors. The Board shall have power to adopt rules governing the use of the property of the Association and the personal conduct of the Members and their guests thereon, and to seek recovery of any damages to the property of the Association caused by Members or their guests or other persons who may damage property of the Association and to impose penalties against the Members for violation of any such rules. The Board shall exercise for the Association all powers, duties, and authority vested in or delegated to this Association and not reserved to the Members by other provisions of these By-Laws or the Articles of Incorporation. The Board shall procure and maintain adequate liability and hazard insurance on property of the Association. The Board shall have the authority to take whatever action they deem advisable to enforce the Protective Covenants and Restrictions of Reston's Deed of Dedication within Cabots Point Cluster, in order to conserve the beauty of property, to insure its best use,

and to prevent the erection of poorly designed or poorly constructed improvements within the cluster. The Board shall appoint the officers and necessary committees to help administer the affairs of the Association.

Section 2. Number and Tenure. The Board of Directors shall be five (5) in number, all of whom shall be Members of the Association. At the first annual meeting of Members, two Directors shall be elected for three-year terms, two Directors shall be elected for two-year terms, and one Director shall be elected for a one-year term. Thereafter, at each annual meeting of the members, the successors to the Directors whose terms then expire shall be elected for a term of three (3) years. Any Director may be removed from the Board, with or without cause, by a majority vote of the Members. Any Director who is absent from three consecutive meetings of the Board will be deemed to have resigned as a Director. In the event of death, resignation or removal of a Director, his successor shall be selected by the remaining Directors and shall serve for the unexpired term of his predecessor.

Section 3. Nomination and Election. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall be appointed by the Board prior to each annual meeting of the Members. The Nominating Committee shall make as many nominations for election to the Board as it shall in its discretion determine, but not less than the numbers of vacancies that are to be filled. Election to the Board shall be by secret written ballot.

Section 4. Annual Meeting of Board of Directors. A regular annual meeting of the Board of Directors shall be held immediately following the annual meeting of Mem-

bers of the Association.

Section 5. Regular Meetings. Regular meetings of the Board of Directors shall be held each month within Reston, Virginia, at such time and place as the Board may from time to time designate. All regular meetings of the Board shall be open to any Member of the Association.

Section 6. 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 calling a special meeting may fix the time and place within Reston, Virginia, for such meeting. The business at any special meeting shall be limited to those matters specified in the notice of the meeting. Special meetings of the Board shall be open to any Member of the Association, except that the Board may, by majority vote, agree to meet in closed executive session. Any member who is the subject of a closed meeting shall be given notice of the meeting by the Board at least seven (7) days prior to the meeting and may attend such meeting.

Section 7. Notice of Meetings. Notice of time, date, and place of meetings of the Board of Directors shall be given to each Director and Member along with the agenda for the meeting at least seven (7) days prior to the meeting, except that a shorter notice period may be permitted as circumstances warrant. A Member may request in writing that notice be provided to the Member by first class mail or email of any meeting of the Board.

Section 8. Quorum and Manner of Acting. Except as otherwise provided by law, the Articles of Incorporation, or 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. Voting by secret ballot or written ballot in an open meeting, except for the election of of-

ficers, is prohibited. Members shall be permitted a reasonable opportunity to comment in an open meeting on any matter on the meeting agenda relating to the Association.

Section 9. Compensation. No compensation or remuneration shall be paid to the Directors for their services as Directors. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties. Further, a Director with a personal interest in any business or transaction to be undertaken by the Association shall disclose that interest to the Board and Members.

Section 10. Budgetary Matters. The Directors shall prepare an annual budget for the Association, to be adopted at the annual meeting of the Association membership, and shall have the authority to collect assessments from each Member of the Association in order to implement such budget. The Board of Directors shall make such policies and regulations as it deems advisable for the collection of Member assessments, including a schedule for payments. The Directors shall approve any contract or agreement entered into on behalf of the Association before such contract or agreement becomes effective. No Association funds shall be obligated or expended without prior approval of a majority of the Board of Directors.

Section 11. 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 is signed by all the Directors.

Section 12. Minutes of Meetings. Minutes of all meetings of the Board of Directors shall be recorded and shall be available for examination and copying by a Member for a proper purpose related to his membership in the Association.

ARTICLE V

OFFICERS

Section 1. Officers. The Officers of the Association shall be a President, a Vice President, a Treasurer, a Secretary, and a Supervisor of Grounds Maintenance. The Board of Directors shall appoint the Officers, and such other Officers as it shall deem desirable. Two or more offices may be held by the same person. The President and Vice President shall be Directors of the Association.

Section 2. Terms and Vacancies. The Officers of the Association shall be appointed to serve for such period as the Board shall deem appropriate. The Board of Directors shall fill any office vacated by resignation or other reason.

Section 3. Removal of Officers. Any Officer may be removed by the Board of Directors when, in the Judgment of the Board, such removal would be in the best interests of the Association.

Section 4. Powers and Duties. The Officers of the Association shall have such powers and duties as the Board may, from time to time, determine. The President shall preside at all meetings of the Board and all meetings of the Members. The Vice President shall preside at all such meetings in the absence of the President, and shall be the Association's liaison with the Reston Homeowners Association, other community organizations, and the Fairfax County Government. The Treasurer shall maintain the financial records and files of the Association, be responsible for the timely payment of all bills and other obligations of the Association, bill and collect Member assessments, co-sign

Association checks with the President or other Director, provide monthly financial reports to the Board of Directors, and facilitate an independent annual financial review of the Association's financial records by Members of the Association as specified in Article VII, Section 4. The Secretary shall take and maintain minutes of each meeting of the Board of Directors and Association membership, maintain the records and files of the Association with the exception of the financial records, and perform routine secretarial duties for the Association and the Board of Directors. The Supervisor of Grounds Maintenance shall contact and interview grounds maintenance contractors which seek to provide such service for the Association, preliminarily review such offers and make a recommendation to the Board of Directors for the acceptance of one such grounds maintenance contract, and maintain regular communication with the contractor selected by the Board of Directors in order to assure compliance with the terms of such contract.

ARTICLE VI

COMMITTEES

Section 1. Committees of the Board of Directors. The Board of Directors, following the annual meeting of the Association, shall designate such standing committees to help manage the affairs of the Association as it deems necessary. The committees will help oversee Association activities and make recommendations to the Board. The President and Vice President will serve as ex officio members on all committees.

Section 2. Rules. The Board of Directors shall adopt rules to govern the meetings, procedures, and actions of all committees. Each committee may adopt its own rules, which shall conform with rules adopted by the Board of Directors.

Section 3. Notice of Meetings. Committee meetings are subject to the same requirements as specified in Article IV. Directors. Section 7. Notice of Meetings.

ARTICLE VII

THE BUDGET

Section 1. Annual Budget. The annual budget of the Association adopted pursuant to Section 2 of this Article shall be binding upon the Association. The fiscal year of the Association shall begin on April 1. The Board of Directors shall not obligate or expend any funds not authorized by the adopted budget, except as provided in Section 3 of this Article.

Section 2. Budget Approval. (a) The Board of Directors shall prepare and submit to each Member of the Association the proposed annual budget for the next fiscal year along with the notice of the annual meeting no later than fourteen (14) days prior to the date of the annual meeting. The budget shall include all sources of anticipated income and proposed line-item expenditures for the next fiscal year, along with comparisons to the current fiscal year budget and the preceding fiscal year's actual revenues and line-item expenditures. The proposed budget shall be submitted to the Members of the Association for a vote at the annual meeting. If a majority of the Members of the Association present at the annual meeting at which a quorum is present approve the proposed budget, the budget shall be deemed to have adopted.

(b) If the proposed budget is not approved and if no budget for the new fiscal year has been adopted by the last day of the current fiscal year, the Board of Directors

shall adopt a continuing budget resolution for thirty (30) days, which shall not exceed one-twelfth (1/12) of the total expenditures of the previous year plus ten (10) percent. Before the expiration of the continuing resolution, the Board shall submit a further proposed budget to the Members of the Association and continue funding necessary operations of the Association pursuant to the provisions of this Subsection until a budget for the fiscal year is approved by Members of the Association.

Section 3. Deviation Authority. The Board of Directors by majority vote may deviate from authorized line-item expenditures provided that funds can be re-programmed to maintain a balanced budget. Any expenditure which results in a budget deficit requiring an increase in Membership assessments, must be approved by a majority of the Members of the Association present at a special meeting of Association Members called for that purpose at which a quorum is present.

Section 4. Annual Financial Review. The Board of Directors shall cause an annual financial review independent of the Board of Directors of the Association's financial records to be prepared and distributed to Members of the Association, within 90 days following the start of the fiscal year (April 1).

ARTICLE VIII

ANNUAL ASSESSMENTS

The Association may impose annual and special assessments on each Lot or other parcel of property owned by the Members of the Association in an amount fixed by the Board of Directors by any measure deemed by the Association to be fair and equitable. The assessments are secured by a continuing lien upon the property against

which the assessments are made.

(1) Annual assessments shall be paid in quarterly installments, due and payable on the first day of each quarter, i.e., April 1, July 1, October 1, and January 1. The Association shall mail or hand deliver notices of assessment on or before the date each installment shall become due. Notices shall be sent to the homeowner's residence as reflected in the Association's records unless the homeowner requests that it be sent to a different address. However, failure to receive a bill will not relieve any homeowner of his or her obligation to make timely payment. Any assessment payment not received within thirty (30) days after the due date shall be deemed delinquent. At the time an assessment becomes delinquent, a late charge of twenty-five dollars (\$25) will be added to the account, and an additional fifty dollars (\$50) for each month thereafter until that quarterly assessment is paid.

(2) If payment, including any additional charges, is not received within sixty (60) days after the due date, the Board of Directors shall mail notice of the delinquency to the owner, which notice shall include (a) the amount of delinquent payment, (b) the late charge, and (c) the total amount remaining unpaid. At this time, the Board may exercise, by notice to the delinquent homeowner, its option to accelerate payment of the remaining installments and the entire amount of the annual assessment shall become due and payable.

(3) If within fifteen (15) days of the mailing of the 60-day notification the account still remains delinquent, a listing of the property in question and the name of the owner shall be turned over to the Association's attorney of record for collection. A memorandum of lien shall be placed on the property. Costs related to the delinquency and

incurred by the Association and reasonable attorney's fees shall be added to the amount of such assessment.

(4) At the time the delinquent account is turned over to the attorney for the Association, the right of the delinquent owner to vote and to serve on the Board of Directors or any committee established by the Board shall be suspended until such delinquent assessments have been paid, unless relief is granted by special resolution of the Board of Directors.

ARTICLE IX

SEAL

The Association shall have an Association Seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Association, the years of its incorporation, and the words, "Corporate Seal -- Virginia".

ARTICLE X AMENDMENTS

Amendments to these By-Laws may be adopted by a majority of the Members present at any meeting called for that purpose where a quorum is present. Amendments may be proposed by the Board of Directors or by petition to the Board signed by Members holding no less than one-fifth (1/5) of the total votes of the Association.

HISTORY OF AMENDMENTS ADOPTED

1. It shall be the responsibility of individual property owners to maintain, repair or replace all sidewalks, steps and driveways which are within their property lines and the concrete driveway aprons serving their property at the rear face of the curb. (Adopted 9/23/87)

2. Liability of the Board of Directors, Officers, Unit Owners and Cluster Association. The officers and members of the Board of Directors shall not be liable to the Cluster Association for any mistake of judgement, negligent or otherwise, except for their own individual willful misconduct or bad faith. The Cluster Association shall indemnify and hold harmless each of the officers and directors from and against all contractual liability to others arising out of contracts made by the officers or the Board of Directors on behalf of Cluster Association unless such contract shall have been made in bad faith or contrary to the provisions of these Bylaws. Officers and members of the Board of Directors shall have no personal liability with respect to any contract made by them on behalf of the Cluster Association. The liability of any owner arising out of any contract made by the officers or the Board of Directors, or out of aforesaid indemnity in favor of the members of the Board of Directors or officers, or for damages as a result of injuries arising in connection with the common elements solely by virtue of his ownership of a percentage interest therein or for liabilities incurred by the Cluster Association, shall be limited to the total liability multiplied by his percentage interest. (Adopted 3/19/88)

HISTORY OF AMENDMENTS ADOPTED (Continued)

3. Last line of paragraph (1) page 12 to be amended to state: At the time an assessment becomes delinquent, a late charge of twenty-five dollars (\$25) will be added to the account, and an additional ten (\$10) for each month thereafter until that quarterly assessment is paid." (Adopted 3/19/88)

4. ARTICLE VII, The Budget, Section 4, Annual Audit. The Board of Directors shall cause an audit of the Association's financial records to be prepared and distributed to Members of the Association [each] every, other year, within 90 days following the start of the fiscal year (April 1). - Adopted 3/23/85

5. ARTICLE V, OFFICERS, Section 4, Powers and Duties, Page 9, 2d line. "-- the Board of Directors, and cause a [biannual] biennial audit of the Association...." (Adopted 3/21/98)

6. ARTICLE IV, DIRECTORS, Section 1, General Powers, 2d sentence. The Board shall have the power to adopt rules governing the use of the property of the Association and the personal conduct of the Members and their guests thereon, and [to establish penalties for the infraction thereof.] to seek recovery of any damages to the property of the Association caused by Members or their guests or other persons who may damage property of the Association and to impose penalties against the Members for violation of any such rules. (Adopted 3/21/98)

7. The Cabots Point Cluster Association 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 Association. (Adopted 3/21/98)

8. The Members of the Association gave approval to the rewording of the

statement in Article VII, THE BUDGET, Section 4. Biennial Audit. The wording is changed to read as follows: “Section 4. Annual Financial Review. The Board of Directors shall cause an annual financial review independent of the Board of Directors of the Association’s financial records to be prepared and distributed to Members of the Association, within 90 days following the start of the fiscal year (April 1).” (Adopted 3/17/2001)

NOTE: This change required a wording change in Article V, Officers. Section 4. Powers and Duties. Under the portion dealing with the duties of the treasurer, the following change was made to reflect the change approved by the Members of the Association stated previously: Was – “ The Treasurer..., and cause a biennial audit of the Association’s books to be made by a public accountant”; Change to – “The Treasurer..., and facilitate an independent annual financial review of the Association’s financial records by Members of the Association as specified in Article VII, Section 4.” (This change to Article V. Officers. Section 4. Powers and Duties described in the Note immediately above was in fact voted on and approved as an Amendment by the Members on 3/19/2005.)

9. The Members of the Association gave approval to the amendment of Article IV, Directors, for the rewording of a revised Section 7, 8, and 9 therein and to the addition of a new Section 12 to conform to Virginia Statutes 55-510.1 (relating to meetings of the Board of Directors) and 13.1-871 (relating to Directors conflicts of interest). (Adopted 3/19/2005.) Additions are underlined. Deletions are indicated with [] as follows:

- Section 7. Notice of Meetings. Notice of the time, date, and place of [regular] meetings of the Board of Directors shall be given to each Director and Member along with the agenda for the meeting [by the Secretary] at least seven (7) days prior to the

meeting, except that a shorter notice period may be permitted as circumstances warrant. A Member may request in writing that notice be provided to the Member by first-class mail or email of any meeting of the Board.

- Section 8. Quorum and Manner of Acting. Except as ... at any meeting of the Board. Voting by secret or written ballot in an open meeting, except for the election of officers, is prohibited. Members shall be permitted a reasonable opportunity to comment in an open meeting on any matter on the meeting agenda relating to the Association.
- Section 9. Compensation. No compensation ... performance of his duties. Further, a Director with a personal interest in any business or transaction to be undertaken by the Association shall disclose that interest to the Board and Members.

10. The Members of the Association gave approval to a change in Article IV, DIRECTORS. Section 5. Regular Meetings. The second line (p. 6) previously read "... held each month within Reston, Virginia...". This reading has been changed to "...held no less than every other month within Reston, Virginia." (Adopted 3/19/05).

11. Paragraph (2) page 13 to be amended to state: "... a late charge of twenty-five dollars (\$25) will be added to the account, and an additional fifty dollars (\$50) for each month thereafter until that quarterly assessment is paid." (Adopted 3/18/17).