

AMENDED AND RESTATED BYLAWS
THE HAMLET CLUSTER ASSOCIATION, INCORPORATED

ARTICLE I
OFFICES

The principal office of the Corporation in the Commonwealth of Virginia 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 Nonstock 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 Association.

- A. The members of the Association shall be all persons owning of record (whether in fee simple or life estate) any residential building lot on the property described in the Deed of Rededication and Resubdivision, Easement Agreement, Deed of Vacation, Deed of Conveyance and Deed of Release recorded among the land records of Fairfax County, Virginia on September 23, 1977, at Deed Book 4711, Page 276, *et seq.*, and depicted on the plat(s) referenced therein and attached thereto, or any subsequent plats recorded thereunder (the “Deed of Subdivision”) (the entirety of the land described in the Deed of Subdivision and shown on the plat(s) being hereinafter referred to as the “Property”).

A person taking title to any lot as security for the payment of money or the performance of an obligation shall not be a member of the Association.

No person or other entity shall be a member of the Association after he/she/it ceases to be the owner of record of any lot on the Property.

- B. The directors of the Association may, after providing notice to the member and a reasonable opportunity to cure the violation, and after affording the member an opportunity to be heard by the board of directors, suspend any person from membership in the Association during any period of time when there exists a violation by such member, his tenants, occupants, and/or his guests of any of the provisions of the Articles of Incorporation, Deed of Subdivision (including, but not limited to, the failure to make any payment to the Association when due and payable), the Reston Association First Amendment to the Deed of Amendment to the Deeds of Dedication of Reston (“Reston Association Deed of Dedication”), recorded among the land

records of Fairfax County, Virginia at Deed Book 18419, Page 1226, *et seq.*, these Bylaws, and/or the rules and regulations of the Association.

- C. Consistent with and as a part of the authority to suspend one's membership in the Association, the directors of the Association may, after providing notice to the member and a reasonable opportunity to cure the violation, and after affording the member an opportunity to be heard, suspend a member's right to use facilities or services, including utility services and common area parking privileges, provided directly through the Association for nonpayment of assessments which are more than sixty (60) days past due, to the extent that access to the lot through the common areas is not precluded and provided that such suspension shall not endanger the health, safety, or property of any owner, tenant, or occupant.
- D. Each member of the Association, by becoming such, agrees that he or she shall be personally responsible for the payment of the charges imposed upon him in connection with his ownership of a lot and membership in the Association, such charges being imposed pursuant to the authority provided in the Articles of Incorporation, the Deed of Dedication, these Bylaws, and the Reston Association Deed of Dedication. Each member of the Association, by becoming such, further agrees that he or she shall be personally responsible for compliance by himself, his family, guests, and invitees, with the provisions of the said Articles of Incorporation, the Deed of Dedication, these Bylaws, and the Reston Association Deed of Dedication and the rules and regulations adopted by the Association with respect to the Property.
- E. The qualifications set forth herein for membership in the Association shall be the only qualifications for such membership.

Section 2. Voting Rights. The members of the Association shall have the right to vote for the election and removal of directors. Except where a greater number is either required by Virginia law, the Articles of Incorporation, the Reston Association Deed of Dedication, the Deed of Subdivision, or these Bylaws or when the members are electing directors (directors shall be elected by a plurality of votes), a majority of members present, voting in person or by proxy, at meeting at which a quorum is present, is required to adopt decisions at any meeting of the Association. Each member of the Association 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 votes to which one person would be entitled was he the owner of such lot. Such vote shall be exercised by the unanimous action or consent of the owners of record of such lot who are entitled to vote with respect thereto.
- C. No member may vote at any meeting of the Association if payment by such member of any financial obligation to the Association is delinquent more than sixty (60) days and the amount necessary to bring the account current has not been paid at the time of such meeting or election.

- D. Only a member of the Association residing in the dwelling unit with respect to which he is entitled to vote shall have the right to vote.
- E. At all meetings of members, each member may vote in person or by proxy. All proxy designations shall conform to the requirements set forth in Article III, Section 7 below.

ARTICLE III
MEETING OF MEMBERS

Section 1. Annual Meeting. The board of directors shall be required to call and conduct at least one meeting of the members every calendar year, which shall be called the Annual Meeting. The Annual Meeting shall take place in the month of November. If the Annual Meeting cannot be held on the specified day and time for any reason, it shall be held on such other day and time as determined by the board of directors. The election of directors shall take place at the Annual Meeting or any adjournment thereof. If the election of directors shall not be held on the day designated herein 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 Association holding not less than one-fifth of the votes in the corporation.

Section 3. Place of Meetings. Meetings of the members shall be held at such suitable place in Fairfax County in the Commonwealth of Virginia as may be designated by the board of directors or the President, if the President calls a special meeting of the members.

Section 4. Notice of Meetings. The Association shall publish notice of any Annual Meeting or special meeting of members in the manner provided by law, but not less than fourteen (14) days prior to the meeting. 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 seven (7) days prior to any special meeting and not less than fourteen (14) or more than fifty (50) days before the date of any Annual 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 Association addressed to the member's lot address at the Property or to such other address as the member has provided in writing to the Association for the purpose of receiving notices. Notices of meetings may also be delivered by Electronic Transmission in accordance with the requirements of Virginia law. A member may, in a writing signed by him, waive notice of any meeting before or after the date of meeting stated therein. A member who attends a meeting shall be deemed to have had timely and proper notice of the meeting, unless the member attends for the express purpose of objecting to the manner in which the board called or convened the meeting. 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 at a meeting of the members of the Association 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 association.

Section 6. Quorum and Manner of Acting. Members holding one-tenth of the total votes, present in person or by proxy, shall constitute a quorum at any meeting of members. If 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, the Deed of Subdivision, the Reston Association Deed of Dedication or by these Bylaws. Once a member is present at a meeting, such member is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting.

Section 7. Proxies. A vote at a membership meeting may be cast by a proxy. A member may designate as his or her proxy any other member, any then current member of the board of directors, or the Managing Agent of the Association. The proxy form must be in writing, in the form required by law, and filed with the Secretary of the Association before the appointed time of the meeting or at any time specified by resolution of the board. Such proxy appointment shall be deemed revoked only upon actual receipt of notice of revocation by the person presiding over the meeting from any of the persons owning the lot with respect to which the vote is cast. Except with respect to proxies in favor of a mortgagee, no proxy appointment shall be valid for a period in excess of eleven (11) months after the execution thereof and, in any event, any proxy (other than those in favor of a mortgagee) shall terminate automatically upon the final adjournment of the first membership meeting held on or after the date of the proxy. The board of directors specifically reserves the power to establish rules and regulations concerning voting by proxy. Every proxy designation shall automatically cease upon conveyance by the member of his/her lot on the Property.

Section 8. Conduct of Meetings. The President shall preside over all meetings of the members and the Secretary shall keep the minutes of the meeting and keep a record in a minute book of all resolutions adopted at the meeting as well as a record of all transactions occurring thereat. Roberts' Rules of Order (latest edition) shall govern the conduct of all meetings of the members when not in conflict with the Articles of Incorporation, the Reston Association Deed of Dedication, these Bylaws, the Virginia Property Owners' Association Act, or the Virginia Nonstock Corporation Act.

ARTICLE IV
DIRECTORS

Section 1. General Powers and Qualifications. The affairs of the Association shall be managed by its directors. The board of directors shall have the power to, among other things, make and amend rules and regulations governing the use of the common area and facilities, the personal conduct of the members and their guests thereon, and such other matters as are necessary for the administration of the Association and are not inconsistent with the Deed of Dedication, the

Articles of Incorporation, the Reston Association Deed of Dedication, or these Bylaws. Only members of the Association and their spouses shall be eligible to act as directors. No member may be elected or continue to serve on the board of directors if payment by such member of any financial obligation to the Association is delinquent more than sixty (60) days and the amount necessary to bring the account current has not been paid at the time of such election.

Section 2. Number and Tenure. The number of directors shall be five (5). The number of directors may be changed by a majority vote of the members present voting, in person or by proxy, at a meeting of the members. The directors 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 on the board of directors caused by any reason, other than removal of a director by a vote of the Association, 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 Association. 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. Removal of Directors. A director may be removed with or without cause, by a majority vote of the members at a meeting of the Association at which a quorum is present, and his successor may at the same meeting be elected by a plurality of the votes cast. A director may also be removed by a vote of a majority of the board of directors if the director fails to attend three (3) consecutive scheduled meetings of the board of directors without an adequate excuse. A director whose removal has been proposed shall be given at least ten (10) days' notice of the calling of the Association or board meeting and purpose thereof, and an opportunity to be heard at the meeting.

Section 4. Regular Meetings. Regular meetings of the board of directors may be held at such time and place in Fairfax County in the Commonwealth of Virginia as shall be determined from time-to-time by a majority of the directors.

Section 5. 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 Commonwealth of Virginia and which is reasonably convenient to a majority of the directors, as the place for holding any special meeting of the board called by them.

Section 6. Organizational Meeting. The first meeting of the board of directors following the Annual Meeting of the Association shall be held within thirty (30) days thereafter at such time and place as shall be fixed by the new board at the meeting at which such board of directors shall have been elected, and no notice shall be necessary to the newly elected members of the board of directors in order to legally constitute such meeting, provided a quorum of the board of directors shall be present. The board shall elect its officers at such organizational meeting.

Section 7. Notice of Meetings. Notice of any meeting of the board of directors for the holding of which notice is required shall be given at least three (3) days previous thereto by written

notice delivered personally or sent by mail or Electronic Transmission to each director at his address as shown on the records of the Association. 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. Except in the circumstances described in the Virginia Nonstock Corporation Act, 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. Notice of the time, date and place of each meeting of the board of directors or of any subcommittee or other committee thereof shall be published where it is reasonably calculated to be available to a majority of the members of the Association.

Section 8. 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 9. 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 10. 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 acknowledged and approved by all the directors.

Section 11. Compensation. No director shall receive compensation for any service the director may render to the Association in his or her capacity as a director. However, any director may be reimbursed for actual reasonable expenses incurred in the performance of his or her duties as a director, as permitted by Virginia law.

ARTICLE V **OFFICERS**

Section 1. Officers. The officers of the Association shall be a President, one or more Vice Presidents (the number thereof to be determined by the board of directors), a Secretary and a Treasurer. 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, excepting the offices of the President and Secretary. The President shall be a director of the Association. Other officers may be, but need not be, directors of the Association.

Section 2. Election and Term of Office. The officers of the Association shall be elected annually by the board of directors at the organizational meeting of the board of directors, which will be held within thirty (30) days following the Annual Meeting of members at which director elections are held. Each officer shall hold office until his or her successor shall have been duly elected. Officers shall be elected for a term of one year.

Section 3. Resignation, Succession, and Removal of Officers. Any officer may resign by delivering written notice to the board of directors. Unless otherwise specified in the notice, such resignation shall take effect upon the receipt thereof, and acceptance by the board of directors of such resignation shall not be necessary to make it effective. Should the President resign, the Vice President shall succeed that person until the next regular election of officers. Should any other officer resign, the board shall appoint that person's replacement. Upon the affirmative vote of a majority of the directors, any officer may be removed, either with or without cause, and a successor may be elected at any regular meeting of the board or at any special meeting of the board called for such purpose. 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 4. 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. Specific officer powers and duties shall be as follows:

(A) President – The president shall be the chief executive officer of the Association. The president shall preside at all meetings of the Association and of the board of directors; have general and active direction of the business of the Association subject to the control of the board; see to the execution of the resolutions of the Association and the board of directors; and in general perform all the duties incident to the office of President.

(B) Vice President – The Vice President shall take the place of the President and perform the duties of the President whenever the President shall be absent or unable to act. If neither the President nor the Vice President is able to act, the board of directors shall appoint some other director to act in the place of the President on an interim basis. The Vice President shall also perform such other duties as shall from time to time be imposed upon him by the board of directors or by the President.

(C) Secretary – The Secretary shall keep the minutes of all meetings of the Association and of the board of directors or ensure that these minutes are kept by an appropriate third party; have charge of such books and papers as the board may direct and as may be required by law; maintain a register setting forth the place to which all notices to Association members hereunder shall be delivered; give or cause to be given all notices required to be given by the Association; file or cause to be filed the annual report; and in general perform all the duties incident to the office of Secretary.

(D) Treasurer – The Treasurer shall be responsible for Association funds and securities; ensure the keeping of full and accurate financial records and books of account showing all receipts

and disbursements; prepare or cause to be prepared all required financial data; ensure the deposit all monies and other valuable effects in the name of the board of directors or the Association in such depositories as may from time to time be designated by the board; and, in general, perform all the duties incident to the office of Treasurer.

ARTICLE VI
COMMITTEES

Section 1. Committees. The board of directors may, by resolution, establish such committees to perform such duties and to have such powers as may be provided in the resolution adopted by the board of directors. All such committees shall have at least one member of the board assigned as liaison. All standing committees shall be governed by a committee charter, duly adopted as a resolution by the board of directors. All committees and members thereof shall serve at the pleasure of the board of directors.

Section 2. Rules and Procedures. Each committee may adopt rules and procedures for the committee provided that the rules and procedures are not inconsistent with the terms of the resolution of the board of directors forming the committee, the Articles of Incorporation, Reston Association Deed of Dedication, or these Bylaws.

ARTICLE VII
ADDITIONAL, RIGHTS, DUTIES, AND POWERS

All those rights, duties, powers and obligations set forth in Article VII of the Reston Association Deed of Dedication 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. The board of directors shall also have all powers, duties and rights authorized by the Virginia Property Owners Association Act (the "POAA"), Va. Code Ann. §§ 55-508, *et seq.* The board of directors shall have all of the powers necessary for the administration of the affairs of the Association in accordance with applicable law, the Articles of Incorporation and these Bylaws, except for those matters which the applicable law, Articles of Incorporation, Reston Association Deed of Dedication, or these Bylaws require to be exercised and done by the members of the Association or which are reserved to the Reston Association.

ARTICLE VIII
AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the board of directors, subject to ratification by the members. The vote of a simple majority of

members present, in person or by proxy, at a meeting duly noticed for that purpose shall constitute ratification of any amendments hereto by the board of directors.

ARTICLE IX
ASSESSMENTS

Section 1. Cluster Fees. As set forth in the Reston Association Deed of Dedication to which the Property is subjected, each member of the Association is obligated to pay his proportionate share of the annual expenses of the Association. Cluster fees shall be payable according to a schedule set by the board of directors. Special assessments may be levied by the board of directors in accordance with the procedures set forth in the Virginia Property Owners Association Act.

Section 2. Late Charges, Interest, Attorney's Fees, Acceleration and Liens.

- a. Any assessment, including but not limited to regular and special assessments, or any installment thereof, not paid by the 10th day of the month in which it is due shall be delinquent and shall accrue a late charge of \$25.00 or such other amount as may be determined from time to time by resolution of the board of directors.
- b. In any proceedings arising out of any alleged default by a member, the Association shall be entitled to recover the costs of such proceeding and such reasonable attorneys' fees as may be determined by the court. If the matter is settled prior to bringing any such action, the Association may nonetheless recover its costs and reasonable attorney's fees expended.
- c. In any case in which an assessment is payable in installments, upon a default in the timely payment of any installment, the maturity of the remaining total of the unpaid installments of such assessment shall be deemed accelerated and due and payable in full.
- d. The total annual assessment due from each member for common expenses, any additional assessment, any special assessment or any other sum duly levied (including without limitation interest, late charges, attorney's fees, costs, etc.), pursuant to the Reston Association Deed of Dedication, the Deed of Subdivision, these Bylaws or rules and regulations adopted by the board of directors, is hereby declared to be a lien against any lot owned by the member from whom such amount is due. The board of directors may record such other or further notice of any such lien, or such other or further document, as may be required to confirm the establishment and priority of such lien. The lien created by this section shall be prior to all liens and encumbrances except those made superior by law. The lien for assessments may be enforced and foreclosed in any manner permitted by the laws of Virginia for foreclosure of mortgages or deeds of trust containing a power of sale, by an action at law or in equity, or as provided by the Virginia Property Owners Association Act, Va. Code Ann. §§ 55-508, et seq.

Section 3. Annual Budget. The board of directors shall determine the fiscal year for the Association. At least sixty (60) days prior to the beginning of the fiscal year, the board of directors shall prepare an operating budget setting forth the anticipated expenses for the coming year. Failure to adopt a budget shall not affect the Association's authority to levy and collect assessments against the members.

Section 4. Reserve Funds. The Association shall establish and maintain a reserve fund for maintenance and upkeep of the common areas.

ARTICLE X
ENFORCEMENT

The board of directors shall have the right to enforce all provisions of these Bylaws, the Deed of Subdivision, the Reston Association Deed of Dedication, and any rules and regulations duly adopted, by any proceeding at law or in equity authorized by these Bylaws, the Deed of Subdivision, the Reston Association Deed of Dedication, or the Virginia Property Owners Association Act, Va. Code Ann. §§ 55-508, *et seq.* The board of directors shall issue a written warning to the offending member when it becomes aware of any violation. If the problem is not promptly corrected, the board may take whatever steps are necessary, including legal action to enforce compliance with the covenants. The board may also refer any violations to Reston Association and request that Reston Association engage in enforcement actions, including the imposition of violation assessments and any other authorized charges.

In any proceedings arising out of any alleged default by an owner located within the Property, the Association shall be entitled to recover the costs of such proceeding and such reasonable attorneys' fees as may be determined by the court. If the matter is settled prior to trial, the Association may nonetheless recovery its costs and reasonable attorney's fees expended.

CERTIFICATION

We, the undersigned, do hereby certify:

THAT we are the duly elected officers and directors of The Hamlet Cluster Association, Incorporated, a Virginia nonstock corporation; and

THAT the foregoing Bylaws constitute the Amended & Restated Bylaws of said corporation, as duly adopted by majority vote at a meeting of the board of directors at which a quorum was present, held on the _____ day of _____, 2018, and thereafter ratified by a requisite vote of the members.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Corporation this _____ day of _____, 2018.

_____, President

_____, Secretary

CERTIFICATE OF MAILING

I certify that this Amended & Restated Bylaws of The Hamlet Cluster Association, Incorporated was mailed via first class mail, postage prepaid on ___ day of _____, 2018 to all of the members at their address of record on file with the corporation.

By: _____
Title: _____