

BYLAWS
OF
ORCHARD GREEN CLUSTER ASSOCIATION

ARTICLE I

NAME AND OFFICES

Section 1. Name. The name of the corporation is Orchard Green Cluster Association, hereinafter referred to as the “Association”.

Section 2. Location of Offices. The principal office of the Association in the Commonwealth of Virginia shall be located in the County of Fairfax. The Association may have such other offices either within or without the Commonwealth of Virginia, as the Board of Directors may from time to time determine.

Section 3. Registered Office and Agent. The Association 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 Board of Directors, and the registered office may be, but need not be, identical with the principal office of the Association in the Commonwealth of Virginia.

ARTICLE II

MEMBERS

Section 1. Membership. All persons owning of record any dwelling unit on the property within Parcel 12-A2 or Parcel 12-A1, Section One, Reston as set forth on the plat or plats to the Deed of Resubdivision and Rededication (hereinafter referred to as the “Property”) shall be members of the Association.

Section 2. Suspension from Membership.

(a) The Board of Directors may, after affording the member an opportunity to be heard, suspend any person from membership in the Association during any period of time when there exists a violation of any of the provisions of the Deed of Resubdivision and Rededication (including, but limited to, the failure to make any payment to the Association when due and payable under the terms of the said Deed) with respect to the dwelling unit he/she owns, whether occupied, vacant, rented or leased to a third party, or when he/she is in violation of any regulation adopted by the Association with respect to the Property.

(b) No person shall be a member of the Association after he/she ceases to be the owner of record of any dwelling unit on the Property or takes title as security for the payment of money or the performance of an obligation.

Section 3. Responsibilities. Members of the Association, by becoming such, agree that they shall be personally responsible for the payment of the charges created under the Deed of Resubdivision and Rededication with respect to the dwelling unit they own and for compliance by themselves, their family, guests and invitees with the provisions of the said Deed and the rules of use adopted by the Association with respect to the Property.

Section 4. Voting Rights.

(a) Each member of the Association, whose assessments are current, shall have the right to vote for the election and removal of Directors and on any other matter properly brought before the membership. Each member of the Association shall have one vote, except that any person owing more than one dwelling unit on the Property shall have the number of votes equal to the number of dwelling units owned.

(b) When any dwelling unit on the Property 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 were he/she the sole owner of such dwelling unit. Such vote shall be exercised only by the unanimous action or consent of the owners of record of such dwelling unit who are entitled to vote with respect thereto.

(c) Members may vote by giving a duly executed proxy to another member of the Association or any legally competent individual residing in a dwelling unit on the Property, provided that such proxy may be exercised by such other individual only if he/she attends the meeting for which the proxy is given. The proxy shall be in a form approved by the Board of Directors and is valid only for the meeting specified therein. No Director, or candidate for Director, shall be permitted to exercise any proxies in connection with the election of Directors, and no individual shall be permitted to exercise more than five proxies in connection with any matter whatsoever.

ARTICLE III

FISCAL

Section 1. Assessment. The annual assessment on each lot provided for in the Protective Covenants and Restrictions of Reston, and fixed by the Board of Directors, shall be payable in quarterly installments. These installments shall be due and payable on the first working day of January, April, July and October, whether or not a bill is received. Each member will be sent an invoice at least two weeks prior to the beginning of each quarter for which the payment of an assessment is due.

Section 2. Late Fees and Interest. The Board of Directors is empowered to charge a late fee on delinquent assessments and charge interest on delinquent assessments and charges. These late fees and interest shall be charged if payment is not received within thirty days after an assessment becomes due and payable. The late fee shall be ten percent of any outstanding balance owed, including late fees and interest. Interest shall be charged at a rate up to the maximum rate permitted by law for debts of a similar nature at the discretion of the Board.

Section 3. Legal Action. The Board of Directors is empowered to retain counsel and take appropriate legal action to collect delinquent assessments and charges. The following procedures apply:

(a) Within fifteen (15) working days after an assessment becomes delinquent, the Board of Directors, or an agent designated by the Board, shall send a delinquency notice to the member requesting immediate and full payment. If such payment is not received in the office of the Association within fourteen calendar days from the date of the delinquency notice, a written demand notice shall be sent to the member, after which time the Board is empowered to initiate legal action or other appropriate steps to collect all monies which are due and payable.

(b) If a member's delinquent account is referred to an attorney for legal action, the Board of Directors is empowered to declare the entire balance of the annual assessment for the remainder of the year immediately due and payable.

(c) Pursuant to the Virginia Property Owner's Association Act of 1989, as amended in 1991, the Board of Directors is empowered to place a lien on a member's lot if payment of any assessment is not received within ninety days after it becomes due and payable. Such lien shall be placed within twelve months after the assessment became due and payable.

(d) The Board of Directors is empowered to assess costs, including attorney's fees and court costs, of collecting delinquent assessments and charges and of enforcing Association rules.

Section 4. Annual Budget. Prior to the annual meeting of members, the Board of Directors shall adopt an annual operating and capital budget and establish the annual assessment for the coming fiscal year (January – December).

Section 5. Reserves. The Board of Directors shall maintain an adequate level of reserve funds for the timely repair and replacement of capital improvements. Prior to the adoption of each annual budget, it shall review the adequacy of such reserves. Note: Section 55-514.1 of the Virginia Property Owner's Association Act requires all homeowner associations to ensure that a reserve study be conducted at least once every five (5) years.

Section 6. Insurance. The Board of Directors shall maintain adequate hazard and liability insurance at all times. At least annually, it shall review the adequacy of coverage in its insurance policies.

Section 7. Disbursement of Funds. All checks, drafts, or orders for the payment of monies, and all notes and acceptances, shall be signed by the President or Vice President and the Treasurer, unless the power to sign the same has been delegated by the Board of Directors to some other officer or agent of the Association.

Section 8. Special Assessments. The Board of Directors is given the authority to levy special assessments against some or all of the lots in the Cluster, applicable to not more than ten years, for the purpose of defraying in whole or in part, the cost of any acquisition or construction, reconstruction, repair or replacement of a capital improvement upon the Cluster Common Area or other property, including fixtures and personal property thereon, *provided* such assessment is approved by the majority vote of the Membership.

ARTICLE IV

MEETINGS OF MEMBERS

Section 1. Annual Meeting. The annual meeting of members shall be held in October each year, generally on the second Tuesday of the month, at an evening hour designated by the Board. The purposes of the annual meeting are: 1) to hear reports on the state of the Association, 2) to elect Directors, and 3) to permit questions and comments from the members. If the date fixed for the annual meeting is a legal holiday, such meeting shall be held on the next succeeding business day. If the election of Directors is not held on the day designated herein for the annual meeting, 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 members may be called by the Board of Directors, or members of the Association holding not less than one-fifth of the votes.

Section 3. Notice of Meetings. The Association 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 be delivered not less than ten or more than fifty (50) days before the date of the meeting (except as otherwise specified by law) either personally or by mail to each member of the Association at his/her address as shown on the records of the Association. A member may, in writing signed by him/her, waive notice of any meeting before or after the date of the meeting stated therein. Failure to deliver any notice to any member shall not affect the validity of the published notice.

Section 4. Informal Action by Members. Any action required or permitted by law to be taken at a meeting of 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 members of the Association.

Section 5. Quorum and Manner of Acting. Members holding two-fifths of the total votes, i.e. 26 votes, either in person or by proxy, shall constitute a quorum at any meeting. If a quorum is not present at any meeting of members, a majority of the members present in person or by proxy may adjourn the meeting from time to time without further notice. An act of the majority of the members present in person or by proxy at a meeting at which a quorum is present shall be an act of the members, unless a greater number is required by law, the Amended Articles of Incorporation, or these Bylaws.

Section 6. Conduct of Meetings. The Board of Directors may make such regulations as they deem advisable for any meeting of members in regard to proof of membership in the Association, 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 Association and its members. Robert's Rules of Order shall govern the procedures of all meetings unless waived by a majority of those present and entitled to vote.

ARTICLE V

DIRECTORS

Section 1. General Powers. The management of the affairs of the Association shall be vested in the Board of Directors. Only members of the Association and their spouses shall be eligible to serve as Directors. After notice, the Board of Directors may establish reasonable rules of use for the cluster common area, including parking rules. Such rules shall be periodically publicized.

Section 2. Number and Term. The number of Directors shall be five. Directors shall be elected for a term of two years and until respective successors are elected. Any vacancy occurring in the Board of Directors may be filled at any meeting of the Board 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 members of the Association; provided, however, that any vacancies in the Board resulting from amendment of the Bylaws to increase the number of Directors shall not be filled by the Board of Directors, but shall be filled at the next succeeding meeting of members of the Association. Any Director appointed to fill a vacancy (other than one resulting from an increase in the number of Directors) shall serve only the remaining portion of that specific Director's term. Any Director so appointed on a temporary basis by the Board of Directors must be affirmed at the next meeting of members of the Association.

Section 3. Meetings.

(a) The annual organizational meeting of the Board of Directors for the purpose of electing officers shall be held immediately following the annual meeting.

(b) The regular monthly meeting of the Board of Directors shall be held on such day of the month as the Board sets from time to time.

(c) Special meetings of the Board of Directors may be called by the President or at the request of any two Directors. Notice of special meetings shall be provided to the Directors at least two days in advance by mail, telegram, telephone, or hand delivery, unless waived by a Director by attendance at the meeting or by written waiver signed before or after the meeting. The Board may also convene informally in meetings where no substantive decisions are made.

(d) All meetings of the Board of Directors shall be open to the members, except the Board may meet in executive session on personnel and legal matters and on contract negotiations, as determined by the majority of the Board.

Section 4. Quorum. Except as otherwise required by law, the Amended Articles of Incorporation, or these Bylaws, a majority of the Directors shall constitute a quorum for the transaction of business. If less than a quorum is present, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 5. Manner of Acting. An act of a majority of the Directors present at a meeting at which a quorum is present shall be an act of the Board of Directors, unless a greater number is required by law, the Amended Articles of Incorporation, or these Bylaws. Any action which may be or is required to be taken at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all Directors.

Section 6. Compensation. Directors shall not receive any compensation for their services as such, but they may, by Board resolution, be reimbursed for expenses related to such service or to service as an officer of the Association.

Section 7. Removal. Any Director may be removed from office by the affirmative vote of two-thirds of the members of the Association entitled to vote at any meeting called expressly for that purpose.

ARTICLE VI

OFFICERS

Section 1. Enumeration. 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), Secretary, and Treasurer. The Board may elect such officers as it deems desirable; such

officers to have the authority and perform the duties prescribed from time to time by the Board. Any two or more offices may be held by the same person, except the offices of President and Secretary. The President and Secretary shall be elected Directors. It is anticipated that all officers shall be elected Directors except in the case of vacancies filled by the Board after the annual membership meeting. Such vacancies may be filled by residents of the cluster who need not be elected Directors except for the positions of President and Secretary.

Section 2. Election, Term, and Vacancies. The officers of the Association shall be appointed annually by the new Board of Directors at its organizational meeting following the annual membership meeting. Each officer shall hold office until a successor has been duly elected. A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

Section 3. Removal. Any officer may be removed by the Board of Directors whenever, in its judgment, the best interest of the Association will be served thereby.

Section 4. Powers and Duties. Except as otherwise required by law, by the Amended Articles of Incorporation, or these Bylaws, the officers of the Association each shall have such powers and duties as generally pertain to their respective offices, and such powers and duties as may be conferred from time to time by the Board of Directors. Specific duties include the following:

(a) **President.** The President shall be the chairperson at all meetings of the Board of Directors and at all meetings of members. He/she shall exercise general supervision and administration over the Association's affairs and over its officers. He/she shall have the authority to execute all contracts or other documents on behalf of the Association.

(b) **Vice President.** The Vice President shall exercise the duties of the President in his/her absence.

(c) **Secretary.** The Secretary shall maintain minutes of all minutes and setup and maintain files of the Association. He/she shall provide and keep in safe custody the corporate seal, and when authorized or directed by the Board of Directors, shall affix the same to any document requiring said seal and attest the same by his/her signature.

(d) **Treasurer.** The Treasurer shall be responsible for any monies of the Association coming into his/her possession, for keeping accounting records, for disbursing monies authorized by the Board, for preparation of financial statements and reports, for filing and paying timely tax returns. Pursuant to Article III, Section 1 of these Bylaws, the Treasurer shall invoice members for payment of assessments and charges and shall vigorously pursue the collection of all delinquent accounts.

Section 5. Indemnification. Directors and officers shall be indemnified as spelled out in the Amended Articles of Incorporation.

ARTICLE VII

COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Board, may designate one or more committees, which committees, according to their mandate, shall have and exercise the authority of the Board of Directors in the area of their specific responsibility. No such committee shall have the authority of the Board of Directors to approve an amendment to the Amended Articles of Incorporation 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 Association may be designated by a resolution adopted by the Board 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.

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 Association, the year of its incorporation, and the words "Corporate Seal – Virginia".

ARTICLE X

MISCELLANEOUS

The 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.

ARTICLE XI

AMENDMENTS

These Bylaws may be amended or repealed by the Board of Directors at any meeting where a quorum is present, but Bylaws so amended or repealed by the Board may be amended and repealed by an affirmative vote of a majority of the voting members.

October 2009

These Bylaws are hereby adopted this xxth day of October 2009 and supersede all prior versions.

Dan Pennington, President

Allan Hoffman, Secretary