

**HICKORY CLUSTER ASSOCIATION, INCORPORATED
(A VIRGINIA NON-STOCK CORPORATION)**

BYLAWS

(As Adopted by the Board of Directors November 3, 1993)

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

ARTICLE II - MEMBERS

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

- (A) All persons owning of record any Lot, with or without improvements of a dwelling unit or townhouse, (hereinafter referred to as "Lot") on the property shown within Hickory Cluster on the plat attached to the Deed of Dedication, or on any subsequent plat filed pursuant to Article III of the Deed of Dedication (hereinafter referred to as the "Property") (except a person taking title as security for the payment of money or the performance of an obligation).
- (B) No person shall be a member of the Corporation after he ceases to be the owner of record of any Lot on the Property.
- (C) 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 Dedication (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 Dedication) with respect to the Lot he owns or when he is in violation of any rule or regulation adopted by the Corporation with respect to the Property.
- (D) Each member of the Corporation, by becoming such, agrees that he shall be personally responsible for the payment of the charges created under the Deed of Dedication with respect to the Lot he owns and for compliance by himself, his family, guests, and invitees, with the provisions of the said Deed of Dedication, Articles of Incorporation and Board of Directors' resolutions, rules and regulations with respect to the Property.

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

Section 2. Transfer of Membership. Membership in the Corporation is not transferable or assignable.

Section 3. Members' Right of Enjoyment and Responsibilities. For the purpose of maintaining a strong sense of community and to insure the protection of individual member rights, the following guidelines are adopted as key responsibilities of membership in the Corporation, above and beyond the norms of accepted community behavior and conduct:

(A) Every member shall have a right and easement of enjoyment in and to the common areas and such easement shall be appurtenant to and shall pass with the fee title to every Lot subject to the following:

- (1) The right of the Cluster Association, in accordance with the Deed of Dedication and its' Articles of Incorporation, and with the consent of two-thirds (2/3) of all the members entitled to vote, to incur debt for the purpose of improving the common areas in a manner designed to promote the enjoyment and welfare of the members and in aid thereof to mortgage any of the common areas.
- (2) The right of the Cluster Association to take such steps as are reasonably necessary to protect the Property of the Cluster Association against mortgage default and foreclosures; provided, however, that the same are in conformity with the other provisions of this Declaration.
- (3) The right of the Cluster Association to adopt reasonable rules respecting use of the common areas.
- (4) The right of the Cluster Association to suspend the voting rights for any period during which any assessment remains unpaid and for any period not to exceed sixty (60) days for any infraction of any of the published Rules of Conduct, Regulations, and Resolutions of the Cluster Association.
- (5) The right of the Cluster Association to dedicate or transfer all or any part of the common areas to any public or municipal agency, authority or utility for purposes consistent with the purpose of the Deed of Dedication and subject to the then existing laws and applicable ordinances; provided, however, that no such dedication or transfer or determination as to the purposes or as to the conditions thereof, shall be effective unless two-thirds (2/3) of all members voting in person or by proxy consent to such dedication, transfer, purpose and conditions, at any special meeting of the members duly called for such purpose.

(B) Every member shall have the following responsibilities:

- (1) Abide by the Rules of Conduct, Regulations and Resolutions as enacted by the Board of Directors. The Rules of Conduct, Regulations and Resolutions shall apply to all Hickory Cluster owners, tenants,

guests, invitees, employees, and/or others, including children and other family members thereof. Owners are responsible for the actions of their children, guests, servants, employees, or any other person occupying or visiting their Lot. Any damage to the common element structures, parking areas, recreational facilities, equipment, decorations, signs, trees, plant life and common areas caused by any owner, his/her tenant, guest, invitee, children, employee, or pet shall be repaired at the expense of that owner.

- (2) Members who do not live at the Lot they own are responsible for the actions of the residents who occupy the premises. Members shall make all residents of their Lot fully aware of the Cluster Association Bylaws and Rules. Members shall instruct residents of their Lot in proper and courteous behavior (i.e., no loud music or parties late at night, no parking on grass or in plazas, proper disposal of trash, etc.). Members are responsible for payment of any fines levied against their Lot because of such residents' violation of the Bylaws and/or Rules and Regulations.
- (3) Members are prohibited from the selling of common elements or development (construction of living or storage buildings) on common elements.
- (4) Each member is required to have fire insurance on each and every Lot, including improvements, they own in the Cluster Association since each Lot has at least one common wall. The insurance policy shall be written for the replacement value of the Lot and improvements. Each member will replace or repair the Lot, including improvements, to at least the original condition before the catastrophe occurred.
- (5) Each member has the responsibility to respond in writing to any complaint presented to them through the Board of Directors, Reston Association, or the management company. Response should clearly identify the original complaint, the homeowners perception of the complaint and their proposed solution.

ARTICLE III - MEETINGS OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the members shall be held in May at or near the hour of 8:00 p.m. for the purpose of electing Directors and/or for the transaction of such other business as may come before the meeting. The date selected for the annual meeting will not be a legal holiday. If the election of Directors shall not be held on the day of the annual meeting or any adjournment thereof, 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 in good standing of the Corporation holding not less than one-fifth (1/5) of the votes.

Section 3. Place of Meeting. The Board of Directors may designate any place within Fairfax County as the place for any annual or special meeting called by

the Board of Directors and the President may designate any place within Fairfax County as the place of meeting for any special meeting called by him. Approval by two-thirds (2/3) majority of members in good standing is required for any meetings designated outside Fairfax County. If no designation is made or if a special meeting is called by the members of the Corporation, the Secretary shall fix the location of the meeting.

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 (10) or more than sixty (60) days before the date of the meeting, except as otherwise specified by law, either personally or by mail, by or at the direction of the President or the Secretary or the members 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. Action by Written Consent of Members. Any 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 a consent in writing setting forth the action so taken shall be signed by all of the members of the Corporation.

Section 6. Quorum and Manner of Acting. Members holding one-fifth (1/5) of the total votes of the members entitled to vote shall constitute a quorum at any meeting; provided, that the presence of at least fifty per cent of the Members shall be required whenever the Membership takes action under Sections 55-513 or 55-514 of the Code of Virginia or under Article IV Sections 1(H), 1(I) or 10 of these By-laws. 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 all 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. Written minutes, summarizing major discussion topics, decisions, commitment of corporate resources and other pertinent community issues, shall be recorded for each regular meeting or special meeting of the members. These minutes will be held with the Secretary or President of the Board of Directors of the Cluster Association and be passed along to future Boards of Directors.

Section 8. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary of

Hickory Cluster Association. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot and his consequent loss of membership. If actions are being taken under Article IV Sections 1(H) or 1(I), the proxy must include a special notice giving full disclosure of the proposed assessment, including purpose, total amount, and time of completion.

ARTICLE IV - DIRECTORS

Section 1. Definition and General Powers.

- (A) The affairs of the Corporation shall be managed by its Directors. A Director must be a member of good standing (association fees must be paid current and there are no outstanding Bylaw or Architectural Review violations) of the corporation and a current resident of a Lot within the cluster.
- (B) The Cluster Association is required to hire a Certified Public Accountant, not affiliated with or a member/resident of Hickory Cluster Association, to provide an end of the calendar year written audit, to prepare quarterly and yearly tax returns and to review the financial state of the Association.
- (C) The cash accounts of the Association must be maintained by a Certified Public Accountant or Professional Management Firm. Such firm(s) must have at least five (5) years experience in their field and maintain a fidelity bond equal to or greater than Two Hundred Thousand Dollars (\$200,000).
- (D) The following bidding procedure will be followed by the Board based on the estimated amount of the required products or services:

<u>Estimated Amount of Products or Services</u>	<u>Required Number of Written Bids</u>
\$ 1,000 - \$ 2,000	2
Above \$2000	3

Products and services provided by a sole source or a limited number of sources, will require the Board of Directors' review of the references of said product and services, with the final approval based on the Board of Directors' determination that the said products or services are the best available and constitute best value for the community.

- (E) The Board of Directors may not incur indebtedness or mortgage the common area without the prior approval of two-thirds (2/3) of all the members entitled to vote.
- (F) The Rules, Regulations, and Resolutions and their enforcement procedures may be added to, modified or repealed at any regular meeting held by the Board of Directors. The managing agent, and if not used, the Secretary shall maintain a complete record of the Book of Rules, Regulations and Resolutions.
- (G) The Board of Directors may not modify common land property, except for emergency/preventative maintenance, without written approval from 2/3rds (minimum of 3) of the affected neighbors.

- (H) During any period of twelve consecutive months, the Board may levy a special assessment or assessments ("Special Assessment"), equal to or less than fifty percent of the total annual assessment for common expenses for that fiscal year, for the purpose of defraying, in whole or part, the cost of any additions, alterations, improvements, construction, reconstruction, inordinate repair or replacement of a capital improvement located upon, or forming a part of the common area, including the necessary fixtures and personal property related thereto, or for such other purposes as the Board of Directors may consider appropriate; provided, however, that any such Special Assessment may be rescinded by a majority vote of the Members in person or by proxy at a Special Meeting of the Members at which a quorum is present convened in accordance with the provisions of these By-Laws within sixty (60) days of receipt of the notice of such assessment.
- (I) Whenever, during any period of twelve consecutive months, the common elements shall require additions, alterations, improvements, construction or reconstruction, inordinate repair or replacement costing in excess of fifty percent of the total annual assessment for common expenses for that fiscal year, the Board of Directors or one-third of the Members may call a special meeting of the Members to approve, by two-thirds vote of all members, a Special Assessment to defray the cost of such additions, alterations, improvements, construction or reconstruction, inordinate repair or replacement. In the alternative, the Board may bring the matter to the annual meeting of the Members by including in the notice of that annual meeting a statement of its intention to request the approval of Members for such Special Assessment.

Section 2. Election of Directors. The number of Directors shall be seven (7). The length of term of each of the Directors shall be three (3) years, in overlapping terms. The election of Directors by members of the Corporation shall be held at the annual meeting held in May each year.

Section 3. Regular Meetings. A regular meeting of the Board of Directors shall be held within thirty (30) days following the annual meeting of members at such time and place, within Fairfax County, as may be specified in the notice thereof. If the date fixed for the regular meeting shall be a legal holiday in the place where the meeting is to be held, such meeting shall be held during the next succeeding business week. The Board of Directors will provide by resolution the time and place, within Fairfax County, for the holding of additional regular meetings of the Board without other notice than such resolution. The Board of Directors will meet a minimum of four (4) times annually, approximately quarterly, in addition to the Annual Meeting.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, within Fairfax County, 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 (2) days previous thereto by written notice delivered personally, telephonically or sent by mail or facsimile to each Director at his address as shown on the records of the

Corporation. If mailed, such notice shall be deemed to be delivered five (5) days after deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is sent by facsimile, such notice shall be deemed to be delivered when the facsimile is delivered to each Director at his address as shown on the records of the Corporation. Oral notice of any meeting of the Board may be given if communicated directly to the Director(s) to whom it is to be given. 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.

Section 7. Manner of Acting. 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, 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 as Directors. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor. Nothing herein contained shall be construed to preclude any Director from the reimbursement of expenses incurred in the performance of his duties.

Section 9. Action by Written Consent of 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 of Directors if a consent in writing, setting forth the action so taken, shall be signed by all members of the Directors.

Section 10. Resignation or Removal of Directors. A Director may resign at any time by delivering written notice to the Board of Directors, the President or the Secretary. The resignation is effective upon delivery of the notice unless the notice specifies a later date. Any Director may be removed by a 50% vote of all the members entitled to vote, with or without cause, at a special meeting called for that purpose, by the majority of the votes entitled to be cast at an election of Directors. A Board member will automatically be removed from the Board of Directors upon the sale of all their Lots within the Association.

ARTICLE V - OFFICERS

Section 1. Officers. The officers of the Corporation shall be a President, and a Secretary. The Board of Directors may elect such other officers, including one (1) or more Vice-Presidents, one (1) Treasurer, one (1) or more Assistant Secretaries and one (1) 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 (2) or more offices may be held by the same person, excepting the offices of President and Secretary. The President and Secretary shall be Directors of the Corporation. Other officers may be, but need not be, Directors of the Corporation.

Section 2. Election, Term of Office and Vacancies. The officers of the Corporation shall be elected annually by the Board of Directors at the first regular 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, removal, or otherwise 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 majority of the Board of Directors with or without cause.

Section 4. Powers and Duties. The officers of the Corporation shall, except as otherwise provided by law, by the Articles of Incorporation of the Corporation, 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.

ARTICLE VI - COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors, may designate one (1) or more committees, each of which may consist of two (2) or more Directors.

Section 2. Rules. Each committee may adopt rules for its own governance not inconsistent with the terms of the resolution of the Board of Directors designating the committee or with rules adopted by the Board of Directors. As designated by the President or the Board of Directors, each committee shall provide written progress reports of its activities.