

BY-LAWS OF SAWYERS CLUSTER ASSOCIATION

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 other such 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 Non-Stock Corporation Act. The address of 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 A: Membership in the Corporation

The following shall be members of the corporation:

- i. Gulf Reston, Inc., a Delaware corporation (which, together with any successor to all or substantially all of its business of developing the community of Reston, is referred to herein as the "Developer of Reston") and
- ii. All persons owning of record any dwelling unit of the Property (except a person taking title as security for the payment of money or the performance of an obligation).

No person (other than the Developer of Reston) shall be a member of the corporation after he ceases to be the owner of record of any dwelling on the property.

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 no 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 dwelling unit he owns or when he is in violation of any rule or regulation adopted by the corporation with respect to the Property.

Each member of the corporation, by becoming such, agrees that he shall be personally responsible for the payment of charges created under the Deed of Dedication with respect to the dwelling unit he owns and for compliance by himself, his family, guests, and invitees, with the provision of the said Deed and the rules and regulations adopted by the corporation with respect to the Property. The qualifications set forth herein for membership in the corporation will be the only qualifications for such membership.

Section B: Voting Rights

The members of the corporation shall have the right to vote for the election and removal of directors; shall have the right to approve any cluster dues and special assessments by a majority of the membership voting at the annual meeting or a special meeting called for such purpose, except that, should a quorum of the membership, as otherwise defined in these By-Laws, fail to appear at the place set forth in the notice within thirty (30) minutes after the time set forth in the notice, the budget and dues schedule proposed and approved by the Board of Directors shall become final; and shall have the right to vote on such other matters prescribed in these By-Laws or the Articles of Incorporation. Each member shall have one vote, except that:

- i. When any dwelling unit on the Property is owned of record in joint tenancy or tenancy-in-common, or, in any manner of joint or common ownership, such owners shall be collectively entitled to only that number of votes to which one person would be entitled were he the 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.
- ii. Only a member of the corporation (other than the Developer of Reston) residing in the dwelling unit with respect to which he is entitled to vote, shall have the right to vote.
- iii. Voting by proxy is expressly prohibited.
- iv. Absentee ballots may be used to vote as appropriate in a form and manner prescribed by a policy resolution of the Board of Directors.

Article III: Meetings of Members

Section A: Annual Meeting

The first annual meeting of the members shall be held in 1975 and shall be held thereafter on the second Wednesday in September at the hour of 8 p.m. for the purpose of electing directors and/or for the transaction of such business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the place where the meeting is to be held, such meeting shall be held on the next succeeding business day. If the election of the directors shall not be held on the day designated herein for the annual meeting or at any adjournment thereof, or pursuant to Section E 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 B: Special Meetings

Special meetings of the members may be called by the President, the Board of Directors, or members of the corporation holding not less than one-fifth of the votes.

Section C: Place of Meeting

All meetings of the members shall be held at the principal office of the corporation, unless another place is designated by the Board of Directors.

Section D: Notice of Meeting

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 special meeting, the purpose or purposes for which the meeting is called, shall also be mailed or delivered not less than ten or more than fifty days before the date of the meeting, except as otherwise specified by law, wither 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 corporation at his address as shown on the records of the corporation. A member may, in writing by him, signed by him, waive notice of any meeting before or after the date of the meeting stated herein. Failure to mail or deliver any notice to any member shall not affect the validity of the published notice.

Section E: Informal Action by 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 consent in writing setting forth the action so taken shall be signed by all members of the corporation.

Section F: Quorum and Manner of Acting

Members holding one-fifth of the total votes shall constitute a quorum at any meeting. If a quorum is not present at a meeting of members, a majority of the members present may adjourn the meeting, from time to time without further notice. Absentee ballots shall not be counted in determining the presence of a quorum. The act of a majority of the members voting at a meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by law, or by the Articles of Incorporation of the corporation, or by these By-Laws.

Section G: Conduct of Meetings

The directors may make such resolutions 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 other such matters concerning the conduct of the meeting as they shall deem fit. Such resolutions shall be binding upon the corporation and its members.

Article IV: Directors

Section A: General Powers

The affairs of the corporation shall be managed by its directors.

Section B: Number and Tenure

The number of the directors shall be 5. The length of the initial term of each director constituting the initial Board of Directors shall be as set forth in Paragraph 6 of the Articles of Incorporation. The first election of directors by the members of the corporation shall be held at the annual meeting of the

members in 1975. The directors elected by the members at the first election of directors and thereafter, shall be elected for a term of two years, and until their respective successors are elected. Any vacancy occurring in the initial Board of Directors by the affirmative vote 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 corporation. Any director elected to fill a vacancy shall serve as such until the next annual meeting at which time the vacancy shall be filled for the time remaining in the term vacated by a vote of the membership as provided by the By-Laws.

Section C: Regular Meetings

A regular annual meeting of the Board of Directors shall be held on the day following the annual meeting of members at such time and place, within or without the State of Virginia, as may be specified in the notice thereof. If the date fixed for the regular annual meeting shall be a legal holiday in the place where the meeting is to be held, such meeting shall be held on the next succeeding business day. The Board of Directors may provide by resolution the time and place, either within or without the State of Virginia, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section D: Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, within or without the State of Virginia, as the place for holding any special meeting of the Board calling by them.

Section E: Notice

Notice of any meeting of the Board of Directors for the holding of which notice is required shall be given at least two days previous thereto by written notice delivered personally or sent by mail or telegram to each director at his address as shown on the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. 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 to 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 By-Laws.

Section F: Quorum

Except as otherwise provided by law or by the Articles of Incorporation of the corporation, 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; 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 G: 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 or the corporation, or by these By-Laws.

Section H: Compensation

Directors as such shall not receive any stated salaries for there services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

Section I: Informal Action by Directors

Any action required by law to be taken at a meeting of the directors, or any action which may be taken at a meeting of directors, may be taken without a meeting is a consent in writing setting forth action so taken, shall be signed by all for the directors.

Article V: Officers

Section A: Officers

The officers of the corporation 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 President and Secretary. The President shall be a director of the corporation. Other officers may be, but need not be, directors of the corporation.

Section B: Election, Term of Office and Vacancies

The officers of the corporation shall be elected annually by the Board of Directors and the regular annual meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected. A vacancy in any office arising because of death, resignation, removal, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section C: Removal

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

Section D: Powers and Duties

The officers of the corporation shall, except as otherwise provided by law, by the Articles of

Incorporation, by these By-Laws, or by the Board of Directors, each have such powers and duties as generally pertain to their offices, as well as such powers and duties as may from time to time be specifically conferred or imposed by the Board of Directors. The President shall be the chief executive officer of the corporation.

Article VI: Committees

Section A: Committee of Directors

The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in the resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation, provided, however, that no such committee shall have the authority of the Board of Directors to approve an amendment to the Articles of Incorporation or a plan of merger or consolidation.

Section B: Other Committees

Other Committees not having and exercising the authority of the Board of Directors in the management of the affairs of the corporation may be designated by a resolution adopted by the Board of Directors, to perform such duties and to have such powers as may be provided in the resolution.

Section C: 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 of Directors.

Article VII: Certificates of Membership

Section A: Certificates of Membership

The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or a Vice President and by the Secretary or and Assistant Secretary and shall be sealed with the seal of the corporation. All certificates evidencing membership shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered in the records of the corporation.

If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board of Directors may determine.

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 thereof the name of the corporation, the year of its incorporation, and the words "Corporate Seal – Virginia."

Article IX: Amendments

These By-Laws may be altered, amended, or repealed, and new By-Laws may be adopted by a majority of the membership voting at the annual meeting or at a special meeting called for that purpose. Any such changes must be proposed by the Board of Directors or by a petition signed by at least twenty percent (20%) of the membership.

Article X: Regulations

Reasonable regulations may be enacted, altered, amended, or repealed by a majority of the membership of the Board of Directors in the following manner:

- A. By the Board of Directors at any time
- B. By the majority of the membership of the corporation voting at the annual meeting or at a special meeting called for such purpose

Any regulation enacted by the Board of Directors must be approved by a majority of the membership voting at the annual meeting or a special meeting called for such purpose, within one hundred twenty (120) days after the enactment of such regulation by the Board of Directors.

Article XI: Compliance with Animal Control and Leash Laws

Any official of Fairfax County or other organization officially delegated power thereof, shall have the authority to enter on the Cluster common group property for the purpose of chasing, apprehending, and/or removing any dog not under control of its owner or other animal which is not leashed or under control of its owner or other person, in apparent or actual violation of any Fairfax County or Commonwealth of Virginia law, ordinance, and/or statute.

Article XII: Delinquent Payment of Association Assessments

Any assessments, which are not paid when due shall be delinquent. The Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the Property. Interest, costs and reasonable attorney's fees shall be added to the amount of such assessment. No owner may waive or otherwise escape liability for the assessment of the Cluster Association, as provided herein, by non-use of the Common Area or abandonment of his property.

SAWYERS CLUSTER ASSOCIATION AMMENDMENTS

Regulation I. – Dues Collection Procedure

Additions and changes to the dues collection procedure were voted on and approved by a quorum of homeowners at the meeting on August 7, 1991.

- A. Cluster dues are determined each year at the Annual Budget Meeting when residents vote on an annual budget prepared by the Budget Committee.
- B. The Cluster Association Financial Administrator, whose services are contracted and paid for by the Cluster, is responsible for the billing of cluster members, and the collection and recording of all dues payments.
- C. Cluster dues are billed quarterly. Payment checks should be made out to “Sawyers Cluster Association” and mailed to: Sawyers Cluster Association, P.O. Box 2640, Reston, Virginia 22090.
- D. The payment of Cluster dues is mandatory. In accordance with its By-Laws, the Cluster will charge a 5 percent per quarter late fee on the principal amount owed if dues are not received within 30 days of notification and may take legal action against homeowners who are delinquent in payment of their dues.
- E. Legal action may be taken within 30 days of the account becoming past due. Dues not paid within 30 days of the due date will be subject to acceleration through the current fiscal year.
- F. Once legal action is taken for collection of delinquent dues, the homeowner will be responsible for all attorney fees, which will be equal to 33 1/3 percent of the principal amount due. The homeowner will also be liable for all county costs and interest at the judgment rate.

Regulation II. – Sawyers Cluster Committees

- A. **Budget Committee** – The purpose of the budget committee is to aid in preparation of a preliminary budget each year. This budget is then submitted to the Board of Directors for review and then, at the Annual Budget Meeting, to all Sawyers resident for approval. In addition, the budget committee makes recommendations to the Board as to how the Sawyers reserve fund (a fund established for parking lot repair) should be invested in order to get the largest return on our money.
- B. **Communications Committee** – The purpose of the Communications Committee is to forward information from the Cluster Association to the residents of Sawyers Cluster through a newsletter. The Committee also publishes a Cluster Directory for the use of Sawyers residents and a Cluster Handbook.
- C. **Maintenance Committee** – This Committee is in charge of maintenance of the common ground, including the grass contract, snow removal contract, playground upkeep, landscaping, repair of the asphalt parking lots and sidewalks, and such special problems as dead tree removal and erosion control. In addition, this committee organizes the cluster work days.

- D. **Neighborhood Watch Committee** – This Committee is in charge of organizing our neighborhood watch. The neighborhood watch is a cooperative effort among all of the residents of Sawyers to help reduce vandalism and theft in our cluster and aiding in emergency situations. This is done by providing extra eyes for the Fairfax Police. By sharing the work it is possible to provide an additional measure of protection to the residents of our cluster without an increase in our local taxes.
- E. **Policies and Procedures Committee** – The functions of the Policies and Procedures Committee include reviewing and recommending changes in the Cluster By-Laws and the Articles of Incorporation, presenting a slate of board members and officers to the residents of Sawyers for their vote at the Annual Meeting, and aiding in the filling of vacancies on the Board of Directors.
- F. **Social Committee** – In the past, the Social Committee has coordinated social and recreational events in the Cluster. With the approval of the Board of Directors, the Social Committee has organized a variety of social activities such as a cluster-wide yard sale, progressive dinners, and summer picnics. The expense of social activities has been borne by the individuals who choose to participate.

Regulation III. – Parking

This parking regulation was voted on and approved by a quorum of the homeowners at the meeting on August 7, 1991.

- A. Any automobile or other vehicle, as defined in the Covenants of the Reston Association, which has outdated tags or license plates, or needs, but does not have, a Fairfax County sticker, is parked in a designated no parking zone, or for any other reason is not operative and cannot be driven on the streets and highways of Virginia, must not be parked, stored, left, or otherwise placed on the common ground area of this Cluster.

These parking regulations were voted on and approved by a quorum of the homeowners at the meeting on November 1, 2011.

- B. As of January 1, 2012, Sawyers Cluster will issue parking permits and require all vehicles parked on common ground (parking lot) to display a parking permit. The number of permits issued will be as deemed appropriate by the Board of Directors and must be equal per residence. Vehicles without Sawyers Cluster permits may not be parked, stored, left, or otherwise placed on the common ground area of this Cluster.

NOTE: The start date of the Sawyers Cluster Parking Permit Program has been postponed until May 1, 2012, to enable the Board of Directors enough time to implement the plan.

- C. Commercial vehicles, as described by Fairfax County Code Restrictions, may not be parked, stored, left, or otherwise placed in Sawyers Cluster after 9:00 pm.
- D. Routine car maintenance is allowed by Sawyers Cluster residents on vehicles that are registered to a

Sawyers Cluster residence on the resident's designated parking spot only. No vehicle may ever be up on blocks. Cars that are not registered to a Sawyers Cluster residence may not be worked on at any time in Sawyers Cluster.

- E. The Sawyers Cluster Board of Directors may remove vehicles violating any of the above Sawyers Cluster parking regulations by towing or other appropriate method at the risk and expense of the vehicle's owner.
- F. The majority of the membership of the Sawyers Cluster Board of Directors may enact, alter, amend or repeal the parking regulations without the approval of the majority of a quorum of the membership of the corporation. However, 180 days' notice to the membership of the corporation would be required before the new regulation(s) would go into effect.