

BY-LAWS

OF THE

SOUTH BAY CLUSTER ASSOCIATION

RESTON, VIRGINIA

TABLE OF CONTENTS

ARTICLE I OFFICES.....	1
ARTICLE II MEMBERSHIP	1
Section 1. Membership in the Association	1
Section 2. Definition of Membership.....	2
Section 3. Voting Rights	2
Section 4. Proxy Rights.....	2
ARTICLE III MEETING OF MEMBERS.....	2
Section 1. Annual Meeting	2
Section 2. Election of Officers.....	2
Section 3. Quorum	2
Section 4. Special Meetings.....	2
Section 5. Exclusion From Voting: Dues	2
Section 6. Exclusion From Voting: Policy.....	2
ARTICLE IV DIRECTORS.....	3
Section 1. Definition of Directors	3
Section 2. Election of Directors	3
Section 3. Removal of Directors	3
Section 4. Filling Vacancies on Board.....	3
Section 5. Directors' Compensation	3
Section 6. Duties of the Board	3
Section 7. Board Committees	3
ARTICLE V .BOARD OF DIRECTORS' MEETINGS	3
Section 1. Required Board Meetings	3
Section 2. Other Board Meetings.....	4
Section 3. Quorums of the Board.....	4
ARTICLE VI AMENDMENTS TO THE BY LAWS.....	4
CERTIFICATION.....	4

By Laws of the
SOUTH BAY CLUSTER ASSOCIATION

PREAMBLE

1. The South Bay Cluster Association, herein referred to as "the Association", is a non-stock, non-profit Corporation organized under the provisions of Chapter 2, Title 13.1, of the Code of Virginia.
2. The Association exists to take title to, hold, maintain, improve and beautify the land and facilities held in common by the homeowners within Block 2, Section 70, Reston, Virginia, known as South Bay Cluster (the "Cluster"); and to provide certain services for homeowners.,
3. The affairs of the Association are governed by the following by-laws.

ARTICLE I OFFICES

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 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

All persons owning of record any dwelling unit or lot on the property shown on the present or any subsequently recorded Deed of Dedication of land within Block 2, Section 70, Reston, for which cluster common area is conveyed to the Cluster Association (the said land shown on any such Deed of Dedication 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 shall be a member of the Association after he ceases to be the owner of record of any dwelling unit or lot on the Property.

The Directors of the Association 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 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 unit or lot he owns or when he is in violation of any rule or regulation adopted by the Association with respect to the Property.

Each member of the Association, 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 dwelling unit or lot he owns and for compliance by himself, his family, guest and invitees, with the provisions of the said Deed and the rules; and regulations adopted by the Association with respect to the Property.

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

Section 2. Definition of Membership

The owner or owners of record of any dwelling unit within the Cluster are members of the association.

Section 3. Voting Rights

Only members of the Association are eligible to vote In Association elections and only one vote per dwelling unit is permitted, regardless of the number of owners for that unit.

Section 4. Proxy Rights

Proxy voting is allowed only for a non-resident owner of a dwelling unit.

ARTICLE III MEETING OF MEMBERS

Section 1. Annual Meeting

There shall be an Annual Meeting of the membership within November. The date, time, and place of the meeting will be selected by the Board Of Directors. Each homeowner will be notified in writing of the date, time, and place and of the proposed budget no less than ten days before the meeting and no more than forty-five days. The place of the meeting shall be within ten road miles of the Property.

Section 2. Election of Officers

If necessary, the Annual Meeting will serve as an election vehicle for new officers (Voting shall be by secret, written ballot.); to review, approve and modify a proposed budget for the following calendar year(s); and review reports of any items of past or planned activities of the Association.

Section 3. Quorum

A quorum shall consist of seven voters. 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 Article of Incorporation of the Association, or by these By Laws.

Section 4. Special Meetings

Special Meetings may be called by the President, by a majority of the Board of Directors, or by members of the Association representing not less than twenty percent of the votes. Place of meetings and notification requirements are the same as for an Annual Meeting.

Section 5. Exclusion From Voting: Dues

Members who have not fully paid Association dues end assessments, due at the time of the Annual Meeting or a Special Meeting, may not vote at such meeting(s).

Section 6. Exclusion From Voting: Policy

Members who are in violation of any adopted Association policy may not vote at such meeting(s).

ARTICLE IV DIRECTORS

Section 1. Definition of Directors

The affairs of the Association shall be managed by its Board Of Directors. Among such Directors, the President, Vice President, Secretary and Treasurer shall also be known as the Officers of the Corporation.

Section 2. Election of Directors

The Officers/Directors of the Association are elected by the membership at the Annual Meeting held in November. Commencing with November 1989 elections, the term shall be as follows: President, 2 years; Vice President, 1 year; Secretary, 1 year; Treasurer, 2 years; Member At Large, 1 year. All terms on subsequent elections shall be for 2 years.

Terms will commence January 1st of the year following election. Directors may serve no more than two consecutive terms. Having been appointed to fill a vacancy, an Officer/Director may serve two elected terms. After leaving the Board of Directors for any reason, at least one year must lapse before that person can serve again on the Board, either by election or by appointment. The Directors vacating posts will act as a transition team for the new Board. The number of Directors shall be five: President, Vice President, Secretary, Treasurer, and Member at Large.

Section 3. Removal of Directors

Any Officer/Director may be removed by a majority vote of the Board, or a majority vote of the entire association, whenever it is judged to be in the best interests of the Corporation.

Section 4. Filling Vacancies on Board

Vacancies on the Board may be filled by a vote of the majority of the remaining Board members, or by a sole remaining Board member. Persons appointed to vacant offices will serve to the end of the normal term of that office.

Section 5. Directors' Compensation

Officers/Directors will receive no pay or other compensation.

Section 6. Duties of the Board

The Board of Directors is empowered to initiate any action which is not prohibited by these By Laws. Responsibilities include, but are not limited to, policy formulation, securing and continuing maintenance of commonly owned property, budget formulation, and the submission of required local, state, and federal documents.

Section 7. Board Committees

The Board of Directors may designate committees to serve special interests of the association. Committees do not have the authority of the Board of Directors and shall work in concert with the Board to reach its goals. No committee member may financially commit the Association.

ARTICLE V .BOARD OF DIRECTORS' MEETINGS

Section 1. Required Board Meetings

The Board of Directors shall meet at least once per quarter and not later than fourteen days after the Annual Meeting of the Corporation, to implement any acts required by the membership and

to transact such other business as required. A meeting will take place not later than fourteen days after a Special Meeting called for the same purposes.

Section 2. Other Board Meetings

Other meetings of the Board may be held at the call of the President or a majority of Officers/Directors.

Section 3. Quorums of the Board

A quorum of the Board consists of three Officers/Directors. A majority of these present is required to approve any action.

ARTICLE VI AMENDMENTS TO THE BY LAWS

These By Laws may be altered, amended, or replaced and new By Laws formulated and voted on by the Association.

CERTIFICATION

I certify that I am the elected Secretary of the South Bay Cluster Association and that these By Laws have been adopted at a General Meeting of the Membership of the South Bay Cluster association on November 27, 1989.

Name: Shirley R. Walters

SOUTH BAY CLUSTER ASSOCIATION

Date: 1/6/90

Note: Original of the By Laws is held by the Association's registered agent.