

BYLAWS  
OF  
OLD WESTBURY CLUSTER ASSOCIATION

Amended 2022

ARTICLE I  
MEMBERSHIP

Section 1. Membership in the Corporation.

All persons who own of record any dwelling unit on property shown on the present or any subsequently recorded Deed of Dedication of land within Block 1 Section 76, Reston for which the cluster common area is conveyed to Old Westbury Cluster Association ( the said land shown on any such deed of dedication being hereinafter referred to as the “Property”) shall be members of the corporation with all the rights and responsibilities of membership enumerated in the Articles of Incorporation, the By-Laws and any Rules and Regulations adopted by the Board of Directors, so long as they continue to own such property.

A person, corporation or entity taking legal title to any dwelling unit as security for the payment of money or payment of a mortgage note shall not be a member of the corporation.

Section 2. Voting Rights

The members of the corporation shall have the right to vote for the election and removal of directors. Each member of the corporation shall have one vote, except that:

- (A) Any person owning more than one dwelling unit shall have the number of votes equal to the number of dwelling units owned.
- (B) When any dwelling unit is owned of record by any manner of joint or common ownership, whether as spouses holding title as tenants by the entirety, or otherwise, such owners shall collectively be entitled to one vote, which shall be exercised only by the unanimous exercise or consent of the owners of record of such dwelling unit.

## ARTICLE II OFFICES

### Section 1. Registered Office and Agent

The Corporation shall have and continuously maintain 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 registered office may be, but need not be identical with the principal office of the Corporation in the Commonwealth of Virginia. The address of the registered office and the registered agent may be changed from time to time by the directors.

### Section 2. Principal Office

The principal office of the Corporation in the Commonwealth of Virginia shall be located within Reston in the County of Fairfax. The Corporation may have such other offices as the Directors may from time to time determine.

## ARTICLE III MEETINGS OF MEMBERS

### Section 1. Annual Meeting

The annual meeting of Members shall be held the first Wednesday of December at 8 p.m. for the purpose of electing Directors, and for the transaction of such other business as may come before the meeting.

The meeting shall be called by or at the direction of the President or Board of Directors of the Corporation. An in-person meeting shall be conducted unless the Board of Directors vote to authorize a telephonic, electronic, or virtual meeting. Should the meeting be virtual, electronic voting is authorized. The Board shall develop guidelines for conducting electronic or virtual meetings and virtual voting.

Written notice, either hand delivered or by first class mail, stating the place, day and hour of the annual meeting shall be delivered to each Member entitled to vote at such meeting not less than fourteen (14) days nor more than fifty (50) days before the date of the meeting.

If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage prepaid, addressed to the Member at his/her address as it appears on the records of the Corporation, and postmarked within the prescribed time period for notice of the annual meeting.

The Board is authorized to send all notices to members by e-mail or other electronic means upon members executing an opt-in form consenting to notice by e-mail.

## Section 2. Special Meeting

Special Meetings of the Members may be called by the President, the Board of Directors, or Members having not less than one-fourth (1/4) of the total votes of the Corporation, upon 10 (ten) days written notice, either electronically, or by first class mail, which specifies the place, day, hour and description of the matters to be considered.

Special meetings shall be in-person unless the Board of Directors vote to authorize a telephonic, electronic, or virtual meeting. Should the meeting be virtual, electronic voting is authorized.

The business at any Special Meeting shall be limited to those matters specified in the notice of the meeting. Any action permitted by law, the Articles of Incorporation, and these Bylaws, taken at a Special Meeting of the Members may be implemented only upon approval of the Board of Directors or by a majority of votes cast by all members at such meeting.

## Section 3. Place of Meetings

All meetings of the Corporation shall be held within Reston, Virginia, at a place sufficient to accommodate such meeting. Meetings in public spaces may be held only upon approval of the President or the Board of Directors. Meetings at a private residence may be held only upon approval of the owner or legal tenant of such residence.

## Section 4. Quorum and Manner of Acting

Members holding one-fifth (1/5) of the eligible votes shall constitute a quorum for the purposes of the annual meeting and election of Directors or at any duly noticed special meeting of the members called by the directors. If a special meeting is called by the members, one-third (1/3) of the eligible votes shall constitute a quorum.

If a quorum is not present at any duly announced meeting, a majority of those Members present may adjourn the meeting from time to time without further notice.

An act of a majority vote of these Members constituting a quorum shall be the act of the Members unless the act of a greater number is required by law, the Articles of Incorporation, or by these Bylaws.

## Section 5. Conduct of Meetings

The Board of Directors may make such regulations as it deems advisable for the conduct of any meeting of Members or Associate Members, including requirements for proof of membership, evidence of the right to vote, appointment and supervision of inspectors of votes, attendance by non-members of the Corporation, and any other matters. Such regulations shall be binding upon the Corporation and upon its Members and Associate Members.

## Section 6. Proxy Voting

Voting by proxy at the Annual meeting of Members or at any Special Meeting of the members, is prohibited.

# ARTICLE IV

## DIRECTORS

### Section 1. General Powers and Duties

The affairs of the Corporation shall be managed by its Board of Directors, sometimes herein referred to as the Board or Directors. The Directors shall have powers and authority to take whatever action they deem advisable to protect and maintain the common areas and roads owned by the corporation, enforce the Protective Covenants and Restrictions of Reston's Deed of Dedication and Declaration as well as the Old Westbury Cluster Design Standards, in order to conserve the beauty and value of property, to ensure its best use, and to prevent the erection of poorly designed or poorly constructed improvements within the cluster. This includes entering into contracts for maintenance and improvements to the common areas and roads.

Further, the Directors shall develop and approve the annual budget of the Corporation, adjust the amount of assessment for Association dues, and update and amend the Bylaws.

The Board of Directors shall have the power and authority to adopt and enforce Rules

and Regulations with respect to the use of common areas, roads and other areas of responsibility assigned to the Corporation by the Reston Deed of Dedication and Declaration, the Articles of Incorporation and these Bylaws. Procedures for handling enforcement of Rules and Regulations violations is set forth in Article VII.

The Board of Directors shall assemble and cause to be issued upon request by a member, a disclosure packet including all information necessary to comply with the laws of Virginia.

The Directors shall appoint the officers and necessary committees to help administer the affairs of the Corporation.

All directors shall be members of the corporation.

## Section 2. Number and Tenure.

The number of Directors shall be five, who will serve a term of two years. Any vacancy occurring in the Board of Directors may be filled at any meeting of the Board of Directors by the affirmative vote of a majority of the remaining directors. Any director elected by the Board of Directors to fill a vacancy shall serve only until the next annual meeting at which time the members shall elect a director to a new two year term.

## Section 3. Annual Meeting of the Board of Directors.

A regular annual meeting of the Board of Directors shall be held immediately following the annual meeting of Members of the Corporation, with the manner of participation the same as that of the annual meeting of members just completed.

The purpose of the meeting is to elect board officers and establish the monthly or regular meeting calendar.

## Section 4. Regular Meetings.

The regular Meetings of the Board of Directors shall be held within Reston, Virginia, at such time and place as the Board may designate. A minimum of six meetings shall occur within the fiscal year. A set day for regular Board meetings shall be established by the new Board of Directors at its regular annual meeting. All regular meetings of the Board of Directors shall be open to any Member.

In-person, telephone, electronic, or virtual meetings may be permitted. Members must be able to attend and participate at virtual meetings.

## 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 calling a special meeting may fix the time and place within Reston, Virginia, for such meeting. The business at any special meeting shall be limited to those matters specified in the notice to Board members of the meeting.

Special meetings of the Board shall be open to any Member.

## Section 6. Executive Session.

At any meeting of the Board of Directors, the directors are authorized to consider certain matters in private with no other members present and off the record with no minutes taken or recordings of the proceedings on matters pertaining to corporation contracts, corporate litigation, personal liability of members or involving violations of Rules and Regulations.

A motion and vote to consider matters in executive session shall be made in open session and if the motion is passed, the Board shall adjourn to executive session. Reference to the motion and purpose of the executive session shall be included in the minutes.

Any action adopted or agreed to in executive session are effective only upon a vote in open session.

## Section 7. Notice of Meetings

Notice of regular meetings of the Board of Directors shall be published in the Association newsletter distributed to each Member of the Corporation by the Secretary or the Board of Directors member chairing the outreach committee at least seven (7) days prior to the meeting.

## Section 8. Quorum and Manner of Acting

Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, a majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

If less than a majority of the Directors is present at a meeting, a majority of the Directors present may adjourn the meeting from without further notice.

The act of a majority of the Directors 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, the Articles of Incorporation, or these Bylaws.

## Section 9. Compensation.

No compensation or remuneration shall be paid to the Directors for their services as Directors, but by resolution of the Board of Directors, reimbursement of expenses incurred on behalf of the Corporation may be allowed.

## Section 10. Budgetary and Assessment Matters.

The Directors shall prepare an annual budget for the Corporation, to be adopted by the Board of Directors for the following year in advance of the Annual Meeting of the Corporation. The budget shall be provided to the members concurrent with the notice of the annual meeting.

The annual budget shall include the assessments set by the Board to be collected from the members of the corporation for that fiscal year necessary to fund and balance the budget and shall adopt a schedule of payments. The Directors and shall have the authority to collect assessments from each Member of the Corporation in order to implement such budget and for any special assessments adopted by the directors.

The Directors shall have the power and authority to enforce collection of overdue assessments as set out in Article VII of the Bylaws and in Rules and Regulations adopted by the Board.

The Board shall conduct a Reserve Study at least once every four years to assess the amount of reserves necessary to repair, replace or restore capital components and to review the results at least annually to determine if the reserves are sufficient.

The Board shall make adjustments as necessary to each budget in order to maintain reserves.

The annual budget is to include the current estimated replacement cost, estimated remaining life and useful life of capital improvements. A statement describing procedures for estimation and accumulation of cash reserves shall be included in the annual budget. The requirements of this sub-section may be satisfied by attaching or referencing the current reserve study which includes the described information.

## Section 11. 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 the Directors, may be taken without a meeting if a consent in writing or e-mail to the action so taken is submitted and circulated by each Director.

An entry in the minutes of the next regularly scheduled Board of Directors meeting shall include a description of the action so taken and state that the action was unanimous.

## ARTICLE V

### OFFICERS

#### Section 1. Officers.

The officers of the Corporation shall be a President, one or more Vice Presidents, a Treasurer, and a Secretary. The Board of Directors shall elect the Officers, and such other Officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable.

Two or more offices may be held by the same person, excepting the offices of President and Secretary.

The President and Vice President(s) shall be Directors of the Corporation.

#### Section 2. Appointment, Terms, and Vacancies.

The Officers of the Corporation shall be appointed at the regular Annual Meeting of the Board of Directors. Each Officer shall hold office until a successor has been duly elected. The Board of Directors shall fill any unexpired portion of a term vacated by resignation or other reason.

#### Section 3. Removal of Officers.

Any Officer may be removed by majority vote of the Board of Directors when, in the judgment of the Board, such removal would be in the best interests of the Corporation.

#### Section 4. Powers and Duties.

The Officers of the Corporation shall 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 granted by the Board of Directors.

The President shall be the Chief Executive Officer of the Corporation.

The Vice President shall act as Chief Executive Officer of the Corporation in the absence of the President.



The Treasurer shall oversee the financial records and files of the Corporation, be responsible for the timely payment of all bills and other obligations of the Corporation, bill and collect Member assessments, sign Corporation checks with the President or other designated Directors, and provide monthly financial reports to the Board of Directors.

The Secretary shall take and maintain minutes of each meeting of the Board of Directors and Corporation membership, maintain the records and files of the Corporation with the exception of the financial records, and perform routine secretarial duties for the Corporation and the Board of Directors.

A property management company may be retained by the Board to provide services deemed necessary by the Board. The hiring and supervising of a property management company is the responsibility of the Board.

## ARTICLE VI COMMITTEES

### Section 1. Committees of the Board of Directors

The Board of Directors, by resolution may designate one or more Standing Committees and other Committees to help manage the affairs of the Corporation. The committees will help oversee Association activities and make recommendations to the Board in designated areas.

The Standing Committees could include but not be limited to a Committee on Budget and Financial Affairs, a Committee on Grounds and Maintenance, a Committee on Governing Documents (By Laws; Rules and Regulations; Design Standards), a Committee on Communications to include the website management, Editor of the Association newsletter, and a Committee on Community Affairs.

Each committee shall be chaired by a Director and may include non-Director Members.

The President and Vice President(s) may serve as chairman of any standing committee, and will serve as ex-officio members on all committees.

### Section 2. Rules

The Board of Directors may adopt rules to govern the meetings, procedures, and actions of all committees.

Each committee may adopt its own rules, which shall conform to the rules adopted by the Board of Directors.

## ARTICLE VII

### FINANCIAL MATTERS

#### Section 1. Budget

The Annual Budget of the Corporation adopted pursuant to Article IV Section 10 Section 2 of this Article shall be binding upon the Corporation, subject to amendments by the Directors due to changed circumstances.

The Budget shall include sums sufficient to maintain liability and hazard insurance on all property owned by the Corporation.

The Board shall maintain errors and omissions insurance on the Board of Directors and officers for all actions taken on behalf of the Corporation and maintain a fidelity bond to insure against employee and contractor dishonesty.

The Reserve Study of the Corporation performed pursuant to Article IV Section 10 of the By-Laws shall guide the Directors in formulating budget items and planning expenditures relating to maintenance of roads and common areas. The annual sums called for in the Reserve Study to be paid into reserves shall be binding upon the Corporation.

The Board of Directors shall prepare and submit to each Member the proposed annual budget for the next fiscal year along with the Notice of the Annual Meeting no later than 14 days prior to the date of the meeting.

#### Section 2. Financial Audit

The Board of Directors shall cause an audit of the Corporation's financial records to be prepared and be available to the Members of the Corporation upon request, at a minimum of every two years, to be performed within 60 days following the filing of tax returns for the prior year.

The audit of the Corporation shall be considered by the Directors in formulating budgets and adopting accounting procedures.

### Section 3: Collecting Delinquent Assessments

Any assessment payment not received from a Member within thirty (30) days after the due date shall be termed delinquent. The Board shall establish and promulgate Rules and Regulations setting forth schedules and procedures for enforcement and collection of delinquent accounts.

At any time after an assessment is overdue by 90 days or more, the Board may file suit in the Circuit Court of Fairfax to secure a judgment for all sums and late fees due and shall be entitled to recover court costs and reasonable attorney fees.

Additionally, the right of the delinquent owner to vote and to serve on the Board of Directors or any committee established by the Board shall be suspended until such delinquent assessments have been paid, unless relief is granted by resolution of the Board of Directors.

### Section 4: Enforcement of Rules and Regulations

Rules and Regulations may be enforced by any method normally available to the owner of private property, including filing of suit in the Circuit Court of Fairfax County against a member to obtain injunctive relief or to seek compensatory damages. As a prevailing party, the Corporation may recover court costs and reasonable attorney fees.

The Board has the power to suspend a members right to services provided by the corporation to the members property and assess charges for violation of the corporations' Rules and Regulations.

Before any enforcement action is taken by the Board, the member shall have reasonable opportunity to correct the violation after written notice of the alleged violation to the member at the address to which required notice of meetings is sent. The notice shall include a date by which the member is required to correct the violation.

If the violation is not corrected, the member shall be given an opportunity to be heard before the Board of Directors. Notice of the hearing shall be hand delivered, sent by registered mail or sent by certified mail - return receipt requested, at least 14 days before the hearing.

At any duly conducted hearing, notice of which was afforded to the member as set forth above, or at any time thereafter, the Board may assess charges against the member for a continuing or ongoing violation. Charges shall be limited to \$50.00 per offense and \$10.00 per day, not to exceed 90 days.

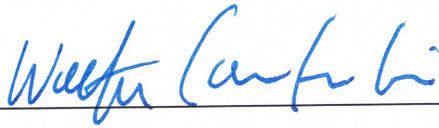
## ARTICLE VIII

### AMENDMENTS

#### Amendments

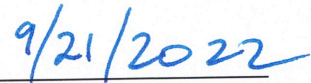
Amendments to these Bylaws may be adopted by a majority of the Board of Directors present at any meeting called for that purpose where a quorum is present.

Amendments may be proposed by petition to the Board signed by Members holding no less than one-fourth (1/4) of the total votes of the Corporation. For any such amendment proposed, the Board shall consider, but is not required to adopt, the proposed amendment.



Walt Constantine-President

Old Westbury Cluster Association



Date Adopted