

BYLAWS
OF THE
WINTERPORT 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 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
MEMBERS

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

All persons owning of record any dwelling unit on the property shown on the Deed of Subdivision of Block 2A, Section 60 Reston, and all persons owning a dwelling unit on property shown on any subsequently recorded Deed of Resubdivision of land within Block 2B, Section 60, Reston, for which the Cluster common area is conveyed to the Winterport Cluster Association (the said land shown on such deeds of Resubdivision and the 0.1808 acre portion of Parcel 15 conveyed to the Corporation being hereinafter referred to as the "Property" except a person taking title as security for the payment of money or the performance of an obligation).

No person shall be a member of the corporation after he ceases to be the owner of record of any dwelling unit on the property.

The directors of the corporation may, after affording the member an

opportunity to be heard, suspend such member's voting privileges and the right to use Association facilities and/or common area, during any period of time when there exists a violation of any of the provisions of the Deeds of Resubdivision (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 Resubdivision) 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 the charges created under the Deed of Resubdivision with respect to the dwelling unit he owns and for the compliance by himself, his family, guests, and invitees, with the provisions 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 shall be the only qualifications for such membership.

Section 2. Voting Rights. The members 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 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 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 will 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.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the members shall be held on such date, and at a place and time, as designated by the Board, for the purpose of electing directors and/or for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day designated for the annual meeting or at any adjournment thereof, or 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 as 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 of the corporation holding not less than one-fifth of the votes.

Section 3. Place of Meeting. The Board of Directors may designate any place within the greater Reston area as the place for annual or special meeting called by the Board of Directors and the President may designate any place the greater Reston area as the place of meeting for any special meeting called by him.

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 or more than fifty 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 person calling the meeting to each member of the corporation at his address as shown on the records of the corporation.

Notice may also be sent by electronic transmission to those members of record who have provided the Secretary with written authorization to receive notice by electronic means and an appropriate address or fax number for the electronic transmissions. The mailing, hand-delivery, or electronic transmission (in accordance with the rules that shall be adopted by the Board of Directors, from time to time) of a notice of meeting in the manner provided herein shall constitute service of notice.

A member may, in 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. Informal Action by Members. Any action required or permitted by law to be taken at a meeting of the members of the corporation maybe taken without a meeting, if 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 of the total votes shall constitute a quorum at any meeting. 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 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 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.

ARTICLE IV

DIRECTORS

Section 1. General Powers. The affairs of the corporation shall be managed by its directors.

The Directors may require payment of the current year's dues in advance, if a member has become one month delinquent in payment of their quarterly billed Cluster dues. The directors are also empowered to impose late charges of twenty five dollars (\$25.00) per month and interest at the rate of one and one-half percent per month from the time at which members become one month delinquent. The directors may pay attorney fees of thirty-three and one-third percent (33 and 1/3%) of the principal and interest owed on any matter where legal assistance is utilized, whether for the collection of delinquent dues, late charges or accelerated dues, or legal assistance used to enforce any of the Cluster By-laws. The directors may add these charges to the homeowner's bill, as well as all court costs incurred and the delinquent homeowner will be responsible for their payment. The directors will request the court to add the 33 and 1/3 % attorney fees to any judgment, whether judgment is for collection of dues, late charges, accelerated dues, or for enforcement of By-laws, including, but not limited to, attorney fees that may arise out of litigation or collection of any judgment.

Section 2. Number and Tenure. The number of directors shall be five. The board of directors shall be divided into three (3) classes of membership, as nearly equal in number as possible, with the term of office of one class expiring each year. At the first annual meeting of members, directors of the first class will be elected for three (3) years, the directors of the second class shall be elected for two (2) years, and the director(s) of the third class shall be elected for one (1) year, and until their respective successors are elected. Thereafter at each annual meeting of the members, the successors to the class of directors whose term shall then expire shall be elected for a term of three (3) years. When the aggregate number of directors is changed, any increase or decrease shall be so apportioned among the class as to make all classes as equal in number as possible. No decrease in the aggregate number of directors shall shorten the term of any incumbent director. Any vacancy occurring in the initial or any

subsequent 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, 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 the members of the corporation. Any director elected to fill a vacancy shall serve as such until the expiration of the term of the director, the vacancy in whose position he was elected to fill.

A Board Member may be removed from serving that capacity by a majority vote of the Board of Directors after falling delinquent in dues more than one quarter or missing more than three consecutive board meetings. Voting privileges are suspended automatically while a board member is delinquent in paying dues.

Section 3 . Regular Meetings. Regular meetings of the Board of Directors shall be held at such intervals and at such time and place as determined by the Board from time to time, but in no event less than twice in a fiscal year.

Section 4. 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 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 days previous thereto by written notice delivered personally or sent by mail to each director at his address as shown on the records of the corporation, or by electronic transmission to the designated address or fax number for the electronic transmissions. If mailed, such notice shall be deemed to be delivered when deposited in the United States in a sealed envelope so addressed, with postage thereon prepaid. Any director may, in a writing signed by him, before or after the time stated therein, waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting.

Section 6. Quorum. Except as otherwise provided by law or by the Articles of Incorporation of the corporation, or by 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 may adjourn the meeting without from time to time without further notice.

Section 7. Manner of Action. The act or 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 or a greater number is required by law, or by the Articles of

Incorporation of the corporation, or be these By-Laws.

Section 8. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, maybe 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 9. Informal Action by 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, maybe taken without a meeting if a consent in writing, setting forth the acting so taken, shall be signed by all the directors.

ARTICLE V

OFFICERS

Section 1. 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 the President and Secretary. All officers shall be members of the corporation. The President, Vice President, Secretary and Treasurer shall also 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 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 3. 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 4. 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 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. The president shall be the chief executive officer of the corporation.

ARTICLE VI

COMMITTEES

Section 1. Committees of Directors. The board of directors, by resolution adopted by a majority of the directors in the 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 to approve an amendment to the Articles of Incorporation of the corporation or 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 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 3. Rules. Each committee may adopt rules for its own government not inconsistent with the terms of the resolution of the Board of Directors.

ARTICLE VII

CERTIFICATES OF MEMBERSHIP

Section 1. 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 an 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 on 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 VII

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 corporation, the year of its incorporation, and the words "Corporate Seal-Virginia."



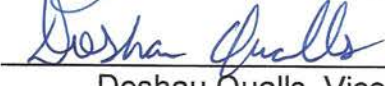

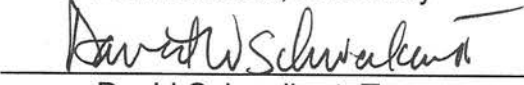
ARTICLE IX
AMENDMENTS

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by the Board of Directors.

Duly adopted at a meeting of the Board of Directors of the Winterport Cluster Association held January 18, 2017.

Motion by: D. Schweikart Seconded by: Daniel Bibeault

VOTE:

	YES	NO	ABSTAIN	ABSENT
<u></u> John Yandziak, President	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<u></u> Janet Hren, Vice President	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<u></u> Doshau Qualls, Vice President	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<u></u> Dan Bibeault, Secretary	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<u></u> David Schweikart, Treasurer	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>