
Amended and Restated By-Laws

**For
Pinecrest Cluster Association**

Prepared by: PCA Board of Directors

Last Adopted by the Board on February 20, 2013

Article 1. General.

Section 1-1. Offices.

The principle 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 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 2. Members.

Section 2-1. Membership in the Corporation.

The following shall be members of the corporation:

- (a) Gulf Reston, Inc., a Delaware corporation (which, together with any successor to all or substantially all its business of developing the community of Reston, is referred to herein as the "Developer of Reston"), and
- (b) All persons owning of record any dwelling unit on the property shown within Pinecrest Cluster on the plat attached to the Deed of Dedication, or on any Subsequent Plat filed pursuant to 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).

No person (other than the Developer of Reston) shall be a member of the corporation after they cease 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 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 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 Pinecrest By-Laws 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 provisions of the said Deed and the rules and regulations adopted by the corporation with respect to the Property.

Should the Pinecrest Cluster Association reasonably incur any costs (including reasonable attorney's fees and court costs) in order to obtain payment of the above-mentioned charges or to obtain compliance with the rules and regulations of the Association, the member or members whose non-compliance necessitated the expenses shall be personally liable for the payment of said expenses.

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

Section 2-2. 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 a multi-family dwelling and for more than one dwelling unit shall have the number of votes equal to the number of dwelling units (including any contained in such a multi-family dwelling) 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 of common ownership, such owners shall collectively be 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.
- (c) 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.

Article 3. Meeting of Members.

Section 3-1. Meetings.

The first annual meeting of the members shall be held in that year and thereafter on the fourth Monday in June at the hour of 7 p.m. for the purpose of electing directors and/or for the transaction of such other business as may come before the meeting. If the date 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 directors shall not be held on the day designated herein for the annual meeting or at any adjournment thereof, or pursuant to Section 3-5 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 3-2. 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 3-3. Place of Meeting.

The Board of Directors may designate any place within or without the State of Virginia as the place for any annual or special meeting called by the Board of Directors and the President may designate any place within or without the State of Virginia as the place of meeting for any special meeting called by him. If no designation is made or if a special meeting be called by the members of the corporation, the place of meeting shall be the principle office of the corporation.

Section 3-4. 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 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. 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 3-5. 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 3-6. Quorum and Manner of Acting.

Members holding one-tenth of the total votes eligible under Article 2 Section 2 of these By-Laws 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 3-7. 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 4. Directors

Section 4-1. General Powers.

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

Section 4-2. Number and Tenure.

The number of directors shall be five. The length of the term of each of the directors constituting the initial board of directors shall be 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 1974. The directors elected by the members at the first election of directors and thereafter, shall be elected for a term of three years, and until their respective successors are elected. Any vacancy occurring in the or any subsequent Board of Directors may be filled at any meeting of the Board of Directors by the affirmative vote of the 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.

Section 4-3. Regular Meetings.

A regular annual meeting of the Board of Directors shall be held on the same day as 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. Monthly meetings shall be held on the fourth Monday of each month at the hour of 7 p.m.

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 4-4. 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 4-5. 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 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 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 4-6. 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 present may adjourn the meeting from time to time without further notice.

Section 4-7. 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 of the corporation, or by these By-Laws.

Section 4-8. 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, 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 thereof.

Section 4-9. 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, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the directors.

Article 5. Officers.

Section 5-1. 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 authority and perform the duties prescribed from time to time by the Board of Directors. Any two or more offices maybe 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 5-2. Elections, Term of Office and Vacancies.

The officers of the corporation shall be elected annually by the Board of Directors at the 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 5-3. 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 5-4. 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 6. Committees.

Section 6-1. 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 affairs 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 of the corporation or a plan of mergers or consolidation.

Section 6-2. 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 6-3. 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 the rules of the Board of Directors.

Article 7. Certificates of Membership.

Section 7-1. 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 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 8. Seal.

Section 8-1. Seal.

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and have inscribed thereon the name of the corporation, the year of its incorporation, and the words "Corporate Seal-Virginia".

Article 9. Amendments.

Section 9-1. Amendments.

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

Article 10. Assessments.

Section 10-1. General.

Homeowners will be assessed annual dues in an amount set annually by the Board of Directors.

- (a) The annual assessment shall be fixed by the Board of Directors on or before December 31st of the preceding year for the following year.
- (b) The annual assessment will be payable in equal monthly installments, due on the first day of each month.
- (c) All documents, correspondence and notices relating to the charges shall be mailed to the record address of the homeowner as it appears on the books of the Association, or as modified in writing by the homeowner. It is the sole responsibility of the homeowner to keep the Association advised of a correct mailing address at all times.
- (d) Non-receipt of a bill shall in no way relieve the homeowner of the obligations to pay the amount due by the due date.
- (e) The Board of Directors shall impose a late charge of \$50.00 on any assessment installment not received in full by the end of the fifth (5th) day after the due date after which the account shall be deemed delinquent.
- (f) The Board of Directors shall impose a late charge of \$50.00 on any account that is past due after the due date after which the account shall be deemed delinquent.
- (g) Once the account is deemed delinquent, the Board of Directors shall cause to be sent out a "first delinquent notice" informing the homeowner that a late charge has been added to the account and that the homeowner must pay the delinquent assessment plus the late fee by the specified date that is thirty (30) days from the date the installment was due.
- (h) If the account remains unpaid on the thirtieth (30th) day after the due date, the Board of Directors shall cause a "second delinquent notice" to be sent. The notice shall state that the account must be paid by the specified date. That date shall be sixty (60) days from the date the installment was first due. The notice shall further state that if the account is not paid in

full by that date, the account will be turned over to the Association's attorney for legal action, including the filing of a lien for the full unpaid balance of the account and a lawsuit, and that the delinquent homeowner will be responsible for all fees incurred by the Association related to the collection process, including, but not limited to, attorney's fees, filing fees, court costs, Notary Public fees, mailing costs and investigation fees. Attorneys fees and the costs of collection may be treated the same as assessments for purposes of liens and/or court proceedings

- (i) If the account remains unpaid on the sixtieth (60th) day after the due date, the assessment may be "accelerated" (the entire annual assessment will be declared immediately due and payable) and the account turned over to the Association's attorney for collection.
- (j) Payments received on account will be applied in the following order:
 - 1. Late fees,
 - 2. Past due assessments and/or charges,
 - 3. Costs of collection, including attorney's fees and,
 - 4. Current assessments and/or charges.
- (k) If the Association receives a check from a homeowner that fails to clear the homeowner's account, a reasonable service charge in the amount of fifty dollars (\$50.00), or the maximum permitted by law, will be charged to the homeowner, in addition to any fees charged to the Association by the Association's bank or other depository for processing the bad check, which fees will be posted to such homeowner's account.
- (l) Notwithstanding any provisions of these rules and regulations to the contrary, the Board of Directors may enter into a payment arrangement with a delinquent homeowner when, in the sole discretion of the Board, it has been determined that extenuating circumstances exist so as to warrant such special arrangement, and the Board receives reasonable assurances from the homeowner that all amounts in arrears including delinquent assessments, late charges, interest, attorneys fees, lien fees, court costs, and any other collection costs will be paid in accordance with the terms of such agreement.

Section 10-2. Loss of Privileges.

A homeowner whose account has been deemed delinquent shall lose all Common Property privileges conferred upon the homeowner to include, but not limited to, parking privileges.

Article 11. Declaration of Covenants, Conditions and Restrictions.

Section 11-1. Adoption.

As provided for by Virginia Code § 55-508 through § 55-515, Property Owners' Association Act, as amended, and the Reston Deed of Dedication (the "Reston Deed"), as amended, the Board of Directors shall have the power to establish, adopt, and enforce a Declaration of Covenants, Conditions and Restrictions with respect to use of the common areas and with respect to such other areas of responsibility assigned to the corporation by the Reston Association Deed of Dedication, except where expressly reserved by the Deed of Dedication to the members. Rules and regulations may be adopted by resolution and shall be reasonably published or distributed throughout the Cluster.

Section 11-2. Enforcement.

Rules and regulations may be enforced by any method normally available to the owner of private property in Virginia, including, but not limited to, application for injunctive relief or damages, during which the court may award to the Association court costs and reasonable attorneys' fees.

As provided for by Va. Code Section 55-513, as amended, the Board of Directors shall also have the power to (i) suspend a member's right to use facilities or services, including utility services, provided directly through the Association for nonpayment of assessments which are more than sixty (60) days past due, to the extent that access to the lot through the common areas is not precluded and provided that such suspension shall not endanger the health, safety, or property of any owner, tenant, or occupant and (ii) assess charges against any member for any violation of the declaration or rules and regulations for which the member or his family members, tenants, guests, or other invitees are responsible. Before any such charges or suspension may be imposed, the member shall be given an opportunity to be heard and to be represented by counsel before the Board of Directors.

Section 11-3. Due Process.

Notice of a hearing, including the charges or other sanctions that may be imposed, shall be hand delivered or mailed by registered or certified mail, return receipt requested, to the member at the address of record with the association at least fourteen days prior to the hearing.

The amount of any charges so assessed shall not be limited to the expense or damage to the Association caused by the violation, but shall not exceed fifty dollars (\$50.00) for a single offense or ten dollars (\$10.00) per day for any offense of a continuing nature and shall be treated as an assessment against the member's lot for the purposes of the Association's Rules and Regulations and Virginia Code § 55-516. However, the total charges for any offense of a continuing nature shall not be assessed for a period exceeding ninety (90) days. After the date a lawsuit is filed challenging any such charges, no additional charges shall accrue. If the court rules in favor of the Association, it shall be entitled to collect such charges from the date the action was filed as well as all other charges assessed pursuant to this section against the lot owner prior to the action. The hearing result shall be hand delivered or mailed by registered or certified mail, return receipt requested, to the member at the address of record with the Association within seven days of the hearing.

Section 11-4. Repeal.

A simple majority of votes cast, in person or by proxy, at a meeting convened in accordance with the provisions of these Bylaws and called for that purpose shall repeal or amend any rule or regulation adopted by the Board of Directors.

NOW THEREFORE, IT BE RESOLVED, that the Pinecrest Cluster Association Board of Directors (the "Board") elects to update and accept all changes and revisions made within the By-Laws as defined in this document.



President, Pinecrest Cluster Association

3/20/13
Date



Secretary, Pinecrest Cluster Association

3/20/2013
Date

