

BY-LAWS  
OF  
SOUTHGATE SQUARE 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 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 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:

- 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 Southgate Square 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 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 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.

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

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 a multi-family dwelling and/or 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 or 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 on the dwelling unit with respect to which he is entitled to vote, shall have the right to vote.

#### ARTICLE III- MEETING OF MEMBERS

Section 1. Annual Meeting. The first annual meeting of the members shall be held in 1971 and shall be held in that year and thereafter on the first Wednesday in December at the hour of 8 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 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 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 metropolitan Washington, D.C. area as the place for any annual or special meeting called by the Board of Directors and the President may designate any place within the County of Fairfax, 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 principal office of the corporation.

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. 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 that 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 may be taken without a meeting, if a consent in writing setting forth the action so taken shall be signed by all 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 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.

Section 2. Number and Tenure. The number of directors shall be five. The length of the initial term of each of the directors 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 1971. 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 the initial or 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.

Section 3. 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 is to 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. Special Meetings. Special Meetings of the Board of Directors may be called by or at the request of the President or any two directors for any reason. Any place may be specified, within or without the State of Virginia, as the place for holding any special meeting.

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 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 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 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 8. Compensation. Directors shall not receive any stated salaries for their services, but out-of-pocket expenses of attendance, if any, may be allowed by the Board of Directors 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 reimbursement of out-of-pocket expenses incurred in the performance of such other duties.

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, may be taken without a meeting if a consent in writing, setting forth the action 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 President and Secretary. The President shall be a director of the corporation. Other offices 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 interests 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 of the corporation, 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 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 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 designating the committee or with rules adopted by the Board of Directors.

#### ARTICLE VII- CERTIFICATES OF MEMBERSHIP

Section 1. Certificate 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 therefor 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 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, provided, however, that such action of the Board of Directors shall not become effective until such action is submitted to a vote at a meeting of members having voting rights, which may be either an annual or a special meeting, and approved by the Developer of Reston and members (exclusive of the Developer of Reston) holding two thirds (2/3) of the votes entitled to be cast at the meeting.

#### ARTICLE X- CONFLICTS BETWEEN DOCUMENTS

Should any conflict arise between these By-Laws and the Articles of Incorporation of the corporation, the Articles will be controlling; and, should any conflict arise between these By-Laws and the Declaration of Covenants, Conditions and Restrictions recorded in the aforesaid Clerk's office on \_\_\_\_\_ in Deed Book 3577, page 449, or Deed Book 3577, page 469, the Declaration will be controlling.