

# **BYLAWS - Newport Shores Cluster Association, Inc.**

## **Article I: Offices**

The principal office of the Association shall be located in Reston, Virginia. The Association may have such other offices, either within or without the Commonwealth of Virginia, as the Directors may from time to time determine.

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 registered agent must be a Director of the Association. The address of the registered office and the Directors and the registered office may be, but need not be, identical with the principal office of the Association in the Commonwealth of Virginia.

## **Article II: Membership**

### **Section 1. Membership in the Association.**

(A) All persons owning of record (whether in fee simple or life estate) any residential building lot on the property shown on the present or any subsequently recorded Deed of Subdivision of land within Block 1, Section 69, Reston shall be Members of the Association. Such lots together with the common area owned by the Association shall collectively be known as the "Property". A person taking title to any such lot as security for the payment of money or the performance of an obligation shall not be a Member of the Association.

No person or other entity including the Developer shall be a Member of the Association after he/she or it ceases to be the owner of record of all such lots he/she or it owns.

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 Subdivision (including, but not limited to, the failure to make any payment to the Association when due and payable under the terms of the Deed of Subdivision) with respect to the lot he/she owns or when he/she is in violation of any rule or regulation adopted by the Association with respect to the Property.

(B) Each Member of the Association, by becoming such, agrees that he/she shall be personally responsible for the payment of the charges created under the Deed of Subdivision with respect to the lot he/she owns and for compliance by himself/herself, his/her family, guests, and invitees, with the provisions of the said Deed and the rules and regulations adopted by the Association with respect to the Property, including the prohibition set forth in Article XI of these Bylaws on providing Short Term Lodging, as that term is defined in Article 20 of Chapter 112 (Zoning) of the 1976 Code of the County of Fairfax.

The qualifications set forth herein for Membership in the Association shall be the only

qualifications for such Membership.

Section 2. Voting Rights. The Members of the Association shall have the right to vote for the election of Directors. Each Member of the Association shall have one vote, except that:

(A) Any person owning more than one lot shall have the number of votes equal to the number of lots owned.

(B) When any lot 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/she the owner of such lot. Such vote shall be exercised by the majority action or consent of the owners of record of such lot who are entitled to vote with respect thereto.

In no event may more than one vote be cast per lot owned regardless of the number of owners of any individual lot.

Section 3. Proxy Vote. Voting by written proxy is permitted subject to the conditions set out in this section. Proxy forms will be provided by the Board. A proxy must be presented to the Secretary at the start of the meeting at which it will be exercised. A proxy may only be exercised by a Member of the Association

Section 4. Advance Vote. Members may submit to a Director in advance of a vote sealed written absentee ballots on previously announced resolutions, election, or questions before the floor. Ballots must be obtained from the Board Secretary and submitted to the Secretary prior to the meeting on which the vote is to be taken. Such ballots are to be opened at the time of the voting.

### **Article III: Meetings of Members**

Section 1. Annual Meeting. The Annual Meeting of Association Members shall be held each year at a date and time established by the Board of Directors for the purpose of electing Directors and for transaction of such other business as may come before such 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 Association holding no less than one-fifth of the votes of all Members currently in good standing.

Section 3. Place of Meeting. The Board of Directors, or President, may designate any place within Reston, Virginia as the place for any annual or special meeting called by them. If a special meeting is called by the Members of the Association, the place of meeting within Reston,

Virginia shall be designated by the Board of Directors.

Section 4. Notice of Meetings. The Association shall provide notice of any annual or special meeting to the Members. Notice shall be in the form of email 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. Such notice shall be emailed to each Member of the Association at his/her email address as shown on the records of the Association not less than ten or more than fifty days before the date of the meeting, except as otherwise specified by law, by or at the direction of the President, the Secretary, or the person calling the meeting. A Member may, in a writing signed by him/her, waive notice of any meeting before or after the date of meeting stated herein.

Section 5. Informal Action by Members. Any action required or permitted by law to be taken at a meeting of the Members of the Association may be taken without a meeting, if consent in writing setting forth the action so taken shall be signed by a majority of the Members of the Association.

Section 6. Quorum and Manner of Acting. Members holding one-fifth (7) of the total votes shall constitute a quorum in any meeting. If a quorum is not present at any meeting of Members, a majority (51%) of Members present may adjourn the meeting 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 Association, or by these Bylaws.

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 Association, 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. Any Member that is more than sixty (60) days delinquent in Association dues shall not have the right to vote in Association matters until such time outstanding dues and penalties are paid in full. Such regulations shall be binding upon the Association and its Members.

#### **Article IV: Fiscal Year, Budget and Dues**

Section 1. Fiscal Year. The fiscal year of the Association shall begin on the first day of October every year.

Section 2. Budget. The annual budget of the Association and the annual assessment of Members for the succeeding 12-month period will be presented to the Membership for its approval at the Association's Annual Meeting or at a special meeting to be called no later than thirty (30) days after the start of the fiscal year. In the event of delayed approval, the Board of Directors shall have the authority to invoke a continuing resolution enabling obligations of the Association to be incurred up to prior budgetary levels.

Section 3. Assessment and Billing of Dues. The Board of Directors shall assess dues payable by each Member of the Association for each unit owned by that Member. Yearly dues shall be assessed according to the budget adopted under Article IV, Section 2. Dues shall be billed semi-

annually no later than October 15 and April 15, for the Association's fiscal year of October 1 – September 30. Dues are payable within thirty days of invoice date.

Section 4. Late Fees and Penalties. Dues not received within thirty (30) days of the invoice date shall be subject to a late fee of ten percent (10%) of the accrued balance. If payment is not received within sixty (60) days of the invoice date, the accrued balance, plus an additional late fee of ten percent (10%), for a total of twenty percent (20%), will be due immediately and NSCA has the right to place a lien on subject property at owners' expense. Additional late fees of two percent (2%) of the unpaid amount due for each subsequent month the payment is delinquent will accrue until the accrued amount is paid-in-full.

## **Article V: Directors**

Section 1. General Powers. The affairs of the Association shall be managed by its Directors.

Section 2. Number and Tenure. The number of Directors shall be seven (7). The Directors shall be elected for a term of three (3) years, or for the unexpired term of any resigning Director, and until their respective successors are elected. Any vacancy occurring in the Board of Directors may be filled at any meeting of the Board of Directors by affirmative vote of a majority of the remaining Directors regardless of whether there are a sufficient number of Directors remaining to constitute a quorum of the Board of Directors excluding having only one sole remaining Director, in which case filling all vacant Directors positions shall be done at the next succeeding meeting of the Members of the Association, provided that any sole remaining Director shall call for a special meeting to be held within thirty (30) days of him/her becoming the sole Director. 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/she was elected to fill.

Section 3. Regular Meetings. The Board of Directors shall convene regular meetings two times a year. Such meetings will be held at such time and place, within Reston, Virginia, as may be specified in the notice thereof. The Board of Directors may provide by resolution the time and place, within Reston, Virginia, for the holding of regular meetings of the Board without notice other 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. The person or persons authorized to call special meetings of the Board may fix any place, within Reston, Virginia, as the place for holding any such special meetings of the Board called by them.

Section 5. Notice. Notice of any meeting of the Board of Directors, where notice is required, shall be given by written notice delivered personally or sent by mail or e-mail to each Director at his/her address as shown on the records of the Association, as follows: regular meeting - five (5) days in advance; special meeting two (2) days in advance. If mailed, such notice shall be deemed delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If such notice be given by e-mail, such notice shall be deemed delivered when the email is sent. Any Director may, in written form signed by him/her or by email, before or after the time of the 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 specifically notified in advance except as required by law, by the Articles of Incorporation of the Association or by these Bylaws.

Section 6. Quorum. Except as otherwise provided by law or by the Articles of Incorporation of the Association, or by these Bylaws, a majority (4 Directors) 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 is present at said meeting, no official action can be taken.

Section 7. Manner of Action. The act of a majority (51%) of the Directors present at a meeting at which a quorum (4 Directors) 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 Association, or by these Bylaws.

Section 8. Compensation. Directors as such shall not receive any stated salaries for their services, but nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation therefor.

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 or by email, setting forth the action so taken is signed by a majority of all Directors.

Section 10. Other Powers. In addition to the powers hereto fore set forth in this Article V the Board of Directors shall have all those powers and rights specifically set forth in Article VII, Section VII.1 (d) (2) of the Deed of Amendment to the Deeds of Dedication of Reston recorded in Deed Book 6072 at page 69 among the land records of Fairfax County which powers and rights are incorporated herein by reference as if specifically set forth in haec verba. The Board of Directors shall also have any other powers reasonable and necessary in carrying out its powers under Section 1 above. To the extent the powers and rights contained in this Section 10 may be in conflict with any other powers and rights set forth in these Bylaws, the powers and rights of this Section 10 shall govern.

Section 11. Removal of Directors. A Director may be removed from office at a regular meeting of the Board of Directors or at a special meeting of the Board of Directors called expressly for that purpose, with or without cause by such vote as would suffice for the election of a Director. If a Director fails to attend any regular or special meetings of the Board within a six (6) month period and fails to otherwise significantly participate in the affairs of the Board, upon the motion of any Director, the President, or other designated person shall be directed to contact the inactive Director to seek his active participation. If the inactive Director cannot be contacted by a reasonable good faith effort or fails to attend the next regular meeting of the Board, the position occupied by the inactive Director may be declared vacant by a majority of the remaining Board.

## **Article VI: Officers**

Section 1. Officers. The officers of the Association shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and an Alternate Treasurer. The office of President and Vice President may not be held by the same person nor may the President and Vice President hold the office of Treasurer, Alternate Treasurer or Secretary. The offices of Treasurer and Secretary may be combined by a majority vote (4) of the full Board of Directors. All officers shall be Directors of the Association.

Section 2. Election, Term of Office and Vacancies. The officers of the Association shall be elected annually by the Board of Directors at the first meeting of the Board of Directors after the Association's Annual Meeting. Each officer shall hold office until his/her successor shall have been duly elected or until sooner removed by the Board of Directors with or without cause. An officer may be removed by the Board of Directors at any time, in its sole discretion, with or without cause. A vacancy in any office arising because of death, resignation, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 3. Powers and Duties. The officers of the Association shall, except as otherwise provided by law, by the Articles of Incorporation, by these Bylaws, 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 Association.

Section 4. Absence of Treasurer. When the Treasurer of the Association is expected to be absent from the Property for a period of more than thirty (30) consecutive days, there shall be a temporary transfer of the Association records and duties to the Alternate Treasurer or, in his/her absence, another Director of the Association, other than the current President or Vice President(s). The records and duties to be transferred shall include; all those necessary to produce timely financial reports of the Association, prepare billing of annual Association dues (done on a semi-annual basis), prepare resale disclosure documents as required by the State of Virginia, receive mail, pay and record vendor invoices, receive, deposit, and record receipts, respond to government and legal requests for Association information, prepare and file tax returns and payments. All records (to include accounting software) to be transferred shall be electronic, when available.

Section 5. Signature Authority for Disbursement of Association Funds. Disbursements over \$1500 for non-recurring expenses require approval by the President or, in his/her absence, the Vice President, and signature by the Treasurer or, in his/her absence, the Alternate Treasurer. Payment of or reimbursement for non-recurring expenses of more than \$300 and less than \$1500 require approval by the President or, in his/her absence, the Vice President, and the Treasurer or, in his/her absence, the Alternate Treasurer. Payment of or reimbursement for non-recurring expenses of \$300 or less require approval by the Treasurer or, in his/her absence, the Alternate

Treasurer. The Treasurer or, in his/her absence, the Alternate Treasurer, is authorized to make payments of up to \$2500 for recurring expenses, e.g., insurance premiums, postal box fees, ground maintenance, trash disposal fees, etc. A valid receipt is required for all such payments, disbursements and reimbursements.

Section 6. Annual Audit of Association Financial Records. An audit of the Association's financial records shall be conducted internally at least once annually. This audit may be conducted by any non-Director individual or entity as selected by the Board of Directors. The results of the audit shall be reported to the President and Treasurer and then presented to the entire Board. Upon transition of the position of Treasurer to another individual, an additional audit may be requested by majority vote of the Board of Directors before acceptance of those records.

## **Article VII: Committees**

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of all of the Directors in office, may designate one or more committees, each of which shall include one 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 Association, 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 Association and/or Association Bylaws.

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 Association may be designated by a resolution adopted by the Board of Directors, to perform such duties and to have such powers and responsibilities as may be provided in the resolution.

Section 3. Rules. Each committee may adopt rules for its own governance if such is not inconsistent with the terms of the resolution of the Board of Directors designating the committee, with rules adopted by the Board of Directors or the Association Bylaws.

## **Article VIII: Books and Records**

Section 1. Roster. The Association shall keep at its principal office in the County of Fairfax, Commonwealth of Virginia, a record of the names and addresses of Members entitled to vote.

Section 2. Books and Records. The Association shall keep correct and complete books and records of account and shall keep minutes of the proceeding of all Members' and Board of Directors' meetings. All books and records may be inspected by any Member of the Association or his/her agent or attorney for any proper purpose at any reasonable time. A report of each meeting of the Board of Directors shall be available upon the request of any Member of the Association within fourteen (14) days of such request. .

### **Article IX: 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 Association, the year of its Incorporation, and the words “Corporate Seal – Virginia.”

### **Article X: Additional Rights, Duties, And Powers**

All those rights, duties, powers and obligations set forth in Article VII (Clusters) of the Deed of Amendment of the Deeds of Dedication of Reston recorded among the land records of Fairfax County in Deed Book 6072 at page 69 and not heretofore specifically set forth in these Bylaws are incorporated herein by reference as is specifically set forth in haec verba. To the extent such powers, duties, rights and obligations contained in this Article XI may be in conflict with any other powers, duties, rights and obligations set forth in these Bylaws, the powers, duties, rights and obligations of this Article XI shall govern.

### **Article XI: General Housekeeping Provisions and Association Affairs**

The Board of Directors may from time to time adopt and publish rules of general housekeeping concerning Association affairs including, but not limited to, such topics as updating Association Bylaws, establishing contracts in support of Association business, issuing newsletters, establishing Cluster appearance/design guidelines, enforcement of pet and leash laws, and reasonable hours for lake privileges. As and when adopted and published, these housekeeping provisions and rules shall become part of the Association Bylaws and are expressly adopted and incorporated herein.

#### **Section 1. Duties of the Association Membership**

Every Member of the Association is to comply with the Protective Covenants and Easements set forth in Art. VI of the First Amendment to the Deed of Amendment to the Deeds of Dedication of Reston as well as any other protective covenants and restrictions issued by the Reston Association that are applicable to the Association. Members of the Association and their guests are required to maintain their vehicles so as to avoid dripping oil, gas, antifreeze, etc. on the road and parking spaces of the Association. Members of the Association are not permitted to offer Short Term Lodging, as that term is defined in Article 20 of Chapter 112 (Zoning) of the 1976 Code of the County of Fairfax, with respect to the Property, as defined in Article II, Section 1A of these Bylaws.

#### **Section 2. Receiving and Considering Complaints from Association Membership**

Complaints addressed to the NSCA Board must be submitted in writing using the NSCA Complaint form. Verbal complaints, that should be addressed using the Complaint form, will not be considered nor responded to by the NSCA Board.

The complaint must be filed within 30 days of the occurrence that initiated the complaint process. The NSCA Board shall provide written acknowledgment of receipt of the complaint to the complainant within seven days of receipt. Such acknowledgment will be mailed by registered or certified mail, return receipt requested or by electronic means provided the sender retains sufficient proof of the electronic delivery. Once the NSCA Board is in receipt of the Complaint form, a determination response to the complainant will occur within 30 days and will be sent via mail or email.

Any specific documentation to support the complaint must be provided and shall be clearly described with any documentation included in the complaint. In addition, to the extent the complainant has knowledge of the law or regulation applicable to the complaint, the complainant shall provide that reference/documentation, as well as the requested action or resolution.

Consideration and determination of the complaint will be done (at the board's discretion) either by an actual scheduled NSCA board meeting or via email between the board members with minutes being maintained by the board secretary. The complainant can request a formal board meeting and attend such a meeting to present their case. Deliberation of the board, after hearing the complainant, will be done in closed session without the attendance of the complainant.

After the final determination is made, the written notice of final determination shall be mailed by registered or certified mail, return receipt requested or delivered by electronic means, provided the sender retains sufficient proof of the electronic delivery, within seven days.

#### Notice of Adverse Decision

As prescribed in 55-530 of the Virginia Code, a complainant has the right to give notice of any adverse decision to the Office of Common Interest Community Ombudsman. The notice of adverse decision shall be filed within 30 days of the final adverse decision in writing on forms prescribed by the Common Interest Community Board.

#### **Article XII: Amendments**

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



**Certification**

I, the undersigned, do hereby certify:

THAT I am the duly elected member of the Association Board of Directors and acting as secretary of Newport Shores Cluster Association, a Virginia non-stock Corporation; and THAT the foregoing Bylaws constitute the Bylaws of said Corporation, as amended and duly adopted by the Board of Directors thereof, on the 30<sup>th</sup> day of October, 2018.



---

**Donato Coyer**  
**Secretary**