



Country Walk

Country Walk Cluster Association
BYLAWS

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**Country Walk Cluster Association
BYLAWS**

ARTICLE I – Purpose & Definitions

Section 1.1 – Date & Revision History

These Bylaws have been revised as follows:

Date	Reason for Revision
12-30-2003	Re-written for clarity, to allow for directed proxy voting, to require a community vote for substantial changes to the bylaws and to allow more community involvement.
02-11-2004	Require board members to pay dues and allow the capability to rent visitor spaces to residents.

The terms of these Bylaws supersede and replace all prior Bylaws and amendments thereof.

Section 1.2 – Purpose

The purpose of these Bylaws is to set forth the rules governing the internal affairs of Country Walk Cluster Association, the 86 town homes and common property of Block 4, Section 49 of Reston as described in the Country Walk Cluster Association Articles of Incorporation.

Section 1.3 – Relationship to the Virginia Property Owners Act

It is the intent of these Bylaws to be consistent with the *Virginia Property Owners' Association Act*, as amended, and other relevant laws of the Commonwealth of Virginia as amended. Wherever there may arise an inconsistency between these Bylaws and the aforementioned Virginia laws, the Virginia laws will prevail, except as otherwise provided by those laws.

Section 1.4 – Definitions

The terms “corporation,” “Association,” “Cluster,” and “neighborhood” are used interchangeably throughout this document to refer to the Country Walk Cluster Association.

The terms “member,” “homeowner” and “resident” are used interchangeably throughout this document to refer to the members of the corporation; however, residents who do not own their homes within the Association are not members of the corporation.

The use of the masculine gender shall be deemed to include the feminine and neuter genders, and the use of the singular shall be deemed to include the plural and vice versa, whenever the context so requires.

ARTICLE II – Office of the Corporation

The principal office of the corporation in the Commonwealth 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 III – Membership

Section 3.1 – Membership in the Corporation

All persons owning of record any lot on the property shown on the present or any subsequently recorded Deed of Dedication of land within Block 4, Section 49, Reston, shall be members of the Association by virtue of their ownership of said lot. A person taking title to any lot as security for the payment of money or the performance of an obligation shall not be a member of the corporation.

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), Bylaws, or rules and regulations of the Association with respect to the 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 and dues imposed by the board of directors pursuant to the General Powers afforded the board as described in these Bylaws with respect to the dwelling unit he owns and for compliance by himself, his family, guests, and invitees, of 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 3.2 – Voting Rights

The members of the corporation shall have the right to vote for the election and removal of directors, as well as modifications to these Bylaws. The association shall have one class of member. Each member in good standing shall have the right to vote one vote per lot owned except as noted below. A member in good standing is one whose account is current with regard to quarterly assessments and does not have an outstanding balance with the cluster.

- (A) Any person owning more than one dwelling unit or lot shall have the number of votes equal to the number of dwelling units or lots owned up to but not including the number required to reach a quorum described in this document.
- (B) When any dwelling unit or 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 the owner of such dwelling unit or lot. Such vote shall be exercised only by the unanimous action or consent of the owners of record of such dwelling unit or lot who are entitled to vote with respect thereto.
- (C) Voting by directed proxy is allowed as described in this document.

Section 3.3 – Bylaw & Policy Modification

Members having a petition containing the signatures of 10% or more of the households eligible to vote are entitled to call a special meeting of the membership to vote on any measure passed by the board of directors acting alone. The members may vote to overturn the related decision of the board of directors at a special meeting called pursuant to this provision; however, the terms of this provision shall not constitute a delegation of board authority or responsibility to the members and the board shall be indemnified against any claim for failing to exercise any decision that the membership votes to overturn.

ARTICLE IV – Meeting of Members

Section 4.1 – Annual Meeting

Annual meetings shall be held at a date and time established by the board of directors for the purpose of electing directors and for the transaction of such other business as may come before such meeting.

Section 4.2 – Special Meetings

Special meetings of the members may be called by the president, the board of directors, or members of the corporation. The members may call such a special meeting by collecting the signatures of 10% of the eligible households and presenting them to the board. The board of directors shall assist the members in the logistics of setting up such a meeting of the members and shall do so in a manner consistent with other meetings called and held by the board of directors.

Section 4.3 – Place of Meeting

The board of directors may designate any place within the Commonwealth of Virginia as the place for an annual or special meeting called by the board of directors, the president, or the members of the corporation and may designate any place that is reasonably convenient to the resident homeowners but not necessarily convenient to non-resident homeowners.

Section 4.4 – Notice of Meetings

The board of directors shall publish notice of any annual or special meeting of members. This written notice shall state the place, day, and hour of the meeting and, in the case of a special meeting, the purpose for which the meeting has been called. This notice shall be delivered not less than ten (10) or more than fifty (50) days before the date of the meeting, unless otherwise specified by Virginia law, to each member of the corporation at his address as shown in the records of the corporation. Notice can be delivered personally, by mail, or electronic means (with the owner's consent unless otherwise allowed by law) or as otherwise allowed by law. Additional notice may be provided by posting same in a location on the property of the corporation clearly visible to the resident homeowners. Failure to receive any notice by any member shall not affect the validity of the published notice or the related meeting as long as notice was sent to each owner in person or by mail or electronic means or as otherwise allowed by law.

Section 4.5 – Quorum and Manner of Acting

At any meeting of Members, the presence in person or by proxy of twenty percent (20%) of all of the votes entitled to be cast by the Members shall constitute a quorum. If a quorum is not present at any meeting of members, a majority of the 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, either in person or by directed proxy, shall be the act of the members, unless the act of a greater number is required by Virginia law.

Section 4.6 – Elections and Voting

Elections and voting shall be conducted in the manner prescribed in Section 4.5 above (Quorum and Manner of Acting) and shall be the instrument of the Association in accepting or rejecting proposed Bylaws or other changes to the cluster.

Any referendum that is placed before the homeowners must fairly and accurately reflect both supporting and opposing viewpoints of the issue and shall be drafted by an election committee of members or directors. The board of directors must call for volunteers for this committee from the membership before drafting these viewpoints on their own. This is to ensure all viewpoints are considered equally.

The results of any election or referendum must be made available to the membership upon request.

Section 4.7 – Voting In-Person or by Directed Proxy

Votes may be cast either in-person or by directed proxy, and both means shall count toward a quorum. No undirected proxy votes will be accepted. No person other than the managing agent or a member of the board of directors shall cast a directed proxy vote for any Lot not owned by such person. Directed proxy votes of the members shall be written, witnessed and submitted on forms supplied by the board of directors.

The board of directors has the duty to verify that all proxy votes are valid. Valid proxy votes shall have the correct name and address of the owner of record, the homeowner's signature and the signature of one (1) witness. Also, the member must be in good standing with the Association as described in this document. If a proxy is determined to be invalid, the board of directors should, as time permits, attempt to contact the voting member to correct any clerical (i.e., not substantive nor monetary) abnormalities with respect to his proxy. Proxy ballots that are deemed invalid shall not be used but shall be marked as such and kept with other records of the vote.

If a quorum is not achieved at the meeting for which the vote is intended, then the proxy ballots are to be used for the next adjournment of the meeting, to be held within 30 days.

Inspectors may be nominated and approved by majority vote at any meeting of members for the purpose of counting the votes.

The in-person or directed proxy vote of the homeowner of record at the time of the vote shall override a directed proxy vote of the previous homeowner of the same address for the same issue or position being voted upon.

Section 4.8 – Alternate Voting Procedures

Notwithstanding any other provision of these Bylaws, to the extent permitted by the laws of Virginia, any vote to be taken of the members upon a stated proposal or for the election of directors may be taken by mail or by electronic means, and the number of votes necessary for passage of the proposal or election as a director shall be the same as if the vote were taken at a meeting. Ballots and proxies may be cast by electronic transmissions in a manner established by the board of directors that is consistent with Virginia law. In such a case, inspectors may be appointed by the board of directors for the purpose of counting the votes. However, the board of

directors will take under consideration the concerns of any members with regard to the appointment of these inspectors.

Section 4.9 – 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 V – Board of Directors

Section 5.1 – Qualification of Directors

All directors shall be resident homeowners. No person may be eligible to run for the board of directors who is more than two (2) quarters delinquent in the payment of any sum due to the Association.

Section 5.2 – General Powers

The business and affairs of the Association shall be managed by the board of directors. The board of directors may exercise all the powers of the Association, except such as are, by the laws of Virginia, the Articles of Incorporation, or these Bylaws, conferred upon, or reserved for, the members. The board of directors shall have the power to:

- (a) fix the amount of the Quarterly Assessment for each Lot consistent with the annual budget of the Association and give at least thirty (30) days advanced notice in the event of an increase in the Quarterly Assessment;
- (b) adopt and publish rules and regulations governing the use of the Common Area and other aspects of the community and to establish charges for the infraction thereof except as otherwise noted in these Bylaws;
- (c) suspend a Member's voting rights during any period in which the Member is in default in the payment of their Quarterly Assessment or any sum due and owing the Association;
- (d) after 14-day notice and opportunity for a hearing is given, suspend a Member's right to use the Common Area, including parking spaces, during any period in which such Member will be in default in the payment of the Quarterly Assessment levied by the Association or any sum due and owing to the Association;
- (e) after 14-day notice and opportunity for a hearing is given, suspend a Member's right to use the Common Area, including parking spaces, for a period not to exceed sixty (60) days for an infraction of published rules and regulations or a violation of the Bylaws or covenants, pursuant to the Virginia Property Owners Association Act; and;
- (f) declare the office of a member of the board of directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the board of directors or is delinquent more than two (2) quarters in paying their Quarterly Assessment; and

- (g) employ a manager, an independent contractor, or such other employees and contractors as they deem necessary, and to prescribe their duties.
- (h) appoint and disband such committees as the board deems appropriate.
- (i) adopt an annual budget for the operation of the Association; and
- (j) embark upon and manage maintenance and capital improvements per recommendations outlined in periodic reserve studies for the cluster.

The board of directors does not have the authority to unilaterally pass Bylaws nor adopt policies that affect the daily lives of the resident members in an effort to solve perceived problems in the community without first subjecting the proposed solutions to a vote of the membership.

(For example, if speeding is a perceived problem in the neighborhood, then speed bumps cannot be installed as a solution without first subjecting the proposed solution to a vote since speed bumps would affect the drivers in the neighborhood every day.)

Section 5.3 – Number and Tenure

The number of directors shall be five (5). The length of the term of each of the directors shall be three years and shall be staggered such that, at any given annual meeting, the positions shall have terms as defined in Table 1. The purpose of this is to ensure a level of consistency as the makeup of the board changes from year to year. Although the board of directors may function with as few as three (3) members, the intention of the enhanced voting methods, i.e., directed proxy and electronic voting, is to maintain the number of board members at five (5).

Table 1
Staggered Terms of the Board of Directors
3-Year Rotation

	Position 1	Position 2	Position 3	Position 4	Position 5
Year A	3	3	2	2	1
Year B	2	2	1	1	3
Year C	1	1	3	3	2
Year A	3	3	2	2	1

Section 5.4 – Regular Meetings of the Board of Directors

Ideally, regular meetings of the board of directors shall be held monthly (i.e., 12 times per year), but in any case shall be held no less than nine (9) times per year and shall be for the purpose of conducting the business and affairs of the Association.

Section 5.5 – Special Meetings of the Board of Directors

Special meetings of the board of directors may be called by or at the request of the President or any two directors and shall be for the purpose of conducting time-critical or emergency business or affairs of the Association.

Section 5.6 – Notice of Board Meetings

Notice to members regarding regular meetings of the board of directors shall be provided in a manner consistent with the requirements of Virginia law including the date, time and location of

the meetings of the board.

Section 5.7 – Quorum of the Board

Except as otherwise provided by Virginia law, a majority of the board of directors shall constitute a quorum of the board 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 without further notice.

Section 5.8 – Manner of Action of the Board

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.

Section 5.9 – Compensation of Directors

No director shall receive compensation from the Association for any service he may render to the Association as a director. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5.10 – Removal of a Director & Vacancy on the Board

Any director may be removed from the board by a majority vote of the Members of the Association present at a special or annual meeting at which quorum is achieved.

Any director, who misses three (3) consecutive meetings of the board of directors or is two (2) or more quarters delinquent in paying his Quarterly Assessments or any fee owed to the cluster, may be removed from the board of directors at the option of the majority of the remaining board members without prior notification to the homeowners. The board of directors, by the same manner of action, may also remove any member of the board of directors who improperly discloses private information from any executive session of the board of directors or any private records to which he or she has access by virtue of his or her service on the board of directors.

Any director who puts his house on the market for sale shall be considered resigned from the board of directors.

In the event of death, resignation or removal of a director, his successor shall be elected by the Members at any meeting at which a quorum is present, either in person or by directed proxy vote, and shall serve for the unexpired term of his predecessor.

If after two (2) failed attempts to elect a director by the aforementioned method, and provided sufficient notice was given to the members as described earlier in this document, a director may be appointed by the remaining board members and done so by a majority vote of the remaining board members. Notice of the result of such an appointment shall be given to the members of the association and this notice shall be consistent with meeting notices described in this document.

Section 5.11 – Informal Action by Directors

Directors may meet from time to time without notice and without the need to call a formal meeting of directors or members, however no formal business or votes may be taken at such meetings.

Section 5.12 – Indemnification of Board Members

The members of the board of directors and officers of the Association shall not be personally liable to the Association, Owners or others for any mistake in judgment or for any acts or

omissions made in good faith acting as such board members or officers individually or collectively. Each member of the board of directors and each officer shall be indemnified by the Association against all expenses and liabilities. This includes attorneys' fees, reasonably incurred by, or imposed upon, the board member in connection with any proceeding to which he may be a party, or in which he may become involved, or any settlement thereof, by reason of his being, or having been, a member of the board of directors or an officer of the Association. This holds true whether or not he is a member of the board of directors or an officer at the time aforementioned expenses are incurred. The exception to this indemnification is in such cases wherein the member of the board of directors is adjudged guilty of willful malfeasance in the performance of his duties or the duties of his office. In the event of a settlement, this indemnification shall apply only when the remaining board of directors approves such settlement as being in the best interests of the Association.

Section 5.13 – Management

The board of directors may, but shall not be required to, employ for the Association a management agent or manager (the "Management Agent") at a rate of compensation which is ordinary, reasonable, and customary for such services, to perform such duties and services as the board of directors shall from time to time authorize.

ARTICLE VI – Officers

Section 6.1 – Officers of the Corporation

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 will have the authority and will 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 except the offices of the President and Secretary; and, these two offices may be held by the same person in the event no other members of the community volunteer for the service and were given opportunity, by notice and by meeting, as described herein to do so. Officers are to be directors of the corporation.

Section 6.2 – Election, Term of Office and Vacancies

The officers of the corporation shall be elected annually by the board of directors at a meeting to be held as soon as is practical subsequent to the Annual Meeting of the Members at which the open board positions were voted upon. Ideally, this shall be within one week following the Annual Meeting of the Members. 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 6.3 – Removal of Officers

Any officer may be removed by the board of directors whenever, in its judgment, the best interest of the corporation will be served thereby. Removal from office requires a majority vote of the board. Removal from office does not constitute removal from the board.

Section 6.4 – Duties of the President

The President shall be the chief operating officer of the Association, shall be available at all meetings of the Members and the board of directors, shall have general and active operating management of the business of the Association and shall see that all orders and resolutions of the

board of directors are carried into effect. The President shall act as chairman at meetings of the board of directors. He shall have signature authority of the Association, except where required or permitted by Virginia law to be otherwise.

Section 6.5 – Duties of the Vice-President

In the absence of the President, or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one vice president, the Vice Presidents in the order designated by majority vote of the Directors, or in the absence of this designation, then in the order of their election to the board by the members) shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall perform such other duties, and have such other powers, as the board of directors may from time to time prescribe.

Section 6.6 – Duties of the Secretary

The Secretary shall attend formal meetings of the board of directors and formal meetings of the Members and shall provide minutes of the meetings. The Secretary shall give, or cause to be given, notice of meetings as described earlier in this document and shall perform such other duties as may be prescribed by the board of directors or President.

Section 6.7 – Duties of the Treasurer

The Treasurer shall have the custody of the Associations' funds and securities and shall keep, or cause to be kept, full and accurate accounts of receipts and disbursements in books belonging to the Association and shall deposit all monies and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the board of directors. The Treasurer shall disburse, or cause to be disbursed, the funds of the Association as may be ordered by the board of directors, taking proper vouchers for such disbursements, and shall render to the President and the board of directors, at its regular meetings, or when the board of directors so requires, an account of all his or her transactions as Treasurer and of the financial condition of the Association. The Treasurer shall prepare, or cause to be prepared, an annual budget and a statement of issuance and expenditures to be prescribed to the membership at its regular annual meeting and shall file a copy of each in the records of the Association. The board may assign certain Treasurer duties described herein to the managing agent.

ARTICLE VII – Committees

Section 7.1 – Committees of Members

The board of directors or the President may establish one or more committees of members for the purpose of conducting research and performing other actions as prescribed by the board. Committees of members shall present the results of their findings to the board at regular board meetings or special meetings but the board has the sole authority to vote amongst themselves, or cause to be put to a vote to the member community, any actions recommended by the committee of members. Committees of members may be established or disbanded by the board of directors on an as needed basis.

ARTICLE VIII – Finance

Section 8.1 – Signature Authority

The board of directors shall have signature authority for all checks, drafts, and orders for the payment of money, notes and other evidences of indebtedness, issued in the name of the Association. The board of directors shall, at their discretion, extend this authority, whole or in part, to a management agent for the Association.

Section 8.2 – Fiscal Year

The fiscal year of the Association shall be the twelve calendar months period ending December 31 of each year, unless otherwise provided by the board of directors.

Section 8.3 – Quarterly Assessments and Late Fees

Quarterly Assessments, or “Dues”, are a necessity for the townhouses in this community because trash pick-up, common ground maintenance, street lighting, snow removal and other aspects of the community are not the responsibility of Fairfax County or the Commonwealth of Virginia. These responsibilities are incumbent upon the neighborhood association.

A surcharge of thirty-five dollars (\$35) shall be assessed against any dwelling unit whose owner fails to pay in full any dues or other authorized charges to the corporation within thirty (30) days of the date when such charges are due and payable. Quarterly assessments and other charges shall be considered paid when payment of cash or check is actually received by a member of the board of directors or the Management agent. A surcharge of thirty-five dollars (\$35) may be assessed against the dwelling unit for each quarter the unit owner is delinquent. All administrative, legal, and other expenses incurred by the corporation to collect delinquent dues or charges shall be added to any surcharge assessed. All surcharges are due and payable immediately.

When any dwelling unit is owned by record in joint tenancy or tenancy-in-common or in any manner of joint or common ownership, such owners shall be jointly and severally liable for all dues, charges, and surcharges assessed by the corporation.

The board of directors has a fiduciary responsibility to the corporation to enforce payment of delinquent assessments or any other charges owed to the corporation.

ARTICLE IX – Parking

Section 9.1 – Assignment of Spaces

Each unit shall have available two (2) spaces for use by assignment. Units with more vehicles than their assigned spaces should park additional vehicles on Walnut Branch Road or any other location outside of the Cluster.

The board of directors, at their discretion, may rent unassigned parking spaces to residents or reserve them for visitor parking. If these spaces are rented, the board must use a public auction or some other method that provides equal opportunity to any resident and that provides the maximum market value for the space.

The term of rental shall be no longer than one (1) year and shall not be automatically renewed but available for public auction at the conclusion of each rental period.

Revenue received as a result of parking space rental shall be put toward the general operating fund of the Association.

Section 9.2 – Prohibited Vehicles

The following vehicles are prohibited from storage on the Country Walk Cluster property:

- A) Vehicles not having current State license tags, current County Stickers, and current inspection stickers;
- B) Vehicles which are not operable;
- C) Garbage trucks, tractor-trailers, dump trucks, construction equipment, cement mixers, or commercial vehicles.
- D) Recreational vehicles (RV's), trailers (camping, horse, or boat), boats, mobile homes, campers, except on an overnight basis before and after a trip in which the vehicle will be or has been used. Vehicles in this category may be stored in the Boat and Trailer Yard. If space is not currently available, owners of such vehicles should promptly put their names on the waiting list and notify the board. However, the board may still require the vehicle to be parked elsewhere.

Section 9.3 – Parking Enforcement

With the exception provided in Section 9.2 (D) above, an owner of a vehicle in violation of this article shall be subject to having that vehicle towed.

Residents finding other vehicles in their reserved parking spaces should make every effort to resolve the issue on their own; however, if they cannot do so, then they should contact a Country Walk board member who is then authorized to contact a towing company. The owner of the towed car is responsible for all costs associated with towing and the reclamation of the vehicle. This is a 24-hour enforcement.

Section 9.4 – Visitor Parking

To the extent visitor parking spaces are available, subject to *Section 9.1 – Assignment of Spaces*, visitor parking is for visitors only. Any vehicle occupying a visitor spot for more than 48 consecutive hours will be subject to towing at the vehicle owner's expense.

Section 9.5 – Other Parking Restrictions

Vehicles will be subject to towing under the following conditions:

- A) Any vehicle parked in a fire lane;
- B) Any vehicle that is double-parked;
- C) Any vehicle parking in places other than marked spaces
- D) Abandoned vehicles
- E) Any vehicle of an owner with delinquent homeowner association dues.

ARTICLE X – Animal Control

Dogs and Cats are prohibited on the property of the corporation, except under the leash control of the dog or cat's owner or other responsible person. All state, county, and municipal statutes, ordinances, and regulations governing animal control in the community of Reston shall be

enforced on the property of the corporation and the applicable provisions thereof are adopted as by-laws of the Corporation and are incorporated herein by reference.

Feeding of stray dogs or cats is expressly prohibited. This is due to the difficulty in controlling the behavior and health of stray animals, both of which can have a detrimental impact on the community.

ARTICLE XI – Due Process

Before the board of directors can impose charges or take other actions it is entitled to take against a member for violation of the governing documents of the Association including its rules and Bylaws, or for non-payment of dues or other fees, the board must notify the member in writing via registered or certified mail, return receipt requested and give the member at least fourteen (14) days to respond. Further, the board must hold a closed hearing if requested by the member for the purpose of presenting his reasons for the violation(s) and any plans he has to rectify those violation(s); however, a request for such a hearing must be made by the member to the board within the response period above. If not, the resident forgoes his opportunity for this hearing and the board may continue with its entitled action.

ARTICLE XII – Maintenance of Property

Each owner of property located in Country Walk is responsible for compliance with the Covenants of the Association and the Bylaws of the Association in regard to the maintenance of the owner's property, including, but not limited to, landscaping, the exterior of the building, parking regulations, and appropriate trash removal. Each owner who rents the property must also ensure appropriate compliance of tenants through terms of the Lease Agreement.

In the case of violation of any Covenant or Bylaw concerning maintenance of property, the Association is entitled to take the following action:

- 1.) The owner of the property will be informed, in writing, of the violation and given a set reasonable time to bring the property into compliance considering the nature of the violation.
- 2.) If the property owner does not take appropriate action within the time period set by the Association, the Association will undertake appropriate action to bring the property into compliance. If the Association takes such action, the Association will bill the property owner for any and all costs associated with the action.
- 3.) Failure of a property owner to pay any amounts due based on actions taken under paragraph two will result in a lien being placed on the property by the Association.

ARTICLE XIII – Amendments

Any and all provisions of these Bylaws may be altered or repealed, and new Bylaws may be adopted, at any annual meeting of the Members or at any special meeting called for that purpose, and must be done so by a majority vote of the Members present at such meeting where a quorum is present either in person or by directed proxy. Any modification to the Bylaws may be proposed by the board of directors or by ten percent (10%) of the Members. Any proposed

modification must be published to all of the Members at least twenty-one (21) days in advance of any proposed vote on said modification.

SIGNATURES

We being all of the Directors of Country Walk Cluster Association at the time of this writing do hereby witness these Bylaws with our signatures on the dates recorded below.

(1) Michael F. Schiavi, President
Director Name & Office
(Please Print)

[Signature on File]
Director Signature

02/16/2004
Date

(2) Rhonda Stiver, Vice President
Director Name & Office
(Please Print)

[Signature on File]
Director Signature

02/16/2004
Date

(3) Melissa Utzinger, Vice President
Director Name & Office
(Please Print)

[Signature on File]
Director Signature

02/16/2004
Date

(4) Hallie E. Giuliano, Treasurer
Director Name & Office
(Please Print)

[Signature on File]
Director Signature

02/16/2004
Date

(5) Srinivas Krovvidy, Secretary
Director Name & Office
(Please Print)

[Signature on File]
Director Signature

02/16/2004
Date