

**BYLAWS
OF
SOAPSTONE CLUSTER ASSOCIATION**

Amended February 24, 2007

ARTICLE I

MEMBERSHIP

Section 1. Members.

All persons who own of record any dwelling unit on property of the Corporation shall be Members of the Corporation, with all rights and responsibilities of membership enumerated in the Articles of Incorporation and these Bylaws, so long as they continue to own such property. All persons who occupy any dwelling unit on Corporation property as their residence pursuant to a valid lease with the owner of record, but who do not own of record any dwelling unit on property of the Corporation, shall be Associate Members of the Corporation, with all rights and responsibilities of associate membership enumerated in the Articles of Incorporation and these Bylaws, so long as they continue to reside in such property pursuant to a valid lease with the owner of record.

Section 2. Registration of Members.

Any Member of the Corporation who sells or otherwise transfers title of a dwelling unit on property of the Corporation to another person, or who enters into a valid lease to permit any person to occupy a dwelling unit on Corporation property shall (a.) inform the new owner(s) of record or lessee(s) in writing of their Corporation membership status, rights and responsibilities, as enumerated in the Articles of Incorporation and these Bylaws, at the time such dwelling unit is sold or title transferred or such lease becomes effective: and (b.) inform the President of the Corporation in writing of the full name(s) and address of the new owner(s) of record or lessee(s) and the effective date of the transaction or lease.

ARTICLE II

OFFICES

Section 1. Registered Office and Agent

The Corporation shall have and continuously maintain 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 shall be the President of the Corporation. The registered office may be but need not be identical with the principal office of the Corporation in the Commonwealth of Virginia.

ARTICLE II (Cont'd.)

OFFICES

Section 2. Principal Office

The principal office of the Corporation in the Commonwealth of Virginia shall be located within Reston in the County of Fairfax. The Corporation may have such other offices as the Directors may from time to time determine.

ARTICLE III

MEETINGS OF MEMBERS

Section 1. Annual Meeting

The annual meeting of Members and Associate Members shall be held during the month of February for the purpose of electing Directors, consideration of the annual budget of the Corporation, and for the transaction of such other business as may come before the meeting. The meeting shall be called by or at the direction of the President or Board of Directors of the Corporation. Written notice stating the place, day and hour of the annual meeting shall be delivered to each Member, and where appropriate, Associate Member entitled to vote at such meeting not less than fourteen (14) days nor more than fifty (50) days before the date of the meeting, except as otherwise provided by law to act on an amendment of the Articles of Incorporation or on a plan of merger consolidation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage prepaid, addressed to the Member or, where appropriate, Associate Member at his/her address as it appears on the records of the Corporation, and postmarked within the prescribed time period for notice of the annual meeting.

Section 2. Special Meeting

Special meetings of the Members and, where appropriate, Associate Members may be called by the President, the Board of Directors, or Members and Associate Members having not less than one-fifth (1/5) of the total votes of the Corporation, upon forty-eight (48) hours sufficient notice which specifies the place, day, hour and purpose of the meeting. The business at any special meeting shall be limited to those matters specified in the notice of the meeting. Any action permitted by law, the Articles of Incorporation, and these Bylaws, taken at a special meeting of the Members and, where appropriate, Associate Members of the Corporation may be implemented only upon approval of the Board of Directors or upon consent in writing setting forth the action so taken by no less than one-half (1/2) plus one of the Members and, where appropriate, Associate Members entitled to vote on such matters.

ARTICLE III (Con't.)

Meetings of Members

Section 3. Place of Meetings

All meetings of the Corporation shall be held within Reston, Virginia, at a place sufficient to accommodate such meeting. Meetings at the principal office of the Corporation may be held only upon approval of the President or the Board of Directors. Meetings at a private residence may be held only upon approval of the owner or legal tenant of such residence, and, except in the case of a special meeting called by Members and, where appropriate, Associate Members of the Corporation, the Board of Directors.

Section 4. Quorum and Manner of Acting

Members holding one-third (1/3) of the eligible votes shall constitute a quorum for the purposes of voting on the approval of the annual budget of the Corporation, on a proposal to adjust the amount of assessment for Association dues, amendment of the Bylaws, or election of Directors. Members and Associate Members holding one-fifth (1/5) of the eligible votes shall constitute a quorum for the purposes of transacting any other business. If a quorum is not present at any duly announced meeting, a majority of those Members and, where appropriate, Associate Members present may adjourn the meeting from time to time without further notice. An act of a majority vote of these Members and, where appropriate, Associate Members present (in person or by proxy) shall be the act of the Members unless the act of a greater number is required by law, the Articles of Incorporation, or by these Bylaws.

Section 5. Conduct of Meetings

The Board of Directors may make such regulations as it deems advisable for the conduct of any meeting of Members or Associate Members, including requirements for proof of membership, evidence of the right to vote, appointment and supervision of inspectors of votes, attendance by non-members of the Corporation, and any other matters. Such regulations shall be binding upon the Corporation and upon its Members and Associate Members.

Section 6. Proxy Voting

Members and, where appropriate, Associate Members may vote by proxy, executed in writing by such Members or Associate Members or by his/her authorized attorney-in-fact, in accordance with the applicable provisions of the Virginia Non-stock Corporations Act.

Section 7. Budgetary Matters

Except in the case of emergency, all Members of the Corporation must be notified in writing at least fourteen (14) days in advance of any meeting requiring a vote with respect to budgetary matters.

ARTICLE III (Con't.)

Meetings of Members

Section 8. Informal Action by Members

Any action required or permitted by law to be taken at a meeting of the Members and, where appropriate, Associate Members of the Corporation may be taken without a meeting, provided that a consent in writing setting forth the actions so taken shall be signed by three-fourths (3/4) of the Members and, where appropriate, Associate Members of the Corporation entitled to vote on such action.

ARTICLE IV

DIRECTORS

Section 1. General Powers.

The affairs of the Corporation shall be managed by its Directors. The Directors shall have the authority to take what ever action they deem advisable to enforce the Protective Covenants and Restrictions of Reston's Deed of Dedication within Soapstone Cluster, in order to conserve the beauty of property, to insure its best use, and to prevent the erection of poorly designed or poorly constructed improvements within the cluster. The Directors shall appoint the officers and necessary committees to help administer the affairs of the Corporation.

Section 2. Number and Tenure.

The number of Directors shall be a minimum of three and a maximum of five. Their qualifications and tenure shall be as set forth in the Articles of Incorporation.

Section 3. Annual Meeting of the Board of Directors.

A regular annual meeting of the Board of Directors shall be held immediately following the annual meeting of Members and Associate Members of the Corporation.

Section 4. Regular Meetings.

The regular Meetings of the Board of Directors shall be held within Reston, Virginia, at such time and place as the Board may from time to time designate. A minimum of six meetings shall occur within the fiscal year. A set day for regular Board meetings shall be established by the new Board of Directors at its regular annual meeting. All regular meetings of the Board of Directors shall be open to any Member and, as appropriate, Associate Member of the Corporation.

ARTICLE IV (Cont'd)

DIRECTORS

Section 5. Special Meetings

The 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 calling a special meeting may fix the time and place within Reston, Virginia, for such meeting. The business at any special meeting shall be limited to those matters specified in the notice of the meeting. Special meetings of the Board shall be open to any Member or Associate Member of the Corporation, except that the Board may by majority vote agree to meet in closed executive session for the sole purpose of discussing allegations pertaining to violations by a Member, Associate Member, their families, visitors or invitees, where Board action is provided for under Article III, Section 2., of these Bylaws. Any Member or Associate Member who is the subject(s) of these closed meetings shall be notified by the Board at least seven (7) days prior, in writing, to the meeting and may be present during such meeting.

Section 6. Notice of Meetings

Notice of regular meetings of the Board of Directors shall be published in the Association newsletter distributed to each Member and Associate Member of the Corporation prior to such meeting, and notice shall also be given to each Director along with the agenda for the meeting by the Secretary at least seven (7) days prior to the meeting.

Section 7. Quorum and Manner of Acting

Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, a majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the Directors are present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. The act of a majority of the Directors 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, the Articles of Incorporation, or these Bylaws.

Section 8. Compensation.

No compensation or remuneration shall be paid to the Directors for their services as Directors, or for services or expenses incurred for the Corporation in any other capacity unless a resolution authorizing such remuneration has been unanimously adopted by one-third of the Membership.

Section 9. Budgetary Matters.

The Directors shall prepare an annual budget for the Corporation, to be adopted at the annual meeting of the Corporation membership, and shall have the authority to collect

assessments from each Member of the Corporation in order to implement such budget.

ARTICLE IV (Cont'd)

DIRECTORS

The Board of Directors shall make such policies and regulations as it deems advisable for the collection of Members' assessments, including a schedule for payments and a differential assessment for Members who choose to pay on a quarterly, annual, or other basis. The Directors shall approve any contract or agreement entered into on behalf of the Corporation before such contract of agreement becomes effective. No Corporation funds shall be obligated or expended without prior approval of a majority of the Board of Directors.

Section 10. Informal Action by Directors.

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all the Directors.

ARTICLE V

OFFICERS

Section 1. Officers.

At a minimum, the Officers of the Corporation shall be a President, a Treasurer, and a Secretary. The Board of Directors shall appoint the Officers, and such other Officers as it shall deem desirable. A Vice President and a Member at Large position may be appointed by the Directors. Two or more offices may be held by the same person, excepting the offices of President and Secretary. The President and Vice President(s) shall be Directors of the Corporation.

Section 2. Appointment, Terms, and Vacancies.

The Officers of the Corporation shall be appointed at the regular annual meeting of the Board of Directors. Each Officer shall hold office until a successor has been duly appointed. The Board of Directors shall fill any office vacated by resignation or other reason.

Section 3. Removal of Officers.

Any Officer may be removed by the Board of Directors when, in the judgment of the Board, such removal would be in the best interests of the Corporation.

Section 4. Powers and Duties.

The Officers of the Corporation shall have such powers and duties as generally pertain to their respective offices. The President shall be the Chief Executive Officer of the

ARTICLE V (Cont'd)

OFFICERS

Corporation. The Vice President shall act as Chief Executive Officer of the Corporation in the absence of the President, and shall be the Association's liaison with the Reston Homeowners Association, other community organizations, and the Fairfax County Government. The Treasurer shall oversee the financial records and files of the Corporation, be responsible for the timely payment of all bills and other obligations of the Corporation, bill and collect Member assessments, sign Corporation checks with the President or other designated Directors, and provide monthly financial reports to the Board of Directors. The Secretary shall take and maintain minutes of each meeting of the Board of Directors and Corporation membership, maintain the records and files of the Corporation with the exception of the financial records, and perform routine secretarial duties for the Corporation and the Board of Directors. A property management company can be retained by the Board to provide services deemed necessary by the Board. The hiring of a property management company must be approved by one-third of the Membership. It is the responsibility of the Board to oversee the property management company.

ARTICLE VI

COMMITTEES

Section 1. Committees of the Board of Directors

The Board of Directors, by resolution promptly following the annual meeting of the Corporation, shall designate standing committees to help manage the affairs of the Corporation. The committees will help oversee Association activities and make recommendations to the Board in designated areas. The standing committees could include but not be limited to a Committee on Budget and Financial Affairs, a Committee on Grounds and Maintenance, a Committee on Member Representation, a Committee on Communications to include the Editor of the Association newsletter, and a Committee on Community Affairs. Each committee shall be chaired by a Director and include non-Director Members and, where appropriate, Associate Members of the Corporation on a representative basis from throughout the Cluster. The President and Vice President may serve as chairman of any standing committee, and will serve as ex-officio members on all committees.

Section 2. Rules

The Board of Directors shall adopt rules to govern the meetings, procedures, and actions of all committees. Each committee may adopt its own rules, which shall conform to the rules adopted by the Board of Directors.

ARTICLE VII

THE BUDGET

Section 1. Annual Budget

The annual budget of the Corporation adopted pursuant to Section 2 of this Article shall be binding upon the Corporation. The Board of Directors shall not obligate or expend any funds not authorized by the adopted budget, except as provided in Section 3 of the Article.

Section 2. Budget Approval

- (a) The Board of Directors shall prepare and submit to each Member and Associate Member of the Corporation the proposed annual budget for the next fiscal year along with the notice of the annual meeting no later than fourteen (14) days prior to the date of the annual meeting. The budget shall include all sources of anticipated income and proposed line-item expenditures for the next fiscal year, along with comparisons to the current fiscal year budget and the preceding fiscal year's actual revenues and itemized expenditures. The budget proposal shall also include the differential assessment schedule recommended to implement the budget. The proposed budget shall be submitted to the Members of the Corporation (but not Associate Members) for a vote at the annual meeting. Only Members of the Corporation (but not Associate Members) shall be eligible to vote on the budget, and no amendments to the proposed budget shall be entertained prior to the vote. If a majority of the Members of the Corporation (but not Associate Members) present and eligible to vote at the annual meeting at which a quorum is present approve the proposed budget as submitted, both the budget and the differential assessment shall be deemed to have been adopted.
- (b) If the proposed budget is not approved, the Board of Directors shall (1) immediately revise and resubmit the budget for approval by Members of the Corporation (but not Associate Members), or (2) withdraw the proposed budget from consideration and present a revised proposed budget for consideration and approval at a special meeting no later than twenty-one (21) days, pursuant to Subsection (a) of the Section.
- (c) If no budget for the new fiscal year has been adopted by the last day of the current fiscal year, the Board of Directors shall adopt a continuing budget resolution for thirty (30) days, which shall not exceed total expenditures during the corresponding thirty (30) day period of the previous year plus ten (10) percent. Before the expiration of the continuing resolution, the Board shall submit a further proposed budget to the Members of the Corporation pursuant to Subsection (b) (2) of this Section and continue funding necessary operations of the Corporation pursuant to the provisions of this Subsection until a budget for the fiscal year is approved by the Members of the Corporation.

ARTICLE VII (Cont'd)

THE BUDGET

Section 3. Deviation Authority

The Board of Directors by majority vote may deviate from authorized line-item expenditures to the extent of ten percent (10%) for any line-item, provided that funds can be reprogrammed to maintain a balanced budget. The Board may deviate to a greater extent where required to meet an emergency condition, or to pay a tax or fee lawfully assessed against the Corporation, as determined by a vote of two-thirds (2/3) of the Directors. Any expenditure which requires deviation from authorized line-item expenditures in excess of ten percent (10%) for any line-item, or which requires a new line item in excess of five percent (5%) of total approved budget expenditures, or which would result in a budget deficit requiring an increase in membership assessments, must be approved by a majority of the Members of the Corporation (but not Associate Members) present at a special meeting of Corporation Members called for that purpose.

Section 4. Financial Audit

The Board of Directors shall cause an audit of the Corporation's financial records to be prepared and distributed to the Members of the Corporation at a minimum of every two years, within 90 days following the start of the fiscal year (April 1st).

ARTICLE VIII

ANNUAL ASSESSMENTS

The Corporation may impose an annual charge on each Lot or other parcel of Property owned by the Members of the Corporation in an amount fixed by the Board of Directors in proportion to the assessed value of each said Lot or other parcel of Property as finally fixed for each calendar year by the Department of Assessments of the County of Fairfax, or its governmental successor, or by any other measure deemed by the Board of Directors to be fair and equitable. The Board of Directors may establish different rates from year to year and may from year to year establish different rates for various general classifications of property as it may determine to be fair and equitable; provided, however, that the charge imposed by the Corporation with respect to any Lot or parcel of Property owned by each Member of the Corporation may not exceed one-half of one percent (0.5%) of such assessed valuation (including improvements thereon), without the prior approval by two-thirds (2/3) of the Members of the Corporation present (in person or by proxy) and voting at an annual or special meeting of said Members called for such purpose.

- (1) Any assessment payment not received within thirty (30) days after the due date shall be termed delinquent.
- (2) At the time an assessment becomes delinquent, a late charge of fifteen dollars (\$15.00) will be added to the account

ARTICLE VIII (Cont'd)

ANNUAL ASSESSMENTS

(3) Thirty-one (31) days after the due date, a notice of delinquency shall be mailed to the owner, which notice shall include (a) the amount of delinquent payment, (b) the late charge, and (c) the total amount remaining unpaid.

(4) If payment, including any additional charges, is not received within sixty (60) days after the due date, the Board of Directors will exercise its option to accelerate payment of the remaining installments and the entire amount of the annual assessment shall become due and payable. The President of the Board of Directors shall send notification of this action to the delinquent owner by certified return receipt mail, with that cost added to the amount of the bill.

(5) If within fifteen (15) days of the mailing of that notification the account still remains delinquent, a listing of the property in question and the name of the owner shall be turned over to the counsel for the Association, who shall cause the lien to be recorded and shall take other appropriate legal action.

(6) At the time the delinquent account is turned over to the Association counsel, the delinquent owner shall become responsible for payment of legal fees required to collect the delinquent assessments and to record a lien on the property in question. Such legal fees shall be added to the assessment due the Association. Additionally, the right of the delinquent owner to vote and to serve on the Board of Directors or any committee established by the Board shall be suspended until such delinquent assessments have been paid, unless relief is granted by Special Resolution of the Board of Directors.

ARTICLE IX

CERTIFICATES OF MEMBERSHIP (this Article has been deleted as of June 1993 by Amendment)

ARTICLE X

SEAL (this Article has been deleted as unnecessary)

ARTICLE XI

AMENDMENTS

Amendments to these Bylaws may be adopted by a majority of the Members (but not Associate Members) present at any meeting called for that purpose where a quorum is present. Amendments may be proposed by the Board of Directors or by petition to the Board signed by Members (but not Associate Members) holding no less than one-fifth

(1/5) of the total votes of the Corporation.