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BY-LAWS

OF

WALDEN CLUSTER ASSOCIATION

Edition 3, Adopted Aug 18, 2003

Walden Cluster
Swans Neck Way
Reston, VA 20191-4023

This document describes the By-Laws of the Walden Cluster Association. (The Articles of Incorporation are described in a separate document by the same name.) The By-Laws consist of a set of Articles. *Informative text* may be used to provide background, historic, or other information to help understand articles. Such text is written as footnotes and is *not*, itself, part of the By-Laws.

In this edition, all amendments to the previous edition have been incorporated into the main body, moved to the new “Operating Procedures” document, or deleted.

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ARTICLE I

OFFICES

The office of the corporation in the Commonwealth of Virginia shall be located in the County of Fairfax.

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 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:

All persons owning of record any dwelling unit on the property shown on the Deed of Resubdivision of Block 1B, Section 72 Reston, Virginia for which the cluster common area is conveyed to the Walden Cluster Association (the said land shown on such Deeds of Resubdivision and the ___ acre portion of Parcel conveyed to the corporation being hereinafter referred to as the "Property") except a person taking title as security for the payment of money or the performance of an obligation).

No person 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 Deeds of Resubdivision (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 Resubdivision) with respect to the dwelling unit he owns or when he is in violation of any rule or regulation adopted by the corporation with respect to the Property.

Each member of the corporation, by becoming such, agrees that he shall be personally responsible for the payment of the charges created under the Deed of Resubdivision with respect to the dwelling unit he owns and for compliance by himself, his family, guests, and invitees, with the provisions of the said Deed and the rules and regulations adopted by the corporation with respect to the Property. The qualifications set forth herein for membership in the corporation shall be the only qualifications for such membership.

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1
2 Section 2. Voting Rights. The members of the corporation shall have the right to vote for
3 the election and removal of directors. Each member of the corporation shall have one
4 vote, except that:

5
6 (A) Any person owning more than one dwelling unit shall have the number of votes equal
7 to the number of dwelling units owned.

8
9 (B) When any dwelling unit on the property is owned of record in joint tenancy or
10 tenancy-in-common, or in any other manner of joint or common ownership, such owners
11 shall collectively be entitled to only that number of votes to which one person would be
12 entitled were he the owner of such dwelling unit. Such vote shall be exercised only by the
13 unanimous action or consent of the owners of record of such dwelling unit who are
14 entitled to vote with respect thereto.

15
16 (C) Only a member of the corporation residing in the dwelling unit with respect to which
17 he is entitled to vote, shall have the right to vote.

18
19 (D) Voting by proxy is expressly prohibited.
20

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22 **ARTICLE III**

23
24 **MEETING OF MEMBERS**

25
26 Section 1. Annual Meeting. Each Fall, there shall be an annual meeting of the members
27 for the purpose of electing directors of the Board, and for the transaction of such other
28 business as may come before the meeting.

29
30 Section 2. Special Meetings. Special meetings of the members may be called by the
31 President, the Board of Directors, or members of the corporation holding not less than
32 one-fifth of the votes.
33

34 Section 3. Place and Time of Meeting. Annual and special meetings shall be held in
35 Fairfax County, Virginia. The location of the annual meeting of members shall be set by
36 the Board. The location of special meetings of members called by the Board of Directors
37 shall be determined by that Board. The location of special meetings of members called by
38 the President shall be determined by the President. The location of special meetings of
39 members called by members of the corporation shall be determined by those calling
40 members. To maximize member attendance, annual and special meetings shall be held
41 outside normal business hours.
42

43 Section 4. Notice of Meetings. The corporation shall publish notice of any annual or
44 special meeting of members in the manner provided by law. Written notice stating the
45 place, day, and hour of the meeting and, in case of a special meeting, the purpose or
46 purposes for which the meeting is called, shall also be mailed or delivered not less than

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1 ten or more than fifty days before the date of the meeting, except as otherwise specified
2 by law, either personally or by mail, by or at the direction of the President or the
3 Secretary or the person calling the meeting, to each member of the corporation at his
4 address as shown on the records of the corporation. A member may, in a writing signed
5 by him, waive notice of any meeting before or after the date of meeting stated therein.
6 Failure to mail or deliver any notice to any member shall not affect the validity of the
7 published notice.

8
9 Section 5. Informal Action by Members. Any action required or permitted by law to be
10 taken at a meeting of the members of the corporation may be taken without a meeting, if
11 a consent in writing setting forth the action so taken shall be signed by all of the members
12 of the corporation.

13
14 Section 6. Quorum and Manner of Acting. Members holding one-fifth of the total votes
15 shall constitute a quorum at any meeting. If quorum is not present at any meeting of
16 members, a majority of the members present may adjourn the meeting from time to time
17 without further notice. The act of a majority of the members present at a meeting at
18 which a quorum is present shall be the act of the members, unless the act of a greater
19 number is required by law, or by the Articles of Incorporation of the corporation, or by
20 these By-Laws.

21
22 Section 7. Conduct of Meetings. The directors may make such regulations as they deem
23 advisable for any meeting of members in regard to proof of membership in the
24 corporation, evidence of the right to vote, the appointment and duties of inspectors of
25 votes, and such other matters concerning the conduct of the meeting as they shall deem
26 fit. Such regulations shall be binding upon the corporation and its members.

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29 **ARTICLE IV**

30 **DIRECTORS**

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33 Section 1. General Powers. The affairs of the corporation shall be managed by its
34 directors, who shall all be members of the corporation.

35
36 Section 2. Number and Tenure. The number of directors shall be six The Board of
37 Directors shall be divided into three (3) classes of membership, as nearly equal in number
38 as possible, with the term of office of one class expiring each year. At the first annual
39 meeting of members, directors of the first class shall be elected for three (3) years, the
40 directors of the second class shall be elected for two (2) years, and the director(s) of the
41 third class shall be elected for one (1) year, and until their respective successors are
42 elected. Thereafter at each annual meeting of the members, the successors to the class of
43 directors whose term shall then expire shall be elected for a term of three (3) years. When
44 the aggregate number of directors is changed, any increase or decrease shall be so
45 apportioned among the classes so as to make all classes as equal in number as may be
46 possible. No decrease in the aggregate number of directors shall shorten the term of any

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1 incumbent director. Any vacancy occurring in the initial or any subsequent Board of
2 Directors may be filled at any meeting of the Board of Directors by the affirmative vote
3 of a majority of the remaining directors, though less than a quorum of the Board of
4 Directors, or by a sole remaining director and if not previously so filled, shall be filled at
5 the next succeeding meeting of the members of the corporation. Any director elected to
6 fill a vacancy shall serve as such until the expiration of the term of the director, the
7 vacancy in whose position he was elected to fill. At its first Board meeting following the
8 annual meeting of the members of the corporation, the Board of Directors shall elect, by a
9 majority vote, a director to be Chair, for a one-year term. If the Chair becomes vacant
10 during a Chair's term, the Board of Directors shall elect, by a majority vote, a director to
11 be Chair, to serve out the remainder of the previous Chair's term.

12
13 Section 3. Regular Meetings. The Board of Directors shall hold regular Board meetings
14 on a quarterly basis. All regular Board meetings shall be held in Fairfax County, Virginia.

15
16 Section 4. Special Meetings. Special meetings of the Board of Directors may be called by
17 or at the request of the President or any two directors. The person or persons authorized
18 to call special meetings of the Board may fix any place within Fairfax County, Virginia,
19 as the place for holding any special meeting of the Board called by them.

20
21 Section 5. Notice. Notice of any meeting of the Board of Directors for the holding of
22 which notice is required shall be given at least two days previous thereto by written
23 notice delivered personally or sent by mail or telegram to each director at his address as
24 shown on the records of the corporation. If mailed, such notice shall be deemed to be
25 delivered when deposited in the United States in a sealed envelope so addressed, with
26 postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to
27 be delivered when the telegram is delivered to the telegraph company. Any director may,
28 in a writing signed by him, before or after the time of meeting stated therein, waive notice
29 of any meeting. The attendance of a director at any meeting shall constitute a waiver of
30 notice of such meeting. Neither the business to be transacted at, nor the purpose of, any
31 regular or special meeting of the Board need be specified in the notice or waiver of notice
32 of such meeting, unless specifically required by law, by the Articles of Incorporation of
33 the corporation or by these By-Laws.

34
35 Section 6. Quorum. Except as otherwise provided, by law or by the Articles of
36 Incorporation of the corporation, or by these By-Laws, three (3) directors shall constitute
37 a quorum for the transaction of business at any meeting of the Board; but if less than
38 three (3) directors are present at said meeting, a majority of the directors present may
39 adjourn the meeting from time to time without further notice.

40
41 Section 7. Manner of Action. The act of a majority of the directors present at a meeting at
42 which a quorum is present shall be the act of the Board of Directors, unless the act of a
43 greater number is required by law, or by the Articles of Incorporation of the corporation,
44 or by these By-Laws.

45
46 Section 8. Compensation. Directors shall not receive any compensation for their services

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1 as Directors.

2
3 Section 9. Informal Action by Directors. Any action required by law to be taken at a
4 meeting of directors, or any action which may be taken at a meeting of directors, may be
5 taken without a meeting if a consent in writing, setting forth the action so taken, shall be
6 signed by all the directors.

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9 **ARTICLE V**

10 **OFFICERS**

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13 Section 1. Officers. The officers of the corporation shall be a President, one or more Vice
14 Presidents (the number thereof to be determined by the Board of Directors), a Secretary,
15 and a Treasurer. The Board of Directors may elect such other officers, including one or
16 more assistant Secretaries and one or more Assistant Treasurers, as it shall deem
17 desirable, such officers to have the authority and perform the duties prescribed from time
18 to time by the Board of Directors. Any two or more offices may be held by the same
19 person, excepting the offices of the President and Secretary. The President shall be a
20 director of the corporation. Other officers may be, but need not be, directors of the
21 corporation. All officers shall be members of the corporation.

22
23 Section 2. Election, Term of Office and Vacancies. The officers of the corporation shall
24 be elected annually by the Board of Directors at the first Board meeting following the
25 annual meeting of the members of the corporation. Each officer shall hold office until his
26 successor shall have been duly elected. A vacancy in any office arising because of death,
27 resignation, removal, or otherwise may be filled by the Board of Directors for the
28 unexpired portion of the term.

29
30 Section 3. Removal. Any officer may be removed by the Board of Directors whenever, in
31 its judgment, the best interest of the corporation will be served thereby.

32
33 Section 4. Powers and Duties. The officers of the corporation shall, except as otherwise
34 provided by law, by the Articles of Incorporation, by these By-Laws, or by the Board of
35 Directors, each have such powers and duties as generally pertain to their respective
36 offices, as well as such powers and duties as may from time to time be specifically
37 conferred or imposed by the Board of Directors. The President shall be the chief
38 executive officer of the corporation.

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41 **ARTICLE VI**

42 **COMMITTEES**

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45 Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a
46 majority of the directors in the office, may designate one or more committees, each of

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1 which shall consist of two or more directors, which committees, to the extent provided in
2 the resolution, shall have and exercise the authority of the Board of Directors in the
3 management of the corporation, provided, however, that no such committee shall have
4 the authority of the Board of Directors to approve an amendment to the Articles of
5 Incorporation of the corporation or a plan of merger or consolidation.

6
7 Section 2. Other Committees. Other committees not having and exercising the authority
8 of the Board of Directors in the management of the affairs of the corporation may be
9 designated by a resolution adopted by the Board of Directors, to perform such duties and
10 to have such powers as may be provided in the resolution.

11
12 Section 3. Rules. Each committee may adopt rules for its own government not
13 inconsistent with the terms of the resolution of the Board of Directors designating the
14 committee or with rules adopted by the Board of Directors.

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17 **ARTICLE VII**

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19 **CERTIFICATES OF MEMBERSHIP**

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21 Section 1. Certificates of Membership. The Board of Directors may provide for the
22 issuance of certificates evidencing membership in the corporation, which shall be in such
23 form as may be determined by the Board. Such certificates shall be signed by the
24 President or a Vice President and by the Secretary or an Assistant Secretary and shall be
25 sealed with the seal of the corporation. All certificates evidencing membership shall be
26 consecutively numbered. The name and address of each member and the date of issuance
27 of the certificate shall be entered on the records of the corporation.

28
29 If any certificate shall become lost, mutilated, or destroyed, a new certificate may be
30 issued therefore upon such terms and conditions as the Board of Directors may
31 determine.

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34 **ARTICLE VIII**

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36 **SEAL**

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

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43 **ARTICLE IX**

44
45 **OPERATING PROCEDURES**

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1 A document, *Operating Procedures*, separate from these By-Laws describes the
2 procedures by which the day-to-day operation of Walden Cluster Association is carried
3 out. These Operating Procedures are enforceable by the same means as these By-Laws.
4 The Operating Procedures shall be revised as necessary by the Board of Directors.

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7 **ARTICLE X**

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9 **LEGAL COSTS**

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11 Any owner or tenant who legally challenges the By-Laws or Operating Procedures of
12 Walden Cluster and loses, or settles out of court, will be responsible for their own legal
13 costs, and also any related legal costs incurred by the Cluster Association.

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15 **ARTICLE XI**

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17 **AMENDMENTS**

18
19 These By-Laws may be altered, amended, or repealed, and new By-Laws may be
20 adopted, by the Board of Directors.