

**BY-LAWS
OF
LAKEPORT CLUSTER ASSOCIATION**

ARTICLE I

Registered Agent

The corporation shall have and continuously maintain in the Commonwealth of Virginia a registered agent, 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 Board of Directors.

ARTICLE II

Members

Section 1. Membership in the Corporation. All persons on record as owning any dwelling unit on the property shown within Lakeport Cluster as duly dedicated, platted and recorded among the land records of Fairfax County, Virginia, or on any Subsequent Plat duly recorded (hereinafter referred to as the "Property") (except a person taking title as security for the payment of money or the performance of an obligation) shall be a member of the corporation.

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 governing documents of the corporation or the Reston Association, which shall include, but not be limited to, the failure to make any payment to the corporation when due and payable or when he or she is in violation of any rule or regulation adopted by the corporation or the Reston Association 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 Dedication of Reston, as amended, and the Deed of Dedication for the Cluster with respect to the lot that he or she owns and for compliance by himself, his family, guests, and invitees, with the provisions of the said Deeds and the rules and regulations adopted by the Board of Directors of the corporation with respect to the Common Area within the Lakeport Cluster Association and the Reston Association.

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

Section 2. Voting Rights. The members of the corporation shall have the right to vote for the election and removal of directors, changes to the corporate bylaws (see Article X), the levying of special assessments (see Article VIII), and other matters required by these bylaws or that the Board of Directors may choose to be submitted to member vote. Each member of the corporation shall have one Vote, except that:

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

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

(C) Only a member of the corporation residing in at least one of the dwelling units with respect to which he is entitled to vote, shall have the right to vote. For the purpose of this provision, an owner shall not be considered a resident of the dwelling unit if their driver's license address differs from the unit address of a Lakeport Cluster unit which they own.

(D) Members may vote by proxy. No proxy shall be valid unless in writing and signed by all Owners of each lot. No proxy shall be valid for any meeting other than that meeting, or continuation thereof, for which it is given.

ARTICLE III

Meetings of Members

Section 1. Annual Meeting. The corporation's annual meeting shall be held each September at such date and time determined by the Board of Directors. The annual meeting shall be for the purpose of electing directors and for the transaction of such other business as may come before the meeting.

Section 2. Special Meetings. Special meetings of the members may be called by the President, upon the resolution of the Board of Directors, or upon a written petition evidencing the signatures of the members of the corporation holding not less than one-fifth of the total votes in the corporation.

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

Section 4. Notice of Meetings. Written notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be mailed, e-mailed, telefaxed or delivered not less than ten or more than fifty days before the date of the meeting by or at the direction of the President or the Secretary or the person calling the meeting, to each member of the corporation at his address as shown on the records of the corporation. A member in attendance at any annual or special meeting of the corporation shall be deemed to have received notice of said meeting. Failure to mail or deliver any notice to any member shall not affect the validity of the published notice.

Section 5. Quorum and Manner of Acting. Members holding one-fifth (20%) of the total votes (in person or by proxy) shall constitute a quorum at any meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting to a future date and time as set by the Board of Directors. 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 corporation, or by these By-Laws.

Section 6. 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 and as may be required by law. Such regulations shall be binding upon the corporation and its members.

ARTICLE IV

Directors

Section 1. Number. The affairs of this corporation shall be managed by a board of five (5) directors, who are each resident-members of the corporation or a residents who have the written endorsement of the owner-member of the dwelling unit occupied by that resident.

Section 2. Term of Office. At each annual meeting the members shall elect, for a term of two years, the number of directors whose terms are then expiring. Any vacancy on the Board of Directors may be filled at any meeting of the Board of Directors by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors, or by a sole remaining director. Said replacement director shall serve until the expiration of the term of the director, the vacancy in whose position he was elected to fill.

Section 3. Removal. Any director may be removed from the board, with or without cause, by a majority vote of the members of the corporation at a special meeting called for that purpose. In addition, the Board of Directors may declare the office of any

director to be vacant if such director fails to attend three (3) consecutive regular meetings of the Board of Directors without any written explanation for said absence being provided in advance to the board.

Section 4. Regular Meetings. The Board of Directors shall hold a minimum of four regular meetings per year.

Section 5. 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 or without the Commonwealth of Virginia, as the place for holding any special meeting of the board called by them.

Section 6. Notice. Notice of any meeting of the Board of Directors shall be given at least two days previous thereto by written notice delivered personally or sent by e-mail, or telefax to each director at his address, fax number or e-mail address shown on the records of the corporation. If notice be given by electronic means or fax, such notice shall be deemed to be delivered when transmitted. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice of such meeting.

Section 7. Quorum. Except as otherwise provided by law or by the Articles of Incorporation of the corporation, or by these By-Laws, a majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 8. Manner of Action. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater or lesser number is allowed or required by law, or by the Articles of Incorporation of the corporation, or by these By-Laws.

Section 9. Compensation. Directors shall not receive any compensation for their services, but nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore. Directors may be reimbursed for expenses actually incurred as approved by a majority of the seated directors.

Section 10. 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 majority of the then seated directors approve said action in writing or by e-mail and a written record of said action is reflected in the minutes of the next regular meeting of the Board of Directors.

Section 11. Participation by Conference Telephone. Members of the Board of Directors or any committee designated thereby may participate in a meeting of the board or committee by means of a conference telephone or similar communications equipment provided that: a) all persons participating in the meeting can hear each other, and b) at least two directors or committee members are in the same location at the time

of such meeting.

ARTICLE V

Powers and Duties of the Board of Directors

Section 1. Powers. The Board of Directors shall have power to:

(a) adopt and publish rules and regulations governing the use of the Common Area, including the adoption of parking rules, as well as rules that govern the Lots and common area facilities, and the personal conduct of the members and their guests thereon, and to establish procedures for dealing with violations thereof;

(b) suspend the voting rights and right to use of the facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the corporation which is more than sixty days past due and after notice and an opportunity for a hearing has been provided to the member. Such rights may also be suspended after notice and an opportunity to request a hearing, for any infraction of published rules and regulations;

(c) exercise for the corporation all powers, duties and authority vested in or delegated to this corporation and not reserved to the membership by other provisions of the By-Laws, the Articles of Incorporation, or the Deed of Dedication of Reston;

(d) 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 without advance written notice of their absence being directed to the board; and

(e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

(f) appear before the Reston Association and any committees or boards thereof for the purposes of representing the corporation and its members.

(g) enter upon any lot for the purpose of providing exterior maintenance or to abate a continuing violation of the Cluster governing documents or the Reston Association Deed of Dedication after written notice to the affected lot owner at the address referenced in the corporation's records and with the approval of a minimum of two thirds of the eligible voting members of the corporation.

(h) charge reasonable charges for the use of the corporation's common area parking areas or facilities.

(i) grant easements over the corporation's Common Areas.

(j) exchange corporation Common Area with the Reston Association

provided that: a) all such areas shall remain as open space consistent with the applicable zoning ordinances, and b) said exchange is approved by a majority of the eligible voting members of the corporation.

(k) cause a cluster condition assessment and reserve study to be periodically prepared, reserve funds to be accumulated and controls to be placed upon the disbursement of reserve funds.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members;

(b) supervise all officers, agents and employees of this corporation, and to see that their duties are properly performed;

(c) as more fully provided in the Deed of Dedication of Reston, to:

(1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;

(2) send written notice of each assessment to every member subject thereto at least thirty (30) days in advance of each annual assessment period; and

(3) pursue legal action against any property for which assessments are delinquent for sixty days or more.

(d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability and hazard insurance on property owned by the corporation;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and

(g) cause the Common Area to be maintained.

ARTICLE VI

Officers

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

Section 2. Election, Term of Office and Vacancies. The officers of the corporation shall be elected annually by the Board of Directors at the first regular meeting of the Board of Directors 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 3. Removal. Any officer may be removed by the Board of Directors whenever, in its judgment, the best interest of the corporation will be served thereby.

Section 4. Powers and Duties. The officers of the corporation shall, except as otherwise provided by law, by the Articles of Incorporation of the corporation, by these By-Laws, or by the Board of Directors, each have such powers 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, and shall generally have the following duties:

President

(a) The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the board are carried out; shall sign all leases, mortgages, deeds and other written instruments; and shall carry out such their duties as may be assigned to him by the Board.

Vice-President

(b) The Vice-President shall act in the place and stead of the President in the event of his absence, or inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the board.

Secretary

(c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the board and of the members; serve notice of meetings of the board and of the members; keep appropriate current records showing the members of the Corporation together with their addresses and any other contact information provided by the members, and shall perform such other duties as required by the board.

Treasurer

(d) The Treasurer shall work with the corporation's managing agent, if any, to receive and deposit in appropriate bank accounts all monies of the corporation and disburse such funds as directed by resolution of the Board of Directors or the adopted budget of the corporation; keep proper books of account; and prepare an annual budget and a statement of income and expenditures to be presented to the membership at its annual membership meeting, and deliver a copy of each to the members. The Treasurer shall also carry out such duties as may be assigned to him by the board.

ARTICLE VII

Committees

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more members, which committees, to the extent provided in the resolution, shall have and exercise the authority delegated to it by the Board of Directors to assist the board with the administration of the affairs of the corporation. The Board of Directors shall appoint each committee members and it reserves the right to remove any seated committee member or dissolve any committee for any reason or no reason upon the majority vote of the directors.

Section 2. Rules. Each committee may adopt rules for its own government not inconsistent with the terms of the resolution of the Board of Directors designating the committee or with such other rules adopted by the Board of Directors and the corporation's governing documents.

ARTICLE VIII

Assessments

Section 1. Annual Assessment. As more fully provided in the Deed of Dedication, each member is obligated to pay to the corporation annual assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, a late fee may be imposed in an amount determined by the Board of Directors and the delinquent

assessment may bear interest from the date of delinquency at the maximum rate permitted by Virginia law. If any assessment installment or portion thereof remains past due for sixty days or more the remainder of the annual assessment installments shall be accelerated for the remainder of the year. The corporation may bring an action at law against the Owner personally obligated to pay the same, perfect the lien created hereunder or foreclose the lien against the property, and the interest, late fees, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his dwelling unit or lot.

Section 2. Special Assessments. In addition to the annual assessment, the corporation may levy, in any assessment year, a special assessment applicable to that assessment year and any portion of the subsequent five years for the purpose of defraying, in whole or in part, the cost of any construction, reconstruction, repair or replacement of a capital improvement upon the common area, including fixtures and personal property related thereto, provided that any such assessment shall have the assent of 75% of the members of the corporation entitled to vote. Any such vote may be conducted by e-mail or mail as a referendum submitted to the members of the corporation that are eligible to vote.

ARTICLE IX

Indemnification

Section 1. Indemnification. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, committee member, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, committee member, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, Conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful.

Section 2. Advance of Expenses. Expenses (including attorneys' fees) incurred in defending an action, suit or proceeding, whether civil, criminal, administrative or investigative, may be paid by the corporation in advance of the final disposition of such action, suit or proceeding. The corporation may seek to recover said expenses if the final disposition of any action as detailed above finds that the indemnified party acted in a criminally negligent manner or with the intent to knowingly violate the law.

ARTICLE X

Amendments

These By-Laws may be altered, restated, amended, or repealed and new By-Laws may be adopted by the signed assent of a majority of all members without regard to residency; in the case of multiple owners of a dwelling unit, the signed assent of all owners is required.

*Approved by a vote of eligible Lakeport Cluster Association members.
Vote conducted in October 2008.*

*Certification of results November 5, 2008 by:
Michelle Kinch, President
Rick Morgan, Secretary
Mark Bare, Prior Secretary
Dick Laeser, By-Laws Committee Chair*

Lakeport Cluster Association Ballot TALLY

Bylaws Modification -- October 2008

Std. + # Unique = Total

AMENDMENT 1 Amend Article II (Members) Section 2 (Voting Rights) to clarify that member voting rights include election and removal of directors, change of corporate bylaws, levying of special assessments and other matters required by the bylaws or that the Board of Directors chooses to submit to member vote. A **YES** vote is to add this clarification; a **NO** vote is to retain the existing words.

YES*	41	+	22	=	63
NO	0	+	1	=	1

AMENDMENT 2 Amend Article II (Members) Section 2 (Voting Rights) to delete the existing Paragraph [C] which limits voting rights to members (owners) who are Lakeport residents. A **YES** vote is to delete Paragraph [C]; a **NO** vote is to retain the existing words.

YES	0	+	17	=	17
NO*	41	+	6	=	47

AMENDMENT 3 Amend Article II (Members) Section 2 (Voting Rights) to eliminate the current conflict whereby Paragraph [A] (multiple dwelling ownership) is negated by Paragraph [C] (residency requirement). A **YES** vote is to add words to require residency in at least one of the dwelling units to Paragraph [C], thereby eliminating the conflict; a **NO** vote is to retain the existing words. This vote applies only if AMENDMENT 2 is defeated (Paragraph [C] is retained).

YES*	41	+	16	=	57
NO	0	+	7	=	7

AMENDMENT 4 Amend Article II (Members) Section 2 (Voting Rights) Paragraph [C] (residency requirement), to define an enforceable criterion for determining residency (drivers license address consistent with the lot address). A **YES** vote is to add this provision; a **NO** vote is to retain the existing words. This vote applies only if AMENDMENT 2 is defeated (Paragraph [C] is retained).

YES*	41	+	13	=	54
NO	0	+	10	=	10

AMENDMENT 5 Amend Article III (Meetings of Members) Section 3 (Place of Meeting) to narrow the range of possible annual meeting locations from any place within the Commonwealth of Virginia to within Reston, Virginia. A **YES** vote is to make this change; a **NO** vote is to retain the existing words.

YES*	41	+	22	=	63
NO	0	+	1	=	1

AMENDMENT 6 Amend Article III (Meetings of Members) Section 5 (Quorum and Manner of Acting) to change the quorum requirement for Meetings of Members from 10% (current requirement) to 20% (where it was until 2007). A **YES** vote is to change to 20%; a **NO** vote is to retain 10%.

YES*	41	+	20	=	61
NO	0	+	3	=	3

AMENDMENT 7 Amend Article III (Meetings of Members) Section 5 (Quorum and Manner of Acting) to clarify the statement of adjournment action by changing "... from time to time without further notice" to "... a future date and time as set by the Board of Directors." A **YES** vote is to change the words; a **NO** vote is to retain the words.

YES*	41	+	20	=	61
NO	0	+	2	=	2

AMENDMENT 8 Amend Article IV (Directors) Section 1 (Number) to reword the provision that currently permits any person to be a director. The change would require that each director be either an owner-member, or a resident who has the endorsement of the owner of the dwelling unit occupied by that resident. A **YES** vote is to make this change; a **NO** vote is to retain the existing words.

YES*	41	+	23	=	64
NO	0	+	0	=	0

AMENDMENT 9 Amend Article IV (Directors) Section 9 (Compensation) to restore the pre-2007 words that did not allow directors to receive compensation for their services. A **YES** vote is to restore the pre-2007 compensation prohibition; a **NO** vote is to retain the existing words which permit limited compensation.

YES*	41	+	19	=	60
NO	0	+	4	=	4

AMENDMENT 10 Amend Article X (Amendments) to replace the requirement that future changes to Bylaws have the requisite owner approval required by the Virginia Property Owners Association Act (currently 2/3 of eligible resident-owner votes) with a requirement that they have the signed assent of a majority of members without regard to residency. A **YES** vote is to make this change; a **NO** vote is to retain the existing words.

YES*	41	+	20	=	61
NO	0	+	3	=	3

Witnessed and verified on November 5, 2008 by:


Rick Morgan, Secretary


Mark Bare, Prior Secretary


Dick Laeser, Prior Treasurer

Michelle Kinch, President