

# BYLAWS OF THE COLTS NECK CLUSTER ASSOCIATION

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### **Article I Offices**

The principle office of the corporation in the Commonwealth of Virginia shall be located in the County of Fairfax. The corporation may have such other offices, as 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 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 within Colts Neck Cluster on the plat attached to the Deed of Dedication, or in any Subsequent Plat filed pursuant to the Deed of Dedication (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 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) 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 Dedication 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.

## Section 2. Voting Rights.

The members of the corporation shall have the right to vote for the election and removal of directors. Each member of the corporation shall have one vote, except that:

- (A) Any person owning more than one house shall have the number of votes equal to the number of houses 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 who are entitled to vote with respect thereto.
- (C) Voting by proxy is permitted only by a signed statement. The statement shall include either a position on the issue or power of attorney.

## **Article III Meetings of Members**

### Section 1. Annual Meeting.

The first annual meeting of the members shall be held in 1973 and shall be held in that year and thereafter on the second Tuesday in January at the hour of 8 p.m. for the purpose of electing directors an/or for the transaction of such other business as may come before the meeting. If the date fixed for the annual meeting shall be a legal holiday in the place where the meeting is to be held, such meeting shall be held on the succeeding business day. If the election of directors shall not be held on the day designated herein for the annual meeting or at any adjournment thereof, or pursuant to Section 5 hereof, the Board of Directors shall cause the election to be held at a special meeting of the members held as soon thereafter as conveniently may be.

#### Section 2. Special Meetings.

Special meetings of the members may be called by the President, the Board of Directors, or members of the corporation holding not less than one-fifth of the votes.

#### Section 3. Place of Meeting.

The Board of Directors may designate any place within or without the Commonwealth of Virginia as the place for any annual or special meeting called by the Board of Directors and the President may designate any place within or without the Commonwealth of Virginia as the place for meeting of any special meeting called by him. If no designation is made or if a special meeting be called by the members of the corporation, the place of meeting shall be the principal office of the corporation.

#### Section 4. Notice of Meetings.

The corporation shall publish notice of any annual or special meeting of members in the manner provided by law. Written notice stating the place, day, and hour of the meeting and, in case of a special meeting the purpose for which the meeting is called, shall also be mailed or delivered not less than ten (10) or more than fifty (50) days before the date of the meeting, except as otherwise specified by law, either personally or by mail, by or at 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 may, in writing signed by him, waive notice of any meeting before or after the date of meeting stated therein. Failure to mail or deliver any notice to any member shall not affect the validity of the published notice.

#### Section 5. Informal Action of Members.

Any action required or permitted by law to be taken at a meeting of the members of the corporation may be taken without a meeting, if a consent in writing setting forth the action so taken shall be signed by all of the members of the corporation.

#### Section 6. Quorum and Manner of Acting.

Members holding one fifth of the total votes 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 from time to time without further notice. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by law, or by the Articles of Incorporation of the corporation, or by these by-laws.

#### Section 7. Conduct of Meetings.

The directors may make such regulations, as they deem advisable for any meeting of members, in regard to proof of membership in the corporation; evidence of the right to vote, 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 IV Directors and Meetings of the Corporation**

#### Section 1. General Powers.

The affairs of the corporation shall be managed by its directors.

#### Section 2. Number and Tenure.

The number of directors shall be five. The length of the initial term of each of the directors constituting the initial board of directors shall be as set forth in paragraph six (6) of the Articles of Incorporation. The first election of directors by the members of the corporation shall be held at the annual meeting of the members in 1973. The directors elected by the members at the first election of directors and thereafter, shall be elected for a term of three (3) years, and until their respective successors are elected. Any vacancy occurring in the Board of Directors shall be filled at the next succeeding meeting of the Members of the corporation. Any director elected to fill a vacancy shall serve as such until the expiration of the term of the director, the vacancy in whose position he/she was elected to fill.

#### Section 3. Regular Meetings.

A regular annual meeting of the Board of Directors shall be held on the day following the annual meeting of members at such time and place, within or without the Commonwealth of Virginia, as may be specified in the notice thereof. If the date fixed for the regular annual meeting shall be a legal holiday in the place where the meeting is to be held, such meeting shall be held on the next succeeding business day. The Board of Directors may provide by resolution the time and place, either within or without the Commonwealth of Virginia, for the holding of additional regular meetings of the Board without other notice than such resolution.

#### Section 4. Special Meeting.

Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) 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 5. Notice.

Notice of any meeting of the Board of Directors for the holding of which notice is required shall be given at least two (2) days previous there to by written notice delivered personally or sent by mail or telegram to each director at his address as shown on the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered by the telegraph company. Any director may, in writing signed by him, before or after the time of meeting stated therein, waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law, by the Articles of Incorporation of the corporation, or by these by-laws.

#### Section 6. 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; but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

#### Section 7. 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 number is required by law, or by the Article of Incorporation of the corporation, or by these by-laws.

#### Section 8. Compensation.

Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

#### Section 9. Informal Action by Directors.

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

## **Article V 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 (1) or more Assistant Secretaries and one (1) 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 (2) 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 be, 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 regular annual meeting of the Board of Directors. 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.

Each officer 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, have such powers and duties as generally pertain to his office, as well as such powers and duties as may from time to time be specifically conferred or imposed by the Board of Directors. The President shall be the chief executive officer of the corporation. One of the Vice-Presidents shall be the Captain of the Neighborhood Watch.

## **Article VI 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 (2) or more directors, which committees, to the extent provided in the resolution, shall have and exercise the authority of the Board of Directors in the management of the affairs of the corporation, provided, however,

that no such committee shall have the authority of the Board of Directors to approve an amendment to the Articles of Incorporation of the corporation or a plan of merger or consolidation.

#### Section 2. Other Committees.

Other Committees not having and exercising the authority of the Board of Directors in the management of the affairs of the corporation may be designated by resolution adopted by the Board of Directors, to perform such duties and to have such powers as may be provided in the resolution.

#### Section 3. Rules.

Each committee may adopt rules for its own government not inconsistent with terms of the resolution of the Board of Directors designating the committee or with rules adopted by the Board of Directors.

### **Article VII Certificates of Membership**

#### Section 1. Certificates of Membership.

The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or a Vice President and by the Secretary or an Assistant Secretary and shall be sealed with the seal of the corporation. All certificates evidencing membership shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board of Directors may determine.

### **Article VIII Seal**

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

### **Article IX Amendments**

These by-laws may be altered, amended, or replaced and new by-laws that may be adopted by the Board of Directors.

### **Article X**

### **Annual Assessments (Cluster Dues)**

The corporation shall impose an annual charge on each lot or other parcel of land owned by the members of the Corporation in an amount fixed by the Board of Directors by such means as deemed fair and equitable by the Board of Directors. The Board of Directors may establish different rates from year to year as required by the financial needs of the Corporation, and may provide for the payment of such charge in such installments as it deems appropriate.

- (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 five dollars (\$5.00) will be added to the account.
- (3) Thirty-one (31) days after 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 and 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 the notification of accelerated annual assessment the account still remains delinquent, a lien shall be recorded with a list of the property in question and name of the owner. This lien will include the total due and owing at the time of recordation; including any and all administrative and legal expenses arising as a result of the collection efforts of the Corporation or its representative in the action.
- (6) If within thirty (30) days of the recordation of the lien the account remains delinquent the Board of Directors shall refer the account to the Corporation's legal counsel for collection by appropriate means. The cost of such collection, including attorney's fees, shall be the responsibility of the delinquent owner. The Board of Directors shall also suspend the right of the owner to vote and to serve on the Board of Directors or any committee established by the Board. This suspension of these rights and privileges shall remain in effect so long as the delinquency remains, unless relief is granted by Special Resolution of the Board of Directors,
- (7) Any agreement between the delinquent member and the Corporation to reduce the amount of the outstanding delinquency by means of periodic payments at less than the full amount due or to extend the due date of payment shall require a majority vote of the Board of Directors.

## **Amendments to the Bylaws of Colts Neck Cluster**

### **Amendment I**



### **Additional Powers and duties**

The Board of Directors is responsible for seeing to the proper maintenance and upkeep of the Cluster property, including the playgrounds, planted areas, Cluster pathways, roadways, sidewalks, and parking areas, and for enhancing the general safety of the neighborhood. Toward these ends, the Board has the authority to organize Neighborhood Watch programs, to ensure the general upkeep of the grounds fronting common property, to enforce the County leash law, and to take necessary measures to keep the driveways open to safe vehicular traffic and for the residents. These measures include, but are not limited to, the enforcement of parking rules and the towing of illegally parked vehicles and derelict vehicles as outlined by the Virginia Code, Section 46.1-2.1 and 46.1-3, after appropriate warnings have been posted.

Amended May 20, 1985

### **Amendment II Special Assessments**

Special Assessments may be made from time to time, for capital improvements and other purposes consistent with the general welfare of the Cluster. Such assessments may be made, not more often than once biennially. By majority vote of the Board of Directors only for total per-household amount not exceeding one half of the rate of annual Cluster dues prevailing at the time of the Special Assessment. Special Assessments exceeding one-half of the rate of annual Cluster dues, or imposed more often than once biennially must be authorized by majority vote of a quorum of the membership of the corporation at a regular meeting or special meeting convened for the purpose.

The Board of Directors of the Colts Neck Cluster Association has the authority to impose special assessments for capital improvements and other purposes consistent with the general welfare of the Colts Neck Cluster physical projects and for its corporate members. Collection of Special Assessments payments is to follow the guidelines set forth in Article X Annual Assessments. Cluster Dues passed December 10, 1983.

Amended August 8, 1985

### **Amendment III By-Laws**

These By-Laws may be altered, amended, or repealed, and new By-Laws may be proposed, by the Board of Directors. These proposed changes or additions shall be circulated among the owners of households for a period of thirty (30) days. Comments gathered during this period shall be used to assist the Board in formulating the final version of such changes or additions.

Amended November 4, 1987

## **Amendment IV Parking Regulations**

Section 1. For purposes of the administration of these by-laws, the Cluster Board shall mean any single voting member of the Board.

Section 2. Only active vehicles may be parked on Cluster property. An “Active” vehicle is defined as one having current title, state license, and state inspection sticker of the state in which the vehicle is licensed; and, is maintained in operable condition. Vehicles that fail to meet all the “active” status criteria shall be deemed as “Inactive” and will be removed from the Cluster in accordance with the towing provisions of this Amendment. The Cluster Board of Directors will maintain a directory of all resident vehicles.

Section 3. After 14 consecutive days of a vehicle being in an “Inactive” status, as determined by the Board of Directors, said vehicle (s) may be marked for removal by the decision of the Board. A written notice of “Inactive” status will be affixed under the windshield wiper of the vehicle; this notice will stipulate that the owner of the “Inactive” vehicle has five (5) days after the Board decision date to return the vehicle to “Active” status or remove the vehicle from the Cluster property. The owner of the vehicle in question has the sole responsibility of contacting a Board member to provide proof that the vehicle in question has been returned to “Active” status. “Inactive” vehicles will be removed (towed at the owner’s risk and expense) on the 20<sup>th</sup> day of “inactivity”.

Section 4. Cluster common parking areas, as established by the Board of Directors, and made known to the residents of the Cluster (see attached official sketch map of the established uncovered common parking areas) will not be used for any purposes other than to park “Active” vehicles, including visitors and those in connection with commercial deliveries and services. PODs and vehicles marked or identified as commercial-use vehicles, owned or operated by residents, may not be parked in the Cluster without written authorization of the Cluster Board of Directors. Residents possessing more than two vehicles, must park these vehicles in the uncovered common parking areas.

Section 5. No vehicle shall be parked in such a manner as to impede or prevent the passage of emergency vehicles. No vehicle shall be parked in such a manner as to impede or prevent access to assigned carport and or common parking area spaces. In either of these two aforementioned situations, should members of the Cluster Board be unable to contact the owner of said vehicle (s), or should the owner decline to move said vehicle, the Cluster Board of Directors can have the impeding vehicle (s) towed (at the owner’s risk and expense) without further warning to the owner of the vehicle (s) in question.

Section 6. The covered carports are Cluster property and not individual property. They are assigned by the Board of Directors for resident parking of “Active” vehicles (to include motorcycles) and for no other purposes. No PODs, boats, trailers, canoes, kayaks, trash cans, furniture or “Inactive vehicles” are to be parked or stored within the carports. All vehicles, to include commercial-use vehicles authorized for parking by the Board of Directors, must fit within the carport itself. The Board of Directors reserves the right to revoke carport parking

privileges in accordance with these by-laws.

Section 7. Non-resident vehicles parked on Cluster property that are not moved from the Cluster property after a seven (7) day period, may be marked for towing (at the owner's expense and risk) by the Cluster Board of Directors. The towing notice posted upon the vehicle (under the windshield wiper) will state the date of the Cluster Board's decision and will also state that the owner has five (5) days from the date of being "tagged" to move the vehicle from the Cluster premises. To reduce parking problems, residents who are expecting visitors, are responsible for informing their guests of what constitutes "authorized" vehicle parking on Cluster property. Visitor parking for extended periods of time, may be authorized by the Board of Directors upon prior submission (in writing) of a request for an exception to the temporary "seven day" parking rule; the request should state, the period of time and the reason thereto, for an exception to the temporary parking requirement of a non-resident vehicle.

Section 8. Merely moving an "inactive" vehicle from one parking space to another (in the common areas or the carports) within Cluster property does not constitute "use" of the vehicle, under all circumstances, for the purposes of these regulations.

Section 9. All vehicles driving through the Cluster property shall be operated in accordance with the posted speed limit of 10 miles per hour. Residents and visiting non-residents who fail to operate their vehicles in conformance with the applicable safety laws of the State of Virginia and the safety regulations established by the Cluster Board of Directors while operating a vehicle on Cluster property, are subject to revocation of parking privileges within the Colts Neck Cluster Association.

Section 10. Regarding the towing of vehicles pursuant to these regulations, this process is established under Section 46.1-2-1 and 6.1-3 of the Code of Virginia (Virginia Motor Vehicle Ordinance Code). The costs and risks inherent in such removal shall be borne by the vehicle owner according to the Code of Virginia, with failure to pay possibly resulting in the public sale of the vehicle, by the towing company to satisfy the expenses and judgments related to this process.

Section 11. Fire Lanes. In accordance with the Fairfax County Fire and Rescue Department regulations and in accordance with the directed requirements of the Fairfax County Fire Prevention Division (Fire Lane Code 503-4, "Fire apparatus access parking shall not be obstructed in any manner, including the parking of vehicles"; all curbs or paved spaces designated as fire lanes, are indicated by yellow paint. These fire lanes within the Colts Neck Cluster property have been designated by the Office of the Fire Marshal of Fairfax County as "No Parking or Standing Fire Lanes". All vehicles parked or standing in the Fire Lanes are subject to immediate towing (at the owner's risk and expense). It is illegal to have a vehicle blocking the Fire Lanes.

Amended September 13, 2008

**Amendment V**  
**Late Fee**

The late fee is 6 percent per annum of the unpaid balance of moneys due the Cluster, compounded annually. Effective May 1, 2011.

**Amendment VI  
Cluster Dues**

Cluster dues are set at \$344.60 per quarter, effective January 1, 2009.

**Amendment VII  
Cluster Dues**

Annual dues will increase by 3 percent on September 30 of each year.

**Amendment VIII  
Contracts**

Any contract for goods or services expected to cost more than \$2500 requires three invitations to bid. A no bid will be counted as a bid. The bidder best able, in the opinion of the Board, to fulfill the contract will be selected.