

Belcastle Court Cluster Association (BCCA)

Bylaws

Amended: March 21, 2014

Bylaws of Belcastle Court Cluster Association (BCCA)

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1 Definitions and Construction

1.1 General

Except as provided in Section 1.2 hereof, the capitalized terms appearing in these Bylaws shall have the meanings given them in (i) the Deed of Subdivision, (ii) the Articles of Incorporation, and (iii) the Reston Covenants (all as defined herein).

1.2 Specific Definitions

As used herein, unless otherwise indicated or the context requires otherwise, the following capitalized terms appearing herein shall have these meanings:

“Articles of Incorporation” – The Corporation’s articles of incorporation, as amended and/or restated from time to time.

“Board” – The Board of Directors of the Corporation.

“Business Days” – All days except Saturdays, Sundays, and Legal Holidays.

“Cluster Common Area” – The Cluster Common Area (as defined in the Reston Covenants) owned by the Corporation.

“Corporation” – Belcastle Court Cluster Association (BCCA), a Virginia nonstock corporation.

“Corporation Act” – The Virginia Nonstock Corporation Act, as amended from time to time (and if that act is repealed, the corresponding replacement act, as amended from time to time).

“Deed of Subdivision” – That certain Deed of Subdivision, Conveyance, Easements and Vacation, and Declaration of Covenants, Conditions and Restrictions for Block 2, Section 69, Reston, dated January 24, 1992, and recorded among the land records of Fairfax County, Virginia.

“Legal Holidays” – The holidays designated by Virginia Code Section 2.2-3300, as amended from time to time (and if that section is repealed, the corresponding replacement section, as amended from time to time).

“Lot” – Any one of Lots 1 through 18 (both inclusive), Block 2, Section 69, Reston, Fairfax County, Virginia.

“Property Owners’ Association (POA) Act” – The Virginia Property Owners’ Association Act, as amended from time to time (and if that is repealed, the corresponding replacement act, as amended from time to time).

“Reston Covenants” – The protective covenants and restrictions adopted in that certain Deed of Amendment to the Deeds of Dedication of Reston, dated December 20, 1984, and recorded in Deed Book 6072 at Page 69, among the land records of Fairfax County, Virginia, as said covenants and restrictions are amended from time to time.

1.3 Construction and Interpretation

- (a) Where the context of these Bylaws may require, (i) the use of any gender shall be deemed to include the other genders, (ii) the plural or singular shall be substituted for or include the other number, and (iii) the conjunctive or disjunctive shall be substituted each for the other.

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- (b) The headings, subheadings, and other captions in these Bylaws are for convenience and reference only and shall be deemed to not alter, limit, define, or in any way affect the content, meaning, interpretation, or scope of any of the terms and provisions of these Bylaws.
- (c) The terms and provisions of these Bylaws are severable, and if a court or other tribunal of competent jurisdiction should find any such term or provision, or the application thereof to any person or circumstance, to be invalid or unenforceable for any reason, then the remainder of these Bylaws shall not be affected thereby, and in lieu of each such term or provision, there shall be added as a part of these Bylaws, a term or provision as similar to such invalid or unenforceable term or provision as shall be possible and as shall be valid and enforceable and capable of being applied to the subject person or circumstance, as the case may be.

2 Offices

2.1 Principle Office

The principle office of the Corporation shall be located in the County of Fairfax, Virginia. If not otherwise designated by resolution of the Board, the principle office shall be the residence of the President of the Corporation. The Corporation may have such other offices, either within or without the Commonwealth of Virginia, as the Board may from time to time determine.

2.2 Registered Office

The Corporation shall have and continually 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 Corporation Act. The Board may change the address of the registered office and the registered agent from time to time, and the registered office may be, but need not be, the same as the principal office of the Corporation.

3 Members

3.1 Membership and Voting Rights

Membership in the Corporation and voting rights shall be as set forth in the Articles of Incorporation.

3.2 Annual Meeting

The annual meeting of the members of the Corporation shall be held on a day in each year and at a time designated by the Board, for the purposes of electing Directors and for the transaction of such other business as may lawfully come before the meeting.

3.3 Special Meetings

The Corporation shall hold a special meeting of the members of the Corporation on call of the President of the Corporation or the Board of if the holders of at least six (6) of the votes entitled to be cast on any issue proposed to be considered at the special meeting shall sign, date, and deliver to the Secretary of the Corporation one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

3.4 Place of Meeting

Unless otherwise prescribed by law, the place of meeting for any annual or special meeting of the members of the Corporation shall be any place within Belcastle Court Cluster or a fifteen (15) mile radius thereof (but not outside the County of Fairfax, Virginia) designated by the Board. Notwithstanding the foregoing, a waiver or waivers of notice signed by all members entitled to

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vote at a meeting may designate any place, either within or without Fairfax County, Virginia unless otherwise required by law, as a place for holding such meeting. If no designation is made, the place of meeting shall be the principle office of the Corporation.

3.5 Notice of Meeting

- (a) The Corporation shall give each of its members written notice of the date, time, and place of each annual and special meeting of the members, and, in the case of a special meeting the purpose or purposes for which the meeting is called. Such notice shall be given no less than ten (10) nor more than sixty (60) days before the date of the meeting to each member of record; provided, however, that notice shall be given not less than twenty-five (25) nor more than sixty (60) days before the date of any meeting of the members at which action is to be taken on (i) an amendment of the Articles of Incorporation, (ii) a plan of merger, (iii) a proposed sale, lease, exchange, or other disposition of all or substantially all of the Corporation's property other than in the usual and regular course of the Corporation's business, or (iv) the dissolution of the Corporation. Such notice shall be given personally or by mail or in such other manner permitted under the Corporation Act.
- (b) If a meeting of the members is adjourned to a different date, time, or place, notice need not be given of the new date, time, or place if it is announced at the meeting before adjournment; provided, however, that if a new record date for the adjourned meeting is or shall be fixed, such notice shall be given under this Section 3.5 to person who are members as of the new record date.

3.6 Waiver of Notice

- (a) Whenever notice of any meeting is required by law or by the Articles of Incorporation or these Bylaws to be given to any member, the member may waive such notice before or after the time of the meeting. The waiver shall be in writing, be signed by the member entitled to the notice, and be delivered to the Secretary of the Corporation for filing with the Corporation's records.
- (b) A member who attends a meeting:
 - (1) Waives objection to lack of notice or defective notice of the meeting unless the member at the beginning of the meeting objects to the holding of the meeting or the transaction of business thereat; and
 - (2) Waives objection to consideration of a particular matter at the meeting that is not within the scope of the purpose or purposes described in the meeting notice unless the member objects to the consideration of the matter when it is presented.

3.7 Quorum, Proxies, and Manner of Acting

- (a) Members of the Corporation holding twelve (12) of the total votes eligible to be cast, in person or in proxy, shall constitute a quorum for the transaction of business at any meeting of the members. If less than a quorum is present at the time for which the meeting is called, a majority of the members present in person or by proxy may adjourn the meeting to a fixed time and place without notice other than by announcement at the meeting.
- (b) The President shall preside at all meetings of the members. If he is not present, the Vice President shall preside. If neither the President nor the Vice President is present, the meeting members shall elect a chairman. The Secretary of the Corporation shall act as secretary of all the meetings if he is present. If he is not present, the chairman shall appoint a secretary of the meeting.
- (c) Directors shall be elected by a plurality of the votes cast by the members entitled to vote in the election at a meeting at which a quorum is present, with each member entitled to one vote for as many persons as there are Directors to be elected at that time (subject to the limitation on the number of votes to which members owning jointly – or commonly-owned Lots are entitled, as set forth in the Articles of Incorporation). For all other matters, the act of a

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majority, by voting power, of all the members of the Corporation, at a meeting at which a quorum is present, shall be the act of the members, unless the act of greater number of members is required by law or by the Deed of Subdivision, the Reston Covenants, the Articles of Incorporation, or these Bylaws. A tie vote in any election of Directors shall be resolved by lot.

- (d) Members do not have the right to cumulate their votes for Directors.
- (e) Proxy voting is permitted in accordance with the Corporation Act.
- (f) Upon the demand of any member a vote for Directors, or on any matter before a meeting, shall be by ballot.
- (g) The Board may make such other rules and regulations as it deems advisable for any meeting of the 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 the Board shall determine. Such rules and regulations shall be binding upon the Corporation and its members.
- (h) All questions regarding the qualifications of votes and the validity of proxies shall be determined, and the count of all votes cast shall be conducted, by the Secretary of the Corporation or, if he is not present, the secretary of the meeting, unless otherwise provided by the Board.

3.8 Record of Date

- (a) The Board may fix in advance a date as the record date for any information of members of the Corporation (i) who are entitled to notice of or to vote at any meeting or any adjournment thereof or (ii) for any other proper purpose, which date shall not be more than seventy (70) days before the date of the particular meeting or action requiring such determination.
- (b) If no record date is fixed for the determination of members entitled to notice of or to vote at a meeting of members, the date when the notices of the meeting are dispatched shall be the record date for the determination of such members.

3.9 List of Members for Meeting

- (a) The officer or agent having charge of the record of members of the Corporation shall make, at least ten (10) days before each meeting, a complete list of the members, with the address of each.
- (b) For a period of ten (10) days prior to the meeting the list of members shall be subject to inspection by any member at any time during usual business hours, subject to the limitations set forth in the Corporation Act. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to inspection of any member during the whole time of the meeting. The original record of members shall be prima facie evidence as to who are the members entitled to examine such list or records or to vote at any meeting of members.
- (c) If the requirements of this Section 3.9 have not been substantially complied with the meeting shall on the demand of any member, in person or by proxy, be adjourned until the requirements are complied with. Refusal or failure to prepare or make available the member's list does not affect the validity of action taken at the meeting prior to the making of any such demand, but any action taken by the members after the making of any such demand shall be invalid and of no affect.

3.10 Action by Members Without a Meeting

Any action required or permitted to be taken at a meeting of the members of the Corporation may be taken without a meeting and without action by the Board if a consent in writing, describing the action taken, shall be (i) signed by all of the members who would be entitled to vote on the action at a meeting of the members and (ii) delivered to the Secretary of the Corporation for filing among the records of the Corporation. If not otherwise fixed under Section 3.8 the record date for

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determining members entitled to take action without a meeting shall be the date the first member signs the consent.

4 Directors

4.1 Powers

All powers of the Corporation shall be exercised by or under the authority of, and the business, property, and affairs of the Corporation shall be managed under the direction of the Board subject to any limitations set forth in the Articles of Incorporation.

4.2 Number, Election, and Term

- (a) The number of Directors constituting the Board shall be five (5). Directors, after the initial Directors, shall be elected to open directorships at the annual meeting of the members of the Corporation. The term of office for an elected Director shall be three (3) years.
- (b) It is recited herein that:
 - (1) The first election of Directors not designated by the Developer was held at the 1994 annual meeting of the members of the Corporation and, pursuant to paragraph 6 of the Articles of Incorporation, the Board consisted of three (3) Directors. At that election one Director was elected for a term of one year, one Director for a term of two years, and one Director for a term of three years.
 - (2) At the 1996 annual meeting of the members of the Corporation the number of Directors was increased from three (3) to five (5).
 - (3) Thereafter, Directors have been elected to open directorships at the annual meeting of the members of the Corporation each for a term of three years.
 - (4) In 2014 a majority of the members of the Corporation entitled to vote approved an amendment to these Bylaws for the term of office of any duly elected or appointed Director. In order to provide staggered terms of office, to the maximum extent practicable, for a duly elected or appointed Director, the three-year term shall be consecutive as of the date the newly elected or appointed Director takes office.
- (c) Directors, shall hold office until the end of his term or until his earlier resignation or removal; provided, however, that despite the expiration of a Director's term, he shall continue to serve until his successor is elected or appointed, or until there is a decrease in the number of Directors.

4.3 Removal, Resignation, and Vacancies

- (a) The members of the Corporation at any meeting of the members may remove any or all of the Directors with or without cause. The meeting notice shall state the purpose, or one of the purposes of the meeting, is the removal of the Director(s).
- (b) A Director may resign at any time by delivering written notice of his resignation to the Board or to the President or Secretary of the Corporation. Unless a later effective date is specified in the notice, the resignation shall take effect upon delivery and acceptance of the resignation shall not be necessary to make it effective. If a resignation is made effective at a later date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor shall not take office until the effective date as defined in Section 4.2 (b) above.
- (c) Any vacancy occurring in the Board including a vacancy resulting from an increase in the number of Directors may be filled at any meeting of the Board by the affirmative vote of a majority of the remaining Directors (even though less than a quorum of the Board), or by a sole remaining Director, and if not previously so filled, shall be filled at the next succeeding meeting of the members of the Corporation. The term of a Director elected or appointed to fill a vacancy shall be in accordance with Section 4.2 (b) of these Bylaws.

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4.4 Regular Meetings

As soon as practicable after the annual meeting of the members, a regular annual meeting of the newly elected Board shall be held at such place as the Board may designate. If a quorum of the Directors be then present no prior notice of such meeting shall be required. Additional regular meetings of the Board shall be held at such times and places within Belcastle Court Cluster or a fifteen (15) mile radius thereof (but not outside the County of Fairfax, Virginia), as may be fixed by resolution of the Board, without notice other than such resolution.

4.5 Special Meetings

Special meetings of the Board may be called by or at the request of the President of the Corporation or any two Directors. The persons authorized to call a special meeting of the Board may fix any place, within Belcastle Court Cluster or a fifteen (15) mile radius thereof (but not outside of Fairfax County, Virginia) as the place for holding such special meeting called by them.

4.6 Notice of Meeting

- (a) Notice of any meeting of the Board for the holding of which notice is required shall be given at least two (2) days prior to the date of the meeting, by writing stating the date, time, and place of the meeting delivered personally or mailed to each Director at his address as shown on the records of the Corporation. If mailed, such notice shall be deemed given on the second business day after having been deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. The notice need not describe the purpose of the meeting unless it is required to by law or by the Articles of Incorporation of these Bylaws.
- (b) Notwithstanding the foregoing, notice of a meeting of the Board for the holding of which notice is required may be given to a Director in such other manner permitted by statute in effect at the time that the notice is to be given including, but not limited to, a form of electronic transmission (electronic mail, facsimile, telex, telecopy, etc.) consented to by the Director and sent to a number or electronic mail address at which the Director has consented to receive notice. Any such consent of a Director to receive notice by a form of electronic transmission shall be revocable or changeable by the Director by written notice to the Corporation.

4.7 Waiver of Notice

- (a) Whatever notice of any meeting is required by law or by the Articles of Incorporation or these Bylaws to be given to any Director; the Director may waive such notice before or after time of the meeting. The waiver shall be in writing, be signed by the Director entitled to the notice, and be delivered to the Secretary for filing with the records of the Corporation.
- (b) A Director's attendance at or participation in a meeting waives any required notice to him of the meeting unless the Director, at the beginning of the meeting or promptly upon his arrival thereat, objects to the holding of the meeting or the transaction of business thereat and does not thereafter vote for or assent to action taken at the meeting.

4.8 Quorum and Manner of Acting

- (a) Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, three (3) Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a quorum is present, a majority of the Directors present may adjourn the meeting to a fixed time and place without further notice.
- (b) At all meetings of the Board each Director present shall have one (1) vote.
- (c) The act of a majority of the Directors present at a meeting of the Board at which a quorum is present shall be the act of the Board, unless the act of a greater number of Directors is required by law or by the Articles of Incorporation or these Bylaws. The President shall be

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the chairman of the Board. If the President is not present, the Vice President shall be the chairman. If neither the President nor the Vice President is present, the meeting Directors shall elect a chairman.

- (d) The Board may permit any or all Directors to participate in a regular or special meeting of the Board by, or conduct the meeting through the use of, any means of communication by which all Directors participating in the meeting may simultaneously hear each other during the meeting (e.g., by conference telephone). A Director participating in a meeting by this means shall be deemed to be present in person at the meeting.
- (e) All meetings of the Board shall be open to all members of the Corporation, except that the Board may convene in executive session for those purposes enumerated in the POA Act.

4.9 Action by Directors Without a Meeting

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a written consent stating the action taken shall be signed either before or after such action by each of the Directors and filed among the records of the Corporation.

4.10 Compensation

No compensation shall be paid to Directors for their services as such, but by resolution of the Board a fixed sum and expenses for actual attendance at each regular or special meeting of the Board may be authorized. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation thereof.

5 Officers

5.1 Authorized Officers; Election or Appointment; Term of Office

- (a) The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected by the Board at the regular annual meeting of the Board.
- (b) The Board may elect or appoint such other officers and assistant or subordinate officers as it shall deem desirable, with such officers to have the authority and perform the duties prescribed from time to time by the Board. The Board may, by resolution, authorize any officer or appoint one or more assistant or subordinate officers.
- (c) The President shall be a Director of the Corporation. Other officers may be, but need not be, Directors of the Corporation.
- (d) Any individual may simultaneously hold more than one office in the Corporation to the extent permitted by law.
- (e) If not removed, each officer shall hold office until the next regular annual meeting of the Board or until his earlier resignation; provided, however, that despite the expiration of any officer's term, he shall continue to serve until his successor is elected or appointed, unless the officer has been removed from office.

5.2 Powers and Duties

The officers of the Corporation shall, except as otherwise provided by law, by the Articles of Incorporation or these Bylaws, or by the Board, each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as from time to time may be delegated or assigned to them by the Board including, but not limited to, the following general powers and duties:

- (a) President: The President shall be the Chief Executive Officer of the Corporation and, under the direction and subject to the policies of the Board, he shall administer the business, property, and affairs of the Corporation. He shall, when present, preside at all meetings of the members and of the Board. Upon authorization by the Board, he shall have the power to

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execute in the name of the Corporation deeds, mortgages, bonds, contracts, and other instruments, except to the extent that such authorization or execution shall be reserved by law or by the Reston Covenants, the Articles of Incorporation, or these Bylaws, to the members of the Corporation or to some other officer or agent of the Corporation.

- (b) Vice President: In the absence of the President or in the event of his death or inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.
- (c) Secretary: The Secretary shall (i) act as secretary at all meetings of the Board and all meetings of the members of the Corporation, (ii) organize and preserve the minutes of all such meetings as part of the records of the Corporation, (iii) see that all notices required to be given by the Corporation are duly given, (iv) have charge of the books, records, and papers of the Corporation relating to its organization and management, which shall include the address of each member as furnished to the Corporation by such member (and if not so furnished by such member, the address of any Lot owned by such member, which shall serve as such member's address), (v) have custody of the seal of the Corporation and affix the seal, or cause it to be affixed, to all documents requiring the seal, (vi) have custody of the seal of the Corporation's deeds, leases, contracts, and other important documents, and (vii) see that all reports, statements, and other documents required of the Corporation by law, except tax returns, are properly filed.
- (d) Treasurer: The Treasurer shall be the Chief Financial Officer of the Corporation and shall have charge of and be responsible for all funds, securities, receipts, and disbursements of the Corporation, under the direction of the Board. The Treasurer shall (i) deposit in the name of the Corporation all monies, securities, and other valuable effects of the Corporation in such banks or other depositories designated by the Board from time to time, (ii) maintain the Corporation's financial accounts and records in accordance with generally accepted accounting principles, (iii) prepare appropriate operating budgets and financial statements for the Corporation, (iv) prepare and file, or cause to be prepared and filed, all tax returns required of the Corporation by law, (v) render a statement of account upon request of any Director, (vi) exhibit the Corporation's financial accounts and records to any Director upon request at the officers of the Corporation during business hours, and (vii) if required by the Board, give bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board shall determine.

5.3 Removal, Resignation, and Vacancies

- (a) All officers shall serve at the pleasure of the Board, and the Board may remove any officer summarily, with or without cause, at any time. Subordinate officers appointed by elected officers may be removed by the Board or by any officer who appointed them summarily, with or without cause, at any time.
- (b) Any officer may resign at any time by delivering notice of his resignation to the Corporation. Unless a later effective date is specified in the notice and the Corporation accepts the future effective date, the resignation shall take effect upon delivery.
- (c) A vacancy in any office arising because of death, resignation, or otherwise may be filled by the Board for the unexpired portion of the term of the office, **or in the case of a Director as stated in Section 4.2 (b) of these Bylaws**. If the Corporation accepts a future effective date for a resignation, the vacancy arising therefrom may be filled before the effective date of the resignation provided that the successor does not take office until the effective date.

6 Committees

6.1 Committees of Directors

The Board may, by resolution adopted by a majority of the Directors in office at the time the action is taken, designate one or more committees, each of which shall consist of two or more Directors. Any such committee, to the extent provided in the resolution of the Board designating

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the committee, shall have and may exercise the powers and authority of the Board in the management of the business, property, and affairs of the Corporation, except as limited by law.

6.2 Other Committees

Other committees not having and exercising the powers and authority of the Board in the management of the business, property, and affairs of the Corporation may be designated by a resolution adopted by the Board, to perform such duties and to have such powers and authority as may be provided in the resolution.

6.3 Rules

- (a) Each committee may adopt rules for its own government not inconsistent with the terms of the resolution of the Board establishing the committee or with rules adopted by the Board.
- (b) Each committee shall keep regular minutes of its meetings and provide the same to the Board when requested.
- (c) All committees and members thereof shall serve at the pleasure of the Board and the Board may remove with or without cause, any member of any committee at any time. The Board may fill any vacancy on any committee.

7 Financial Management

7.1 Fiscal Year

The Board shall have the power to fix, and from time to time change, the fiscal year of the Corporation.

7.2 Accounting Method

The Corporation shall manage its financial accounts using the cash accounting method.

7.3 Deposits

All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks or other depositories designated by the Board from time to time.

7.4 Checks, Drafts, Etc.

Checks, drafts, and other orders for the payment of money shall be signed by such persons as the Board from time to time may authorize. The signature of any such person may be a facsimile when authorized by the Board.

7.5 Loans

Notwithstanding anything in these Bylaws to the contrary, no loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless expressly authorized by a resolution of the Board, which authorization may be general or confined to specific instances.

7.6 Reserve Fund; Annual Budget

- (a) The Corporation shall establish and maintain a fund for the repair, replacement, and restoration of the capital components of the Cluster Common Area (herein the "Reserve Fund"), as required by the POA Act, by the allocation any payment to such fund of an amount to be designated from time to time by the Board. The Reserve Fund shall be deemed

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conclusively to be a common expense of the Corporation and shall be deposited in any banking institution, the accounts of which are insured by an agency of the United States of America, and, at the designation of the Board, all or part of the Reserve Fund may be invested in any or all of the following: (i) securities issued the U.S. Government or the Commonwealth of Virginia, (ii) corporate debt securities rated "Investment Grade" or better by both Standard & Poor's and Moody's (or by either of them if only one of them rates the subject instrument), (iii) recognized, open-ended mutual funds investing primarily in either or both of the foregoing, and (iv) recognized, open-ended money market funds that seek to stabilize the net asset value of their shares at \$1.00. The proportional interest of any member of the Corporation in the Reserve Funds shall be considered an appurtenance of his Lot and shall not be separately withdrawn, assigned, transferred, or otherwise separated from the Lot to which it appertains and shall be deemed to be transferred with such Lot.

- (b) The Reserve Fund may be expended only for the purposes of effecting the repair, replacement, or restoration of the capital components of the Cluster Common Area, and for start-up expenses. The Corporation may establish such other reserves for such other purposes as the Board may from time to time consider being necessary or appropriate.
- (c) The Treasurer of the Corporation shall submit an annual budget to the Board at least forty-five (45) days in advance of the commencement of the Corporation's fiscal year, which budget shall include, without limitation, provision for the Reserve Fund. The Board shall approve the Corporation's annual budget at its first meeting of the fiscal year.

8 Seal

The Board may provide a corporate seal (of which there may be any number of counterparts), 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."

9 Additional rights and Obligations

The rights, powers, duties, and obligations set forth in Article VII (Clusters) of the Reston Covenants are incorporated in these Bylaws by reference and made a part thereof, as if fully set forth herein. In the event of any inconsistency between the terms and provisions of said Article VII and these Bylaws, said Article VII shall govern, except as provided by Article I hereof.

10 Amendments

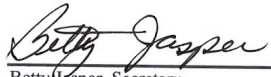
These Bylaws may be amended or repealed and new Bylaws may be adopted, only by the affirmative vote of the majority, by voting power of all the members of the Corporation; the Board may not amend or repeal these Bylaws. Amendments shall become effective upon adoption.

Bylaws of Belcastle Court Cluster Association (BCCA)

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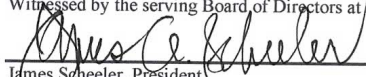
I hereby certify that I am the duly elected and acting Secretary of Belcastle Court Cluster Association, a Virginia nonstick corporation, and that the foregoing Bylaws of said Corporation, as duly adopted by an affirmative vote of the majority, by voting power (i.e., at least ten affirmative votes), of all the members of the Corporation, on March 21, 2014.

In witness whereof I have hereunto subscribed my name this 26th day of March 2014.

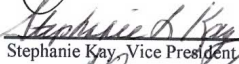


Betty Gasper, Secretary
Belcastle Court Cluster Association

Witnessed by the serving Board of Directors at a regular meeting of the Board on March 26, 2014:



James Scheeler, President



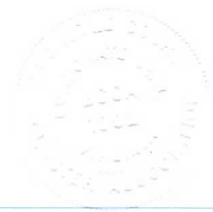
Stephanie Kay, Vice President



Alberto Donoso, Vice President



Stephen Siciliano, Treasurer



BCCA Bylaws