

BENTANA WOODS WEST CLUSTER ASSOCIATION

AMENDMENT TO BY-LAWS

The By-Laws of the Corporation are hereby amended by deleting them in their entirety and substituting therefor the attached By-Laws.

BY-LAWS
OF
BENTANA WOODS WEST CLUSTER ASSOCIATION

ARTICLE I
OFFICES AND AGENT

Section 1. Principal Office. The principal office of the Corporation shall be located in the Commonwealth of Virginia and in the County of Fairfax in such place as may from time to time be designated by the Board of Directors.

Section 2. Registered Office. The Corporation shall have and continuously maintain in the Commonwealth of Virginia a registered office which may be, but need not be, identical with the principal office of the Corporation. The location of such office may be changed from time to time by the Board of Directors.

Section 3. Registered Agent. The Corporation shall have and continuously maintain in the Commonwealth of Virginia a registered agent whose business office shall be identical with the registered office of the Corporation. The registered agent shall be an individual resident of Virginia who is either an officer or director of the Corporation or a member of the Virginia State Bar.

ARTICLE II

MEETINGS OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the members and associate members (as those terms are defined in the Articles of Incorporation) shall be held on the last Sunday of April, beginning in 1975, at the hour of 7:30 p.m. for the purpose of electing directors and 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 at the hour of 7:30 p.m. on the next succeeding business day.

Section 2. Budget Meeting. The annual budget of the Corporation and the annual assessment of members for the succeeding twelve-month period shall be presented to the membership for its approval at a meeting to be held on the first Sunday of October of each year at the hour of 7:30 p.m. If the date fixed for the budget meeting shall be a legal holiday in the place where the meeting is to be held, such meeting shall be held at the hour of 7:30 p.m. on the next succeeding business day.

Section 3. Special Meetings. Special meetings of the members (and, where appropriate, the associate members) may be called by the President; the Board of Directors; or members (and, where appropriate, associate members) having not less than one-fifth of the total votes of the Corporation. The business at any such meeting shall be limited to those matters specified in the notice therefor.

Section 4. Place of Meetings. The Board of Directors may designate any place within Reston, Virginia, as the place for any annual or budget

meeting, or for any special meeting called by the Board of Directors. The President may designate any place within Reston, Virginia, as the place for any special meeting called by him. If no designation of meeting place is made or if a special meeting is called by the membership of the Corporation, the place of meeting shall be the residence of the President.

Section 5. Notice of Meetings. The Corporation shall publish notice of any annual, budget, or special meeting of members and where appropriate, associate members in the manner provided by law. Each notice of a budget meeting shall include a copy of the proposed budget. A member, or, where appropriate, associate 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 or, where appropriate, associate member shall not affect the validity of the published notice.

Section 6. Informal Action by Members. Any action required or permitted by law to be taken at a meeting of the members and, where appropriate, associate members of the Corporation may be taken without a meeting, provided that a consent in writing setting forth the action so taken shall be signed by all of the members and, where appropriate, associate members of the Corporation entitled to vote on that action.

Section 7. Quorum and Manner of Acting. Members and, where appropriate, associate members holding one-fifth of the total votes of the Corporation shall constitute a quorum at any meeting. Absentee ballots and proxies

shall not be counted for purposes of determining a quorum. If a quorum is not present at any meeting, a majority of those members and, where appropriate, associate members present may adjourn the meeting from time to time without further notice. An affirmative majority vote at a meeting at which a quorum is present shall be necessary for adopting of any matter voted upon at such meeting unless the act of a greater number is required by law, by the Articles of Incorporation, or by these By-Laws.

Section 8. Conduct of Meetings. The Board of Directors shall make such rules as it deems advisable for the conduct of any meeting of members including requirements as to proof of membership, evidence of the right to vote, appointment and supervision of inspectors of votes, and any other matters. Such regulations shall be binding upon the Corporation and upon its members and associate members.

Section 9. Proxy Voting. Proxy voting shall be permitted at any meeting of the Corporation, provided that with respect to elections of directors proxies may be exercised on the first ballot only. The following procedures shall apply to the exercise of proxies:

(a) Any member or, where appropriate, associate member who is eligible to vote at any meeting but who is not able to attend the meeting may vote by giving to another member or, where appropriate, associate member who is eligible to vote and who will be present at the meeting, a proxy for that meeting;

(b) Such proxy must be in writing, signed, and dated by the person giving the proxy, and must state the name of the person to whom the proxy is given. No one voter may exercise more than two proxies;

(c) Such proxy may be general (i.e., authorizing the holder to vote in his discretion) or limited (i.e., specifying the manner in which the proxy vote is to be cast on specific issues);

(d) The validity of all proxies shall be determined by the presiding officer and the Secretary of the Corporations at the meeting with respect to which such proxies were given as the first item of business after the meeting is called to order:

(e) A proxy may be revoked by the person giving it at any time prior to the meetings at which such proxy is to be exercised by proper execution of a subsequently dated proxy. A proxy may also be revoked by the physical presence of the person giving it at the meeting for which the proxy was given.

Section 10. Absentee Voting. Members and, where appropriate, associate members may submit to any director, in advance of a vote, sealed written absentee ballots on previously announced resolutions, elections, or questions to be determined by any meeting of the Corporation. Such ballots shall be opened at the time of voting on the matter concerned. With respect to the election of directors, absentee voting shall be permitted on the first ballot only.

ARTICLE III

DIRECTORS

Section 1. General Powers. The affairs of the Corporations shall be managed by the Board of Directors.

Section 2. Number. The number of directors comprising the Board of Directors shall be seven (7). Their qualifications and tenures shall be as set forth in the Articles of Incorporation.

Section 3. Nomination and Election. A nominating committee (consisting, insofar as possible, of a representative of each geographical area within the cluster) appointed by the Board of Directors shall nominate members and associate members for election to the Board. Insofar as possible, at least one person from each geographical area within the cluster shall be nominated. The nominating committee shall solicit the candidacy of all members and associate members of the Corporation and shall place in nomination the names of all persons wishing to be candidates. The nominating committee shall give general notice of each slate of nominees no less than ten (10) days prior to each election. Nominations shall also be accepted from the floor. Elections of directors shall be in accordance with the procedures established in the Articles of Incorporation.

Section 4. Regular Meetings. Regular meetings of the Board of Directors shall be held each month at such time and at such place within Reston, Virginia, as the Board may from time to time designate. The time and place of the regular meetings of the Board shall be announced to the members and associate members of the Corporation within one month following the annual meeting of members, and prompt notice to the members and associate members shall be given

of any subsequent change in the time or place so designated. All regular meetings of the Board shall be open to any member or associate member of the Corporation.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any four (4) directors. The person or persons calling a special meeting may fix the time and place within Reston, Virginia for the holding of such a meeting. The business at any such meeting shall be limited to those matters specified in the notice therefor. Special meetings of the Board shall be open to any member or associate member of the Corporation.

Section 6. Notice. Notice of regular meetings of the Board of Directors shall be given to each director at least one full day in advance of the meeting. The Secretary shall give notice to each director of the time, place, and purpose or purposes of each special meeting by mailing the same at least two days prior to the meeting or by telephoning or telegraphing the same at least one day prior to the meeting. Public notice of special meetings of the Board of Directors shall be given in a manner prescribed by the Board.

Section 7. Quorum and Manner of Acting. Except as otherwise provided by law or by the Articles of Incorporation 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; provided, that if less than a majority of the directors is present at any meeting, a majority of those directors present may adjourn the meeting from time to time without further notice. The act of a majority of 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 of directors is required by law or by the Articles of Incorporation or by these By-Laws.

Section 8. Compensation. No compensation shall be paid to directors for their services as directors. No remuneration shall be paid to a director for services performed for the Corporation or for expenses incurred by him in any other capacity, unless a resolution authorizing such remuneration shall have been unanimously adopted by the Board.

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 IV

OFFICERS

Section 1. Officers and Qualifications. The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer. The Board of Directors may elect such additional officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable. Any two or more officers 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. All officers shall be members or associate members of the Corporation.

Section 2. Election, Term of Office, and Vacancies. The officers of the Corporation shall be elected annually at the first regular meeting of the Board of Directors following the annual meeting of members. Each officer shall hold office until his successor shall have been duly elected. A vacancy in any office resulting from death, resignation, removal, or otherwise may be filled by the Board of Directors. Any person elected to fill such a vacancy shall serve the remaining portion of the term.

Section 3. Removal. Any officer may be removed by the Board of Directors at a meeting called for that purpose whenever, in the Board's sole discretion, the best interests 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, by these By-Laws, or by the Board of Directors, each have and exercise such powers and duties as generally pertain to their respective offices, as well as any additional powers and duties that 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.

ARTICLE V

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 three 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, that no such committee shall have the authority of the Board of Directors to approve any plan of merger or consolidation, or to enter into any contracts.

Section 2. Standing Committees. Standing committees of members or associate members not having or exercising the authority of the Board of Directors may be designated by a resolution adopted by the Board. Each such committee shall have the specific powers and responsibilities designated in the resolution creating it. The membership of each standing committee shall include, to the extent possible, at least one representative from each geographical area within the cluster, as well as one director (who may also be considered a representative of the geographical area in which he resides). The chairman of each standing committee shall be designated by the Board of Directors.

Section 3. Audit Committee. The Board of Directors shall appoint each year during the month of October a committee consisting of three members (other than directors, the Treasurer, and Assistant Treasurers, if any) to conduct an audit of the financial records of the Corporation for the fiscal year ending October 31 of that year. The chairman of the committee may be designated by the Board. The audit committee shall present to the Board of Directors a written report of its findings at the regular meeting of the Board during the month of December following its appointment.

Section 4. Ad Hoc Committees. Ad hoc committees, having specific short-term functions, may be appointed from time to time by the Board of Directors. Each such committee shall be limited to the specific functions delegated to it by the resolution creating it, and no such committee shall have or exercise the authority of the Board of Directors.

Section 2. Rules. Each committee may adopt rules for its own internal governance, provided that such rules are not inconsistent with the resolution creating the committee or with any provision of law, of the Articles of Incorporation, or of these By-Laws.

Section 6. Restrictions. No committee shall enter into any contract, and no committee shall make any expenditures beyond those explicitly allocated for its use by the Board of Directors.

ARTICLE VI

BUDGETARY MATTERS

Section 1. Annual Budget. The annual budget of the Corporation adopted at the annual budget meeting shall be binding upon the Corporation, and, except as provided in Sections 2 and 3 of this Article, the Board of Directors shall not authorize the expenditure of any funds not provided for therein.

Section 2. Delay in Budget Approval. In the event that the approval of the annual budget is delayed more than two weeks beyond the date established in these By-Laws for the holding of the annual meeting of members, the Board of

Directors shall be authorized to invoke a continuing resolution enabling obligations of the Corporation to be incurred up to prior budgetary levels.

Section 3. Deviation Authority. The Board of Directors by majority vote may deviate from the annual budget to the extent of 10 percent of each line item, provided that the Board is not required to expend all of the funds allocated to particular line items. The Board may deviate to a greater extent where required to pay any tax lawfully assessed against the Corporation, or where required by an emergency condition as determined by a vote of two-thirds of the directors in office. However, the Board may not, under any circumstances, operate at a budget deficit.

Section 4. Fiscal Year. The fiscal year of the Corporation shall begin on November 1, and shall end on October 31.

ARTICLE VII

MISCELLANEOUS

Section 1. Certificates of Membership. The Board of Directors may provide for the issuance of certificates evidencing membership or associate membership in the Corporation. Such certificates, if issued, shall be in the form prescribed by the Board; shall be signed by the President or a Vice President, and by the Secretary or an Assistant Secretary; and shall be consecutively numbered. The name and address of each member of associate member and the date of issuance of each 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 thereafter upon such terms and conditions as the Board of Directors may establish.

Section 2. Seal. The Board of Directors shall provide for 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.”

Section 3. Books and Records. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of meetings of the membership, of the Board of Directors, and of all committees having any exercising any of the authority of the Board of Directors. A monthly report of the President of the Corporation shall be distributed to all members and associate members by the Secretary in such form and manner as the Board of Directors may prescribe.

Section 4. Provisions of Law. All references in these By-Laws to provisions or restrictions imposed “by law” shall be interpreted as including the Virginia Nonstock Corporation Act, set forth in Chapter 2 of Title 13.1 of the Virginia Code.

ARTICLE VIII

AMENDMENTS

Amendments to these By-Laws may be adopted by a majority vote of the members and associate members present at any meeting called for that purpose.

Amendments may be proposed by the Board of directors or by a petition to the Board signed by persons holding at least one-fifth of the votes of the Corporation.