

---

---

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d) of**  
**the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) **February 10, 2010**

**AVALONBAY COMMUNITIES, INC.**  
(Exact Name of Registrant as Specified in Its Charter)

**Maryland**  
(State or Other Jurisdiction of Incorporation)

**1-12672**  
(Commission File Number)

**77-0404318**  
(I.R.S. Employer Identification No.)

**2900 Eisenhower Avenue, Suite 300, Alexandria, Virginia**  
(Address of Principal Executive Offices)

**22314**  
(Zip Code)

Registrant's telephone number, including area code **(703) 329-6300**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
- 

---

---

**Item 5.02(b) Departure of Directors or Certain Officers.**

On February 10, 2010, Gilbert M. Meyer, a director of AvalonBay Communities, Inc. (the "Company"), informed the Company that he had decided to retire from service on the Company's Board at the end of his current term. Attached as Exhibit 99.1 is the press release the Company issued regarding Mr. Meyer's pending retirement.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On February 10, 2010, the Board of Directors of the Company amended the Company's bylaws, effective immediately, to (a) define Independent Director as used in the Bylaws by reference to the definition promulgated by the New York Stock Exchange and (b) reflect that in the absence of the Chairman of the Board at any Board meeting, the Lead Independent Director shall preside at such meeting. The full text of the Company's Amendment to Amended and Restated Bylaws is being filed with this Current Report on Form 8-K as Exhibit 3.2 and is incorporated herein by reference.

**ITEM 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.2	Amendment to Amended and Restated Bylaws of AvalonBay Communities, Inc., dated February 10, 2010.
99.1	Press Release of AvalonBay Communities, Inc. dated February 10, 2010.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

February 11, 2010

By: /s/ Thomas J. Sargeant  
Name: Thomas J. Sargeant  
Title: Chief Financial Officer

3

---

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
3.2	Amendment to Amended and Restated Bylaws of AvalonBay Communities, Inc., dated February 10, 2010.
99.1	Press Release of AvalonBay Communities, Inc. dated February 10, 2010.

4

---

## AVALONBAY COMMUNITIES, INC.

## Secretary's Certificate

## Amendment to Bylaws

On February 10, 2010, at a duly called and held meeting of the Board of Directors of AvalonBay Communities, Inc. (the "Company"), the Board adopted the following amendment to the Company's Bylaws:

Sections 2.08 and 2.10 of the Amended and Restated Bylaws of the Company, as adopted by its Board of Directors on May 21, 2009, are hereby amended to read as follows (new language is **bold and underlined** and deleted language is struckthrough):

2.08 QUORUM. A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided, however, that a quorum for the transaction of business with respect to any matter in which any Director (or affiliate of such Director) who is not an Independent Director (as defined ~~in the Charter~~ **by the rules of the New York Stock Exchange, as such rules shall be amended from time to time**) has any interest shall consist of a majority of the Directors that includes a majority of the Independent Directors then in office. If less than a majority of such Directors is present at such meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

\* \* \*

2.10 CONDUCT OF MEETINGS. At each meeting of the Board of Directors, the Chairman or, in the absence of the Chairman, ~~the Chief Executive Officer (if a member of the Board of Directors) or, in the absence of the Chairman and the Chief Executive Officer,~~ a Director who has previously been designated as Lead Independent Director or, in the absence of the Chairman, ~~the Chief Executive Officer~~ and such Director, a Director chosen by a majority of the Directors present, shall act as chairman of the meeting. The Secretary of the Corporation or, in his or her absence, an Assistant Secretary of the Corporation shall act as Secretary of the meeting or, in the absence of the Secretary and all Assistant Secretaries, the presiding officer of the meeting shall designate any individual to act as secretary of the meeting. Directors may participate in a meeting by conference telephone or other communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitute presence in person at such meeting for all purposes of these Bylaws.

IN WITNESS WHEREOF, the undersigned has signed this certificate as of February 10, 2010.

AVALONBAY COMMUNITIES, INC.

/s/ Edward M. Schulman

Name: Edward M. Schulman

Title: Secretary

---

**Contact:** John Christie  
Senior Director  
Investor Relations & Research  
AvalonBay Communities, Inc.  
703-317-4747

**For Immediate Release**

**AVALONBAY COMMUNITIES ANNOUNCES PLANNED RETIREMENT OF GILBERT M. MEYER FROM THE BOARD OF DIRECTORS AND ANNOUNCES 2010 ANNUAL MEETING DETAILS**

**Alexandria, VA (February 10, 2010)** — **AvalonBay Communities, Inc. (NYSE: AVB)** announced today that Gilbert M. Meyer will retire from the Company's Board of Directors at the completion of his current term and will not stand for re-election at the May 19, 2010 Annual Meeting of Stockholders. Mr. Meyer founded Bay Apartment Communities, Inc. in 1978 and took Bay public in 1994. In 1998, Bay Apartment Communities and Avalon Properties merged to form AvalonBay Communities, Inc. Mr. Meyer remained as Executive Chairman of the Board of AvalonBay Communities until 2000 and thereafter as a Board member and a significant shareholder.

Mr. Meyer, known to everyone as Mike, said, "As a founder of AvalonBay Communities, I am proud of the Company and its continued accomplishments. As I approach age 65, I feel it is the right time to step down. I am looking forward to retirement. I wish the Company, its Board, its management and all of its associates ongoing success."

"Mike is a recognized leader in the real estate industry," said Bryce Blair, Chairman and CEO. "He has contributed greatly to AvalonBay's success through his leadership in founding Bay, his prior role as AvalonBay's Executive Chairman, and his long-term service on our Board. We are grateful for his past contributions and wish him the best."

The Company's Board of Directors has nominated for re-election, at the 2010 Annual Meeting of Stockholders, the other current directors of AvalonBay. The 2010 Annual Meeting of Stockholders will be held on Wednesday, May 19, 2010 at 9:00 AM Eastern Time. Stockholders of record of the Company's Common Stock as of the close of business on March 5, 2010 are entitled to vote at the Annual Meeting. The meeting will be held at the Company's offices at Ballston Tower, 671 N. Glebe Road, Arlington, VA 22203, 8<sup>th</sup> Floor.

**About AvalonBay Communities**

As of December 31, 2009, the Company owned or held a direct or indirect ownership interest in 172 apartment communities containing 50,364 apartment homes in ten states and the District of Columbia, of which seven communities were under construction and seven communities were under reconstruction. AvalonBay is in the business of developing, redeveloping, acquiring, and managing apartment communities in high barrier-to-entry markets of the United States. More information on AvalonBay, an S&P 500 listed company, may be found on AvalonBay's Web site at <http://www.avalonbay.com>.

---