

FALLS HILL CIVIC ASSOCIATION BYLAWS

Article I. NAME

Section 1. Name. The name of the organization shall be the Falls Hill Civic Association, hereafter referred to the Association. It shall be a nonprofit organization incorporated under the laws of the State of Virginia.

Article II. PURPOSE.

Section 1. The purpose of the Association shall be to promote and foster:

- a) civic and community engagement for residents in the boundaries of the Association;
- b) communication about issues of mutual interest; and
- c) neighborly spirit and civic pride within the neighborhood.

Section 2. Nature of activities. The Association shall be non-partisan and non-sectarian. The Association may take a position and express its views on any legislation, ordinance, code or course of action which in the judgment of the Association will affect the welfare of its members, and to comment on the actions of individuals and groups whose purposes or actions affect the welfare of the area of the Association.

Section 3. Affiliation with other groups. The Association may join, support, or collaborate with other organizations whose purpose and actions are consistent with the welfare of the Association and Fairfax County, provided that no action under this section shall impair the continued existence of the Association as a distinct organization.

Article III. Boundaries

Section 1. Boundaries. Households that shall be eligible for regular membership in the Association are within the boundaries described as follows:

- a) households bounded by Interstate 66, Shreve Road, and on both sides of Virginia Avenue and Gordons Road;
- b) households on Leighton Drive and Barbour Road to Idylwood Road;
- c) households on Dale Drive to Magpie Lane; and
- d) households on the north side of Virginia Lane between Shreve Road and Virginia Avenue.

Section 2. Boundary limits. Households that are eligible to hold membership in a Home Owners Association shall not be included in the boundaries of the Association.

Article IV. FISCAL YEAR

The fiscal year of the Association shall be Jan 1 through Dec 31st. The annual budget shall cover the fiscal year and shall be prepared on the basis of dues payable for the coming fiscal year.

Article V. MEMBERSHIP AND DUES

Section 1. Membership. Membership in the Association shall be open to individuals who either own or lease a residence within the boundaries of the Association and upon full payment of annual dues. Members shall have full voting rights and be eligible to hold any office of the corporation. Membership shall cover all residents in a household.

Section 2. Non-Resident Membership. Non-resident membership in the Association shall be available to individuals who live within close proximity to the boundaries of the Association (including households in a home owners association), own property in the boundaries but do

not reside therein, or formerly held membership in the Association but no longer live in the boundaries. Non-resident members shall have the same rights and privileges as members upon full payment except they shall not be entitled to vote at membership meetings or elections, nor shall they be eligible to hold office on the Board of Directors. Non-resident membership shall cover all residents in a household.

Section 3. Annual Dues. The Board of Directors shall annually determine the dues of the Association. Dues shall be for a period of the calendar year running from January 1 to December 31. Those applying for membership after October 1st may be assessed reduced dues for the remainder of the year.

Section 4. Voting Rights. The full payment of the annual dues will entitle a single vote per individual household on all issues coming before the membership.

Section 5. Termination of Membership. Membership in the Association is terminated whenever the member is in default of payment of the annual dues. A member may be removed for cause by two-thirds of the membership present at a regular meeting. Any member may remove themselves from membership at any time, forfeiting the remainder of their dues.

ARTICLE VI. Election of Directors and Term of Office

Section 1. Board of Directors. The Board of Directors shall be composed of seven (7) full-time residents of member households and elected using a staggered term with at least three (3) members surviving for continuity.

Section 2. Nominations. The Secretary may accept nominations for Board vacancies prior to a regular meeting where an election may occur. Any resident member in good standing may be nominated or

self-nominated. Other interested members may declare themselves at a regular meeting or by notification to the Secretary.

Section 3. Voting process. The President and Vice President of the Association shall prepare the official ballot. Elections each year will comprise four positions at most to allow for staggered terms on the Board. Space shall be provided on the official ballot for the names of write-in candidates. Each vote shall be cast by a member household, at person at a regular meeting. Candidates receiving the highest number of votes from households will be elected to the Board to manage the association affairs.

Section 4. Resignation of Board Member. A member of the Board of Directors may withdraw from the Board by submitting his resignation in writing to the President, or to the Vice President for the resignation of the President. Such resignation is to be effective as of the date of the next succeeding regular Board meeting after the letter of resignation is received.

Section 5. Vacancy on Board of Directors. When a vacancy occurs on the Board of Directors, the Board of Directors shall promptly elect a director to fill the vacancy for the remainder of the unexpired term. Only members of the Board of Directors at the time the vacancy occurs shall be eligible for the offices of President and Vice President.

ARTICLE VII. OFFICERS

Section 1. Election of officers. The officers of the Corporation shall be a President, Vice President, Treasurer, and Secretary, all of whom shall be appointed by the Board of Directors. All of the foregoing officers must be Directors and all of the foregoing officers must be members of the Association. Provided, however, that the term of office of all officers shall be deemed to continue until their successors are named at the first regular or special meeting of the Board of Directors following a

meeting of the members where an election is held.

Section 2: Duties. The duties of the Officers are as follows:

- 1) The PRESIDENT shall be the principal executive officer of the Association and shall preside over all meetings, represent the Association at public occasions, conduct official correspondence and make such committee appointments from the membership as shall be deemed advisable for the effective work of the Association. The President shall be an ex-officio member of all committees and perform such other duties as customarily pertain to the Office of President.
- 2) The VICE-PRESIDENT shall assist the President and represent the Association on appropriate occasions. The Vice-President shall also, in the absence or disability of the President, perform the duties and exercise the powers of the President of the Association. The Vice President shall be an ex-officio member of all committees.
- 3) The SECRETARY shall record the proceedings of all meetings, maintain adequate records of the Association activities, keep the Corporation in good standing with the state of Virginia and conduct such official correspondence as shall be required. The Secretary shall issue all notices of meetings and any other such notices. In coordination with the Treasurer, they shall prepare and keep on record a file of all the Association members and their addresses. The Secretary shall record and keep record of all votes. In the absence of the President and Vice-President, the Secretary may call a meeting to order and preside over the meeting.
- 4) The TREASURER shall collect, safeguard, disburse, and make periodic reports of all funds collected in the name of the

Association to the membership. The Treasurer shall keep full and accurate records of receipts and disbursements in books belonging to the Association. The treasurer shall deposit all monies to the credit of the Association in a suitable banking institution and shall disburse funds as approved by the Board. The Treasurer, together with the President or Vice-President, shall sign all checks and vouchers. The Treasurer shall also receive and keep current records of all dues collected and prepare and submit necessary tax reports. In case of death, resignation, retirement or removal from office, all financial statements or material, in possession or under control, belonging to the Corporation shall be restored to the Corporation.

Section 3. Additional duties. The duties of the officers shall include additional board duties as would be expected in the line of business or such duties as are assigned by the President of the Association.

Section 4. Authority of officer. Unless so authorized by a majority of the Board or membership at any regular meeting, no officer shall have any power or authority to bind the Association by any contract or engagement, or to render liable for any purpose.

Section 5. Removal from office. Any officer may be removed for cause by two-thirds vote of the members of the Association attending a regular meeting, excluding the Officer to be removed. Upon the death, removal, resignation, or incapacity of an Officer of the Association, a majority of the Board shall elect a successor in accordance with Article V, Section 6.

ARTICLE VIII. REGULAR MEETING OF MEMBERS

Section 1: Frequency of meetings. The Board of Directors shall determine the frequency of regular meetings of members of the

membership, provided that a meeting shall be held at least once per year no later than December 15th.

Section 2. Special Meetings. Special meetings may be called by (1) the President, (2) a written request from a majority of the Board of Directors, or (3) a written petition from 15 members. Whenever a majority of the Board of Directors or 15 members shall petition the President (or the Vice President if the President is not available) to call a special meeting, the meeting shall be held within 30 days of receipt of the petition.

Section 3. Location of meetings. Meetings of the Members shall be held at a place determined by the Board of Directors. The meeting must be held within, or in reasonable proximity to, the boundaries of the Association.

Section 4. Notice of meetings. A written notice of each meeting, stating the place, day, and hour of the meeting, shall be made available to each Member of record entitled to vote at the meeting. The notice shall be given at least seven (7) days before the date named for the meeting. Notice of meetings may be made via printed newsletters, email, neighborhood signage, the Association's website, or other social media. In the event of an emergency, the requirement of seven days advance notice may be waived.

Section 5. Quorum. Fifteen members shall constitute a quorum for the transaction of a business of the Association at any meeting of members.

Section 4. Order of Business. The President, with approval from the Board of Directors, shall set the order of business for meetings of the Association. However, a meeting shall not be adjourned without allowance for completion of unfinished business or of new business.

Section 6. Standing Rules:

- 1) Meetings of the members shall be open to the public. Debate and voting privileges shall be limited to members. Non-members may be invited to speak by the President or by unanimous consent of those members present and voting.
- 2) All motions shall be recorded by the secretary. Whenever possible, motions shall be presented to the presiding officer and to the secretary in writing. A motion from the Board of Directors does not need a second.
- 3) All new subject matter may be referred by the presiding officer for investigation and recommendation to (1) an appropriate standing committee or special committee or (2) the Board of Directors. The committee considering the matter shall report at the next general meeting of the Association. In an emergency a resolution or communication may be acted upon by the Association with the consent of a majority of the members present and voting.
- 4) Issues raised by members and received by the President in writing between meetings may be referred to the appropriate committee or the Board of Directors and may be considered at the next membership meeting.
- 5) A member introducing a motion which is referred for investigation shall have the right to appear before the committee or board prior to a report being made to the Association.
- 6) During debate, no member shall speak more than twice on the same subject, or more than once until all others have had the opportunity to speak, unless the member is speaking to respond to a question put by another member. No member shall speak more than three (3) minutes consecutively.

7) Votes shall be initially by voice, except where another manner of voting is provided for by the bylaws. Any member may, after the voice vote, request a show of hands. Any ten members may require that the eligibility of all persons voting be verified by reference to the rolls of the membership.

8) Consistently with the standing rules set out herein, the President shall conduct the meetings informally, but may follow Robert's Rules of Orders when deemed necessary and appropriate.

Section 7. Voting. All issues shall be decided by a majority vote of members present at the meetings, unless otherwise determined by the bylaws.

Section 8. Voting by Proxy. Where the Board of Directors are to be elected, or any changes in the Bylaws are to be voted on, or any other election is to be made whereby a count of the votes of all members may be desired, as determined by the Board of Directors, such election may be conducted by email or by distribution ballot in such manner as the officers of the Association shall determine advisable.

ARTICLE IX. Meetings of the Board of Directors

Section 1. Frequency of Meetings. Regular meetings of the Board of Directors shall be held as needed at a time and place designated by the President or a majority of the Board. These meetings shall be for receiving reports from the officers and standing committees, receiving of reports from ad hoc committees, establishing programs and budgets in furtherance of the objectives of the Association, and for any other business that may arise.

Section 2. Quorum. A majority of the current Board of Directors shall constitute a quorum.

Section 3. Place, Notification, and Manner of Meetings. The President, in consultation with other members of the Board, shall determine where meetings of the Board of Directors shall be held, provided that the meetings are held within, or in close proximity to, the boundaries of the Association. The President may poll the Board of Directors in lieu of calling a meeting, unless any member of the Board objects. The President shall also assure that all Directors are given at least seven (7) days notice of each meeting, provided that in the event of an emergency the requirement of advance notice may be waived.

Section 4. Voting. All matters requiring a vote of the Board of Directors shall be decided by a majority vote of Directors, unless otherwise determined by the bylaws.

Section 5. Standing Rules. The President shall conduct the meetings informally but may follow Robert's Rules of Orders when deemed necessary and appropriate.

ARTICLE X. COMMITTEES

Section 1. Creation of Committees. The President, with the concurrence of the Board of Directors, may create or dissolve and assign duties to committees as deemed necessary and appropriate.

Section 2. Appointments. The President shall appoint the chairperson and members of the committee.

ARTICLE XI. FINANCES

Section 1. Deposit of Receipts. All receipts of the Association shall be deposited in a depository or depositories as the Board of Directors may designate.

Section 2. Disbursement of Funds. The President of the Corporation may authorize or approve expenditures not in excess of \$250.00 in any

month in support of established policies or objectives of the Association. Expenditures over the amount of \$250.00 must be approved by two-thirds majority of the current Board of Directors. Notwithstanding, the Treasurer is authorized to pay, from Association funds, all authorized and authenticated expenses incurred by the Association for its ongoing operation as planned in the annual budget. The Treasurer, together with the President or Vice-President, shall sign all checks and vouchers.

Section 3. Petty Cash. A maximum of \$200 will be held in a secure location by the Treasurer in petty cash for small, incidental expenses. The Treasurer is responsible for distributing, recording and reconciling petty cash.

Section 4. Annual Budget. The President, with assistance from the Treasurer, shall submit an annual budget at the beginning of each year to cover proposed expenditures for the coming year. A majority vote by the Board of Directors is required for approval of the annual budget.

Section 5. Financial Reports. Quarterly and annual financial reports shall be prepared by the Treasurer and made available at any regular meeting. Reports shall be made available to members through printed notice or on the Association's website.

ARTICLE XII. AMENDMENTS TO THE BYLAWS

These bylaws may be amended by a two-thirds majority vote of those present at any regular or special meeting of the Members of the Association provided at least seven (7) days written notice of the proposed amendment and of the meeting is given. Pursuant to Article XII, Section 7, the Board may allow for a proxy vote.