

**BY-LAWS OF THE
FAIRFAX VILLA/CAVALIER WOODS
CIVIC ASSOCIATION, INCORPORATED**

Revised and Amended 12 May 1989

**BY-LAWS OF THE
FAIRFAX VILLA/CAVALIER WOODS
CIVIC ASSOCIATION, INCORPORATED**

Revised and Amended 12 May 1989

ARTICLE I - NAME

The name of this organization shall be the Fairfax Villa/Cavalier Woods Civic Association, Incorporated, hereinafter referred to as the "Association." It is a nonstock, nonprofit corporation, organized and chartered under the provisions of Chapter 2 of Title 13.1 of the Code of Virginia, with Articles of Incorporation refiled with the State Corporation Commission _____.
Certificate of incorporation reissued _____.

ARTICLE II - PURPOSE

1. To promote, foster, protect and advance the health, welfare, and well-being of the community and its civic, educational, social, and recreational interests, through the concerned action of its members;
2. To provide a medium through which its membership may be able to confer, communicate, consult, and cooperate with private, governmental, and other agencies in matters of common interest;
3. Maintain bank accounts through and on behalf of its members and the Association;
4. To generally have and use all rights and powers usually associated with a citizens' association as may be allowed by law.

ARTICLE III - MEMBERSHIP

1. Membership Area

The membership areas of the Association shall consist of the part of Fairfax County designated as "FAIRFAX VILLA," "CAVALIER WOODS," and "MILLER WOODS."

2. **Persons Eligible for Membership**

Any person who is a real property owner in the membership area, or who is a resident in the membership area of eighteen (18) years of age or over is eligible for membership in the Association.

3. **Period of Membership**

Membership in the Association shall be on an annual basis commencing 1 October of each calendar year and ending 30 September of the following year (hereinafter designated "membership year").

4. **Dues**

Dues for membership in the Association shall be five dollars (\$5) per member for the membership year. Dues are payable on or before the commencement of the membership year.

5. **New Members**

Any person eligible for membership in the Association who was not a member of the Association for the period immediately preceding the current membership period may be admitted to the Association for the current membership period upon payment of dues to the Treasurer or his/her delegated representative.

6. **Renewal of Membership**

The membership of any eligible person shall be renewed for the next succeeding membership period upon the payment to the Association of their membership dues for the next succeeding membership period which begins October 1st.

7. **Rights of Membership**

- a. To cast one vote and otherwise participate at any meeting of the membership of the Association on any Association business; **EXCEPT THAT**, except where both the property owner and a resident are members in good standing, the property owner shall take precedent. Only one (1) vote per house address shall be allowed (no proxy or absentee voting shall be allowed); and
- b. To be an Officer of the Association as set forth in ARTICLE IV; and
- c. To otherwise participate in all activities and functions of the Association.

8. Termination of Membership

The membership of any person shall terminate immediately when such person no longer qualifies for membership in the Association. In such event, such person shall **not** be entitled to a refund, in any amount, of dues paid for the current membership period. The rights of membership of any person who has failed to pay dues for the current membership period, after being duly notified of delinquency, shall be suspended. Members so suspended shall be reinstated upon payment of current dues.

ARTICLE IV - OFFICERS

The Officers of this Association shall be elected for a term of one (1) year, such term to run for the current membership year, in accordance with ARTICLE VI.

The Officers of the Association shall include a President, Vice President, Corresponding Secretary, Treasurer, and Recording Secretary. They shall also serve as the Directors of the Corporation. Officers must be members of the Association. The duties of the Officers shall be as follows:

President - The duties of the President shall be to preside at meetings of the Association, the Executive Committee, to appoint Special Committees, to enforce the BY-LAWS of the Association, to call special meetings, and to be ex-officio member of all committees **except**: Select Committees, Auditing Committees, and Nominating Committees.

Vice President - The duties of Vice President shall be to preside at meetings of the membership of the Association or of the Executive Committee on request of the President or in the absence of the President, in which case the Vice President shall have all the duties assigned to the President while acting in such capacity. In the event of the death or resignation of the President, the Vice President shall become President of this Association for the remainder of the elected term of the President.

Corresponding Secretary - The duties of the Corresponding Secretary shall be to conduct correspondence, to issue notices of meetings, and in the absence of the President and Vice President, to call meetings of the membership of the Association to order, and to conduct an election for a temporary presiding officer.

Recording Secretary - The duties of the Recording Secretary shall be to prepare minutes of the meetings of the membership of the Association and of the Executive Committee, to record same in a book and have the book present at all meetings, and to gather and preserve all other official records of the Association.

Treasurer - a. The Treasurer shall collect the annual dues from the members of the Association, and deposit same in appropriate checking and savings accounts, together with any funds received by the Association from any other source, in a bank whose deposits are covered by the Federal Deposit Insurance Corporation (FDIC) in the name of the Association. All checks or withdrawal slips from the bank account(s) of the Association shall be signed by the Treasurer and countersigned by the President or the Recording Secretary. All checks shall be printed with the provision for dual signatures. The top signature line shall be labeled **TREASURER**, and the bottom line labeled **President or REC. SEC'Y**. Bank signature cards shall be specifically noted as follows: **Two authorized signatures are required on all checks or withdrawal slips for savings accounts**. The Treasurer shall maintain copies of current bank signature cards in the official records.

b. Separate records shall be established for monies collected for specific purposes as may be required. The Treasurer shall be accountable for the maintenance of such records.

c. The Treasurer shall keep a current record of all receipts and disbursements pertaining to each account of the Association, including interest and proceeds in such accounts, together with supporting vouchers for each expenditure, all bank records, the checkbook and canceled checks, the ledgers, and so forth. Not later than 1 September and 1 May of each membership year the Treasurer shall submit to the Executive Committee the checkbook(s), ledger, supporting records, and an **Interim Financial Report** or end of term consolidated report enumerating the specific transactions of income and expenditures which occurred during the applicable period, together with a statement of the balance of funds in each Association account that year, for inclusion in the Executive Committee's Transmittal Report when Association records are transferred to the newly elected officers (see ARTICLE V, Par. 1h).

d. The Treasurer shall prepare, or cause to be prepared, and submit as needed the required tax exemption certificates, income tax forms, state corporation requirements and related documents.

e. All disbursements, except disbursements for postage and stationary of less than two-hundred dollars (\$200), shall require prior recorded approval of the Executive Committee.

f. The Treasurer shall not be required to furnish bond to the Association while serving in the capacity of Treasurer, except where such bonding is required by the Executive Committee or the general membership. The cost of furnishing such bond shall be borne by the Association.

The President is empowered to appoint a Parliamentarian should the need arise. The duties of the Parliamentarian are as follows:

Parliamentarian - The Parliamentarian shall be responsible for ruling or advising the President on matters of parliamentary procedure at any meetings (see ARTICLE VII, Par. 6).

ARTICLE V - COMMITTEES

1. **Executive Committee**

a. There shall be an Executive Committee which shall be composed of the Officers of the Association, the immediate past President of the Association, if available and willing to serve, and the Chairperson of each Standing Committee as set forth in this ARTICLE V.

b. There will be regular meetings of the Executive Committee as called by the President, open to all members, the time and place to be decided upon by the President and/or the Executive Committee. The Executive Committee may be called by the President or by any member of the Executive Committee with approval of at least one-half of the other members of the Executive Committee.

c. Notice to all members of the Executive Committee of a meeting of the Committee shall be given by the President or the member calling such a meeting under ARTICLE V, paragraph b, not less than two (2) days prior to the date of the meeting, unless all members of the Committee agree otherwise regarding any one meeting.

d. A quorum of the Executive Committee at any meeting shall consist of a majority of its members, provided all members have been notified in advance of the meeting by the President or by the Committee member calling the meeting.

e. A detailed, itemized budget for the current membership year (see ARTICLE III, Par. 4) shall be prepared by the Executive Committee not later than 20 September, each year, for ratification at the October general membership meeting.

f. The Executive Committee shall have full power to act for the Association when, in the judgment of a majority of the entire Committee, necessity for such action arises. Any such action authorized by this paragraph shall be reported by the President to the membership at the next official meeting of the membership of the Association and shall be taken as ratified by the membership of the Association unless two-thirds of the membership

present at such meeting vote to amend the action so taken by the Executive Committee.

g. Unless otherwise previously directed by a majority of the membership present at a meeting of the Association, the Executive Committee or their appointed subcommittee shall be the only official representatives of this Association before local officials, boards, commissions and authorities.

h. By 15 August of each membership year the current Executive Committee shall assemble all Association records and conduct an audit, to assist in the orderly transition of responsibility to the Association for the next membership year. Inherent to the transfer of records task are the following:

- 1) Final review of the Treasurer's INTERIM FINANCIAL REPORTS and the END-OF-TERM consolidated report to assure completeness of documentation (check books, ledger, vouchers, proper auditor's reports, etc.) so that adoption thereof, and relief of the Treasurer of responsibility, can be recommended at the next Association membership meeting.
- 2) Preparation of a complete list of records being turned over, to include an itemization of: (a) Treasurer's records; (b) membership records; (c) Recording Secretary's files; (d) Corresponding Secretary's files; (e) Executive Committee minutes of meetings; (f) Special Committee activities, records, and reports; (g) Select Committee activities, records, and reports.
- 3) Comments on the adequacy of these records, a list of missing documents, suggestions as to how any noted deficiencies might be overcome, etc.
- 4) Recommendations as to specific records which are deemed obsolete, for action by the Association to authorize destruction thereof.
- 5) Preparation of a suitable letter of transmittal, signed by all outgoing Executive Committee members, together with any individual comments.

2. Standing Committees

a. There may be, at the discretion of the President, the following Standing Committees, the Chairperson of each of which shall be appointed by the President and approved by a majority of the Association Officers: (1) Membership and Block Captain Committee, (2) Social Activities Committee, (3) Community Affairs Committee, (4) School and Youth Activities Committee, and (5) Security Committee.

b. The Chairpersons of the Standing Committees and its members shall serve for a term of one (1) year commencing on 1 September of each year. Should the position of Chairperson and/or member of any Standing Committee become vacant for any reason, the President, with approval of a majority of the Officers, may fill such vacancy by appointment of a qualified member of the Association. Member positions may also be filled by the appointed Chairpersons of the same Standing Committee, subject to Presidential approval.

c. No Officer shall serve on any Standing Committee, but Officers may serve on any Special Committee at the discretion of the President.

d. No member shall serve, at any one time, as Chairperson of more than one (1) Standing Committee.

e. The Chairpersons of all Standing Committees for the next succeeding one-year term following the current term shall be appointed by the President-elect for the succeeding Presidential term, with approval of a majority of the Officers-elect for the next succeeding term of their respective offices. The appointed Chairperson shall then appoint the members to serve on their respective Standing Committee during the next succeeding term of the Committees.

f. The Chairperson of each Standing Committee shall appoint not less than two (2) members of the Association to serve on their Committee. The Standing Committees shall be authorized to establish appropriate subcommittees to serve during the term of the Standing Committees.

g. A majority of the members present at any Standing Committee meeting shall constitute a quorum for the transaction of business at said meeting, provided due notice of such meeting was given to all members by the Chairperson of such Committee or their designee. Notice to all members of any meeting of a Standing Committee, or sub-committee thereof, or of any Special Committee, or Select Committee of the Association shall be given by the Chairperson thereof, or their designee, not less than two (2) days prior to the date of the meeting, unless all members of the Committee or sub-committee agree otherwise regarding any one meeting.

3. Special Committee

a. The President may appoint a Special Committee at his/her discretion to consider any topic of interest to the Association to be composed of members (and Officers at his/her discretion) and to meet at intervals as determined by the President.

b. Appointment of the annual Auditing Committee, and the Nominating Committee (ARTICLE VI), is mandatory.

4. Select Committees

The Executive Committee may appoint Select Committees to consider any topic pertaining to the Association when there are indications of potential conflict of interest or any other derogatory situations involving any Officer. Such Select Committees meet at the call of the Chairperson thereof, for timely action or recommendations, depending upon the nature and extent of the particular matters at hand.

5. Auditing Committee

The President shall appoint in writing a minimum of two (2) Trustees to serve as auditors of the INTERIM FINANCIAL REPORTS and the END-Of-TERM REPORT (for the entire membership year) as prepared by the Treasurer. These audited reports shall be submitted to the Executive Committee with comments as to accuracy of the data presented, the sufficiency of vouchers and other documentation, and the propriety of expenditures. The checkbook(s) and ledger should be signed and dated by the auditors, with the comment "As far as can be determined at this date, these records are accurate/not accurate."

ARTICLE VI - NOMINATION AND ELECTION

1. Nominating Committee

Not later than 15 March, the President shall appoint a Nominating Committee consisting of not less than five (5) members, none of whom shall be Officers in the Association at that time. The Nominating Committee shall nominate at least one (1) nominee for each office of the Association for the next membership period. Notice of the nominees so nominated shall be circulated by the Executive Committee to all members of the Association not later than 1 May.

2. Additional Nominations

Additional nominations for any office of the Association may be made prior to 1 May by petition to the Executive Committee signed by not less than five (5) members of the Association. Notice of such additional nominations shall be likewise circulated by the Executive Committee to all members of the Association as soon as possible, but in no event not later than one (1) week prior to the scheduled May meeting of the membership.

3. Elections

- a. Election of officers shall take place at the regular May meeting of the membership of the Association.

b. At the May meeting of the membership of the Association, the Chairperson of the Nominating Committee, or designee, shall place into nomination for each prospective office of the Association all nominees previously announced to the membership by the Executive Committee under the provisions of paragraph 1 above.

c. Nomination for any office of the Association not otherwise made by the Chairperson of the Nominating Committee under the provisions of paragraph 3b above, may be made by any member at the May meeting of the membership.

d. The ballot shall contain the names of those members nominated for these offices: President, Vice President, Corresponding Secretary, Recording Secretary, and Treasurer and maintain room for write-in candidates.

e. If no candidate receives a majority of the total votes cast on the first ballot for any office, there shall be a run-off between the two nominees having the highest number of votes on the first ballot.

4. Special Elections

A special election for any office may be held at any meeting of the Association to fill a vacancy, provided notice of such election shall be furnished the membership not later than one (1) week prior to the date scheduled for the meeting and except that no such election will be required to fill the office of President. In such case the Vice President will assume the position of President.

ARTICLE VII - MEETINGS

1. Occurrence of Meeting

A minimum of two (2) meetings of the membership shall be held each year: one in October, the other in May. Special meetings of the membership of the Association shall be held on any day at the call of the Executive Committee or the President, provided that such notice of such meeting shall be given to the membership of the Association not less than five (5) days in advance of the date set for such special meeting. All meetings of the membership of the Association shall convene at reasonable time, such time will be announced with the notification of the membership of the Association.

2. Previous Notice

Advance information of specific old/new business on the agenda of any meeting of the Association shall be furnished the membership along with the notice of meeting.

3. Quorum

Ten (10) members eligible to vote and present at any meeting of the membership of the Association shall constitute a quorum for the transaction of any business.

4. Order of Business

At all regular meetings, the order of business shall be as follows:

- a. Reading of minutes of preceding meeting by Secretary.
- b. Reading of communications/correspondence.
- c. Unfinished business.
- d. Reports of Officers.
- e. Reports of Committees.
- f. Old business and discussion.
- g. New business and discussion.
- h. Adjournment.

5. Limit of Discussion

Discussion by any one member at a meeting of the membership of the Association shall be limited to three (3) minutes on any particular item on the agenda or new item. At the discretion of the President the time limitation may be extended.

6. Procedural Rules

Unless otherwise provided in specific instances by majority vote, procedure at meetings shall follow Roberts Rules of Order (latest edition).

ARTICLE VIII - NOTIFICATION TO MEMBERS

1. **THE FAIRFAX VILLAIN**, an official publication of the Association, is published by authority of the Executive Committee and normally distributed by Block Captains. It provides notification to the membership on such official matters as:

- a. Call of meetings.
- b. Previous notice of agenda items, as required in ARTICLE VII.
- c. Resume of actions taken by the Association at its last meeting.
- d. Action by the Executive Committee since last report of same.
- e. Notice of Election of Officers and slates of nominees designated by the Nominating Committee per ARTICLE VI.
- f. Notice of proposed amendment(s) to the BY-LAWS.
- g. General interest items selected by the Editor and as may be requested by the membership.

2. The Association provides necessary funding for the timely publication of **The Fairfax Villain** and such other written notifications to the membership as circumstances require.

ARTICLE IX - DISSOLUTION OF ASSOCIATION

Upon dissolution of the Association, all assets remaining will be disbursed to a charitable organization upon vote of the Directors and approved by 60% of those members present at the final general membership meeting.

AMENDMENTS

1. **Proposal**

Any proposed amendment to these BY-LAWS shall bear the signatures of not less than ten (10) members of the Association and shall be introduced in writing at any meeting of the membership.

2. **Consideration**

a. A proposed amendment, having been introduced in accordance with the provisions of paragraph 1 of this ARTICLE, shall be submitted to a vote of the membership at the next meeting of the membership of the Association. The Corresponding Secretary shall give written notice to all members of the Association of the fact that a proposed amendment to these BY-LAWS has been introduced together with a copy thereof and is to be submitted to the membership present at the next meeting of the membership of the Association for a vote. Such notice is to be furnished to all members not less than seven (7) days prior to the next membership meeting.

b. If three-fourths of the members present at a meeting of the membership of the Association approve the proposed amendment, it shall become a part of the BY-LAWS.

3. **Publication of the BY-LAWS**

A new BY-LAWS shall be printed and distributed as soon as is reasonably possible after amendment.