

BY-LAWS
OF THE
FOUNDERS PARK COMMUNITY ASSOCIATION

(Last revision approved - 22 December 2017)

ARTICLE 1
MISSION

1.1. Founders Park Community Association (FPCA) was incorporated in 1979 as a 501(c)(3) non-profit membership organization dedicated to improving and maintaining Founders Park and the quality of life in the Founders Park Area. FPCA works with the City of Alexandria and other civic groups to protect, preserve, and improve Founders Park's beautiful green space and to advocate for its continued designation as a passive park.

ARTICLE 2
MEMBERS

2.1. Annual members are those persons who have paid the Association Dues.

ARTICLE 3
MEMBERSHIP MEETINGS

3.1. FPCA will hold an annual meeting in the spring of each year as set by the Board. Additional meetings may be called by the President, Board of Directors or as requested by 25% of the membership. Notice of Membership Meetings will be given in writing at least two weeks before the meeting.

3.2. Each individual member is entitled to one vote. A two-thirds vote of the members present, or received electronically or physically prior to the meeting, is required to adopt a proposal at a Membership Meeting.

ARTICLE 4
BOARD OF DIRECTORS

4.1. The Board is responsible for maintaining the health and vitality of FPCA and may make administrative decisions on behalf of the Members, for example, organizing FPCA events.

4.2. The Board of Directors will have no more than 9 members and a minimum of 5 members. Board Members must be members of FPCA in good standing.

4.3. Board Members are elected for one-year terms at the Annual Meeting and serve a full membership year from June 1st through May 31st. Board members may be elected for five consecutive terms. After a one-year absence, the former Board Member may be re-elected to the Board.

4.4. The Board includes the Officers – President, Vice President, Secretary, Treasurer and Chief Information Officer. The President is chair of the Board and presides over the meeting.

4.5. The Board will meet at least one time per quarter. Additional meetings may be held at the request of the President or three Board members. Notice of meetings will be given at least two weeks before the meeting.

4.6. The Board meetings may be held in-person, telephonically or electronically by email. In-person meetings will be open to the membership.

4.7. Each Board Member has one vote. Voting is conducted as follows:

- If voting is conducted in-person at meetings:
 - A quorum, defined as two-thirds of all the Board members, must be present for voting.
 - Matters within the scope of the Board’s authority are passed by a vote of two-thirds of the Board members.
- If voting is conducted by email:
 - Matters within the scope of the Board’s authority are passed by a vote of two-thirds of all the Board members.

4.8. The President, with the approval of the majority of the Board, may establish from time to time such committees of the Board as are appropriate to assist in the management of the affairs of the Association and shall appoint, with the approval of the Board, the committee chairperson.

4.9 The FPCA Board will be responsible for maintaining a Founders Park internet presence to facilitate contact from the public and to publicize Founders Park and the Founders Park Community Association mission.

4.10 Communications between FPCA members and the FPCA Board will be governed by the ‘FPCA Communication Operating Procedures (COP) for Email’ document. The operating procedures (COP) will be reviewed and endorsed by the FPCA Board annually in line with the voting process described in article 4.7. Members have access to share information and/or opinions with the general membership by submitting details to the FPCA organizational email address and these will be formatted and then communicated in line with the operating procedures (COP).

ARTICLE 5
OFFICERS

5.1 The Officers of FPCA are President, Vice President, Secretary, Treasurer and Chief Information Officer and are elected at the Annual Meeting by a majority of the membership present.

5.2. The President is the chief executive officer of FPCA and presides at all Membership and Board meetings.

5.3. The Vice President performs the duties of President when the President is unable to perform them.

5.4. The Treasurer has custody of the funds of FPCA, keeps a record of receipts and disbursements, maintains and distributes the list of current members, prepares financial statements, and prepares tax reports. The Treasurer shall provide a written report of the Association's financial status at each meeting. After elections of new Board members, the Treasurer role requires a one-month overlap into the new membership year driven by external banking constraints.

5.5. The Secretary takes minutes of the Board meetings and distributes them electronically to the Board. The Board minutes are available to the membership on request. The Secretary takes minutes of the Membership meetings and distributes them electronically to the Membership.

5.6. The President may be elected for three consecutive one-year terms. After a one-year absence, the former President may be re-elected as President. Other officers may be elected for five consecutive one-year terms.

ARTICLE 6
ELECTIONS OF BOARD MEMBERS

6.1. At least forty-five (45) days prior to the Annual Meeting, the President shall appoint a nominating committee of five (5) Association Members, with at least two being current Board Members. The members of the nominating committee must be approved by a majority vote of the Board. At the Annual Meeting, the Committee shall nominate at least one member for each of the Board positions, and five (5) of these shall be nominated for the offices of President, Vice President, Treasurer, Secretary and Chief Information Officer. Additional nominations may be made from the floor.

6.2 Candidate Officers and Board members are those nominated by the nominating committee and those nominated from the floor. All candidate Officers and Board members will be given an opportunity to speak and answer questions prior to

membership voting. Membership voting for Board member candidates will be done via secret ballot with a simple majority, defined as at least 50% of members in attendance, required for election.

6.3. Board Members serve a full membership year from June 1st through May 31st. If a Board Member is removed from the Board or is unable to continue to serve on the Board, the remaining Board Members may select a new Board member by two-thirds vote to complete that term.

ARTICLE 7
REMOVAL OF A BOARD MEMBER

7.1. Acts inconsistent with the best interests of the Association can be cause for removal from the Board or Association, provided two-thirds of the Board vote in favor of removal. Board vacancies will be filled in accordance with section 6.3.

ARTICLE 8
FINANCES

8.1. FPCA's membership year is from June 1 to May 31.

8.2. Annual dues will be set prior to the annual Members Meeting.

8.3. The Treasurer may pay for services less than \$200 without approval of the Board.

8.4. The Board must approve expenditures above \$200.

8.5. All Association funds shall be deposited in qualified depositories as designated by the Board.

ARTICLE 9
CONFLICT OF INTEREST

9.1. FPCA will not buy any goods or services from a Board member.

ARTICLE 10
ASSOCIATION PUBLIC POSITIONS

10.1. FPCA Board exists to primarily provide information to the members of the Association so members can take informed, individual positions, consistent with Article 1 (Mission).

10.2. Any member (including a member of the Board) may recommend, in writing, that the Board and its officers take a public position on matters related to the FPCA. The President or any Board member will present the proposed public position to the Board. If the Board approves in accordance with article 4.7, the Board will present the proposed public position to the Association at large, providing at least two weeks advance notice. A vote of members is required for FPCA to adopt a public position on behalf of FPCA. Voting may be conducted in two ways:

10.2. (a) The Members may vote as provided in 3.2. This applies whether it's an Annual Meeting, Monthly Meeting or Specially Called Meeting.

10.2. (b) The Board may communicate a Board-approved public policy to the Members electronically and request their vote. Members will have two weeks to vote in writing, on paper or electronically. If, after two weeks, more than one-half of the members vote "Disagree", the decision of the Board will be overturned and will have the same effect as a vote provided in 3.2. Silence is indicative of approval.

10.3. However, in times when immediate attention is necessary, the Board of FPCA and its officers may take a public position on behalf of the FPCA that the Board and officers deem necessary for the sole purpose of protecting the mission of the FPCA. This will require a two-thirds vote of approval from the Board Members.

ARTICLE 11 AMENDMENTS

11.1. Amendments to these by-laws may be proposed by any Board Member or by ten or more Members of FPCA.

11.2. Proposed Amendments will be presented for approval at the annual Members Meeting for the Members' approval, as provided in 3.2 or in accordance with 10.2 of these By-laws.

Past Amendments

- 22 Dec 17: Updated By-Laws based on member suggestions to add further clarity in specific articles, further clarify Bard members terms, new officer roles, nominations from the floor and privacy/secret ballots for voting

- 22 Dec 16: Updated By-Laws based on member suggestions to add further clarity in specific articles, further clarify voting processes and provide quorum definitions.

- 1 Jun 16: Updated By-Laws in its entirety. Significant changes include adding in a mission statement, change to individual memberships, change in election terms and procedures, change in funding expenditures approval and establishment of association positions.

- 2 Nov 02: Amendment deleted Section 6, Article V, pertaining to term limits for officers and directors.

- 10 Nov 01: Updated by-laws proposed to the Board of Directors 25 Aug 01; approved November 10, 2001, incorporating: 1987 Board Amendments to: Allow Corporate memberships; set the Annual Meeting anytime in April instead of the first Sunday; Allow up to eleven members of the Board; Require quarterly, not monthly, meetings of the Board; Add the immediate Past President to the Board; Make the By-laws gender neutral

- 18 Jun 00: Amendment providing that the fiscal year and terms of the officers and directors runs from June 1 through May 31.

- 30 Sep 95: Amendment of deleted requirement for an annual professional audit.

- 27 Aug 94: Amendment of clarifying that the Secretary may sign checks if the Treasurer is unavailable.