

PINE SPRING CIVIC ASSOCIATION

BY-LAWS

Article I - Name

Sec. 1. The name of this corporation shall be the Pine Spring Civic Association.

Article II - Purpose

Sec. 1. The purposes of this corporation are to encourage civic improvements and promote the general welfare of the community of Pine Spring.

Article III - Membership

Sec. 1. Regular membership in the association shall be open to all persons who are eighteen years of age or over who reside in or own property consisting of detached homes in Pine Spring, Fairfax County, Virginia, and all other detached homes on Meadow View Road.

Sec. 2. Persons ineligible to be regular members may be elected honorary members by majority vote of those regular members present at a regular meeting of the association.

Sec. 3. All regular members in good standing as defined in Art. X, Sec. 2 shall have the right to vote on any question coming before the association. Honorary members shall not have the right to vote. Absentee voting will not be permitted; proxy voting will be permitted by letter to the proxy and copy to the President of the association.

Article IV - Board of Directors

Sec. 1. There shall be a Board of Directors, which shall consist of the President, Vice President, Treasurer, Secretary, the Chairmen/Chairwomen of the Standing Committees, a Delegate to the Fairfax County Federation of Citizens Associations (if one is appointed pursuant to Article IX, Sec. 4(c)), and the immediate Past President of the Association. The President shall preside over the meetings of the Board of Directors.

Sec. 2. The Board of Directors shall be authorized to act for the association and conduct its business between meetings. The Board of Directors shall make a report of the activities and recommendations at each membership meeting for the ratification or amendment by the membership. Whenever possible, the Board of Directors shall get prior approval of the membership for its acts.

Sec. 3. The Board of Directors is authorized to adopt its own rules of procedure.

Sec. 4. Notice of meetings of the Board of Directors shall be given by the Secretary.

Article V - Officers

Sec. 1. The officers of the association shall be a President, Vice-President, Treasurer, and Secretary. All regular members in good standing, as defined in Article X, Sec. 2 shall be eligible to hold office, provided that they remain in residence during their term.

Sec. 2. Officers shall be elected at the regular May meeting by secret ballot by a plurality vote of the members present and voting, and shall take office on July 1.

Sec. 3. At the regular April meeting, the President shall appoint a Nominating Committee. One week prior to the regular May meeting, the Nominating Committee shall present to the full membership by circular a slate consisting of at least two candidates for each office, who are eligible and willing to serve. Additional nominations may be made from the floor at the May meeting. In the event that the Nominating Committee for any reason fails to name candidates for any of the offices, elections shall be held nonetheless on the basis of nominations from the floor.

Sec. 4. The President shall appoint an Election Committee, when appropriate, to conduct elections. At the time of the election of the officers of the association, the elections shall be held in the following order: President, Vice-President, Treasurer and Secretary.

Sec. 5. Officers and members of the Board of Directors shall hold office until their successors are elected or appointed and assume their duties. Resignations must be in writing.

Article VI - Duties of the Officers

Sec. 1. The President shall discharge the duties prescribed by Robert's Rules of Order and such other duties as may devolve upon him by action of the association.

Sec. 2. The Vice-President shall assume the duties of the President in his absence or upon his request. In the absence of both the President and Vice-President, the Treasurer shall act as temporary presiding officer.

Sec. 3. The Treasurer shall (a) collect and receive all monies for the association, (b) deposit such monies in a local bank to the account of the association, (c) make payment for the expenditures of the association from these funds as prescribed in Art. XI, Sec. 1-3, (d) prepare an annual budget under the direction of the Board of Directors, (e) present this budget to the membership for its approval at the September meeting, (f) submit a financial report at each regular meeting, (g) submit a written annual report at the end of his term, (h) keep accurate records of all financial transactions, and (i) make the records available for an audit as provided in Article XI, Sec. 4-6.

Sec. 4. The Secretary shall record the minutes of the meetings of the association and Board of Directors, have available the minutes of all meetings of the association, both regular and special, notify members of the time and place of meetings, and conduct the correspondence of the association. The Secretary shall keep a record of the names and addresses of the regular members, and shall be responsible for maintenance of the permanent archives of the association. The Secretary shall be the registered agent of the Association.

Article VII - Removal and Vacancy

Sec. 1. The procedure for removal of any member of the Board of Directors shall be as follows: A petition to that end must be signed by 40 members of the association in good standing. The petition will then be presented at a regular meeting for approval by a majority vote of the members present at the meeting.

Sec. 2. In the event of the office of the President becoming vacant, the Vice-President shall become President for the unexpired term. Vacancies in any other office occurring before March 1 shall be filled for the unexpired

term by the membership in a special election as provided in Sec. 4-7 of this Article. Pending the special election, temporary officers shall be chosen by majority vote of the remaining members of the Board of Directors on the recommendation of the President. Vacancies in offices other than that of the President occurring on or after March 1 shall be filled for the unexpired term by majority vote of the remaining members of the Board of Directors on the recommendation of the President. For the purposes of this section, a quorum of the Board of Directors shall consist of four members, at least one of whom shall be an officer of the association.

Sec. 3. If the offices of President and Vice President become vacant at the same time, both offices shall be filled by special election as provided in Sec. 4-7 of this Article. In the interim, the Treasurer shall become Acting President and a temporary Treasurer shall be designated as provided in Sec. 2 of this Article. If the offices of President, Vice President, and Treasurer become vacant at the same time, the Secretary shall become Acting President and a temporary Secretary, as well as a temporary Treasurer, shall be designated as provided in Sec. 2 of this Article. If all four elective offices become vacant at the same time, the most recent Past President of the association who may be available shall become Acting President. The Acting President shall exercise the full powers and authority of the President and shall serve in that capacity until the special election. However, if the offices of President and Vice President become vacant at the same time on or after March 1, the Acting President shall serve in that capacity for the unexpired term.

Sec. 4. Should a special election be required under Sec. 2 or 3 of this Article, it shall be held at such time, date, and place (either a regular membership meeting or a special meeting called for the purpose of elections only) as may be fixed by the Board of Directors at a special meeting, but in any event not less than 15 nor more than 40 days after the vacancy occurs. The special Board meeting shall be convened by the President (or Acting President) as soon as possible after the vacancy occurs. For the purpose of scheduling the special election, a quorum of the Board of Directors shall be as provided in Sec. 2 of this Article.

Sec. 5. Should a special election be required under Sec. 2 or 3 of this Article, the President (or Acting President) shall immediately cause the Nominating Committee appointed for the last regular election to be reconvened. Any vacancy on the Nominating Committee, occasioned by members moving away or otherwise being unable to serve, shall be filled through appointment by the President (or Acting President).

Sec. 6. The Nominating Committee shall select at least two candidates able and willing to serve in the vacant office. If it wishes to propose the names of current officers as candidates for the vacant office in the special election, and if these officers agree to be nominated, they shall immediately submit their resignation from their current office effective on the date of the special election. The Nominating Committee shall then select at least two candidates for each of the offices thereby becoming vacant. A special election for these offices shall be held at the same membership meeting as the special election for the office originally vacated.

Sec. 7. The President (or Acting President) and the chairman/chairwoman of the Nominating Committee shall arrange for a written notice of the special election to be distributed to the membership at least one week in advance. Such notice shall set forth the time, date, and place of the meeting and the names and biographical sketches of the candidates.

Sec. 8. In the event that the Nominating Committee shall, for any reason, fail to name candidates as provided in Sec. 6 of this Article, a notice of a special election meeting shall nonetheless be issued as provided in Sec. 7 of this Article. At this meeting the floor shall be open for nominations, and elections shall be held immediately for the vacant offices.

Article VIII - Meetings

Sec. 1. A regular meeting shall be held each month, except during July and August or when the Board of Directors directs otherwise, at a place designated by the Board of Directors.

Sec. 2. The annual meeting of the association shall be the regular May meeting.

Sec. 3. Special meetings may be called by the Board of Directors or the President whenever deemed necessary or upon written request of a quorum of the regular members, provided that a minimum of ten days notice describing the purpose of the meeting shall be given to all members.

Sec. 4. A quorum for a meeting of the association shall consist of 20 members in good standing.

Sec. 5. Robert's Rules of Order, when not inconsistent with these By-Laws, shall govern all meetings of the association and its committees.

Sec. 6. Notice of regular meetings, including the time, place, and hour of meeting shall be given to all regular members at least three days before the date of the meeting.

Article IX - Committees

Sec. 1. Before the close of the first regular meeting after he/she takes office, the President shall appoint the chairmen/chairwomen of at least four but not more than six standing committees. The structure of the standing committees and their respective duties and responsibilities shall be as prescribed by agreement among the four elected officers, acting with the advice of the immediate Past President and the outgoing standing committee chairmen/chairwomen. These duties and responsibilities shall include the organization and management of (a) membership and hospitality functions, (b) community recreational activities, (c) publication of a community newsletter before each membership meeting and of a community directory once a year, (d) community improvement projects, and (e) community action on issues arising from or requiring action by the local or state governments or one of their autonomous agencies.

Sec. 2. The chairman/chairwoman of each standing committee shall select the members of his/her committee.

Sec. 3. Special committees to promote the objectives of the association shall be appointed by the President when the need arises.

Sec. 4. The association shall maintain an active membership in the Fairfax County Federation of Citizens Associations. The President is ex-officio a delegate to the Federation. The President shall appoint three other Federation delegates and four alternates as follows:

- (a) one shall be the chairman/chairwoman of the standing committee handling governmental issues.
- (b) at least one other delegate shall be chosen from among the elected officers, the chairmen/chairwomen of the standing committees, and the immediate Past President of the association.
- (c) not more than one delegate may be chosen from outside those listed in paragraph "(b)" of this section, and if one is so designated, he/she shall ex-officio be a member of the Board of Directors.
- (d) the four alternates may be chosen from the membership at large.

Sec. 5. If none of the delegates attended the last Federation meeting or if none of the delegates plan to attend the next Federation meeting, one of the alternates shall be invited to attend the intervening meeting of the association's Board of Directors to report on the last Federation meeting and to receive instructions for the next Federation meeting, but the alternate in question shall not have a vote at the meeting of the Board of Directors.

Article X - Dues and Assessments

Sec. 1. The membership dues shall be assessed at a flat rate per household determined by the membership, payable on application for membership and thereafter on the fifteenth day of September each year. The membership fee per household for individuals joining on or after March 1 will be one half of the full year's dues. The dues may be changed in accordance with the provisions of Article XII, Sec. 2.

Sec. 2. To be in good standing, members must pay their dues and assessments within two months after due. Members whose dues and assessments are not paid within two months will be declared delinquent and dropped from the rolls. Delinquent members can be reinstated by payment of all assessments in arrears, plus current dues and assessments.

Sec. 3. Special assessments may not be levied unless:

- (a) at least thirty days written notice is given to all members of the assessment proposed, the reasons for it, and the time and place at which such assessment is to be acted upon, and
- (b) two-thirds of the voting members present at a regular meeting approve the assessment.

Sec. 4. The fiscal year will begin on July 1.

Article XI - Expenditures

Sec. 1. All monies of the association shall be deposited in a local bank to the account of the association. Checks drawn on the account shall be signed by the Treasurer and countersigned by the President or Vice President.

Sec. 2. All disbursements shall be supported by an itemized invoice and receipt signed by the vendor as paid in full, and signed by the Treasurer as having received stated material or services.

Sec. 3. From the start of the fiscal year until the budget is approved by the membership, all expenditures shall be authorized and approved by the Board of Directors. After the budget is approved by the membership, all proposed expenditures exceeding the budgeted amounts shall be approved by the membership.

Sec. 4. Before the end of the fiscal year, the Board of Directors shall appoint a Finance Auditing Committee. This committee shall conduct an audit of the Treasurer's annual report and records and shall report the results of the audit to the Board of Directors at its first meeting after the first of July. The report of the Finance Auditing Committee shall also be presented to the membership at its September meeting.

Sec. 5. The Board of Directors may direct that interim audits be made. In this event, it shall appoint an appropriate committee to conduct the audit and shall set the date on which the committee must submit its report to the Board. Such a report shall also be presented to the membership at its next regular meeting.

Sec. 6. In the event of the resignation of the Treasurer, the auditing procedure provided in Sec. 5 of this Article shall be followed.

Article XII - Amendments

Sec. 1. The Articles of Incorporation may be amended by written resolution offered by the Board of Directors at any regular meeting of the association, provided that such resolution be tabled until the next regular meeting when it shall require a two-thirds vote of the members present to adopt it. Notice of the amendments to be voted upon shall be given to the membership by circular twenty-five days in advance of voting.

Sec. 2. The By-Laws may be amended by written resolution offered at any regular meeting of the association, provided that such resolution be tabled until the next regular meeting, when it shall require a majority vote of the members present to adopt it. Notice of the amendments to be voted upon shall be given to the membership by circular one week in advance of voting.