

COUNTRY CLUB HILLS CIVIC ASSOCIATION  
OF FAIRFAX, INCORPORATED  
BY-LAWS

ARTICLE I

NAME

The name of the Corporation shall be the Country Club Hills Civic Association of Fairfax, Incorporated, hereinafter called the Corporation.

ARTICLE II

PURPOSES

The purposes of the Corporation shall be:

A. To promote the general welfare of the Country Club Hills subdivision of Fairfax County, Virginia.

B. To do and perform all things incidental, appropriate, convenient, or necessary to the foregoing purpose or to conduct the affairs of said Corporation, and to have and execute all powers granted to similar Corporations under the laws of the Commonwealth of Virginia.

ARTICLE III

MEMBERS

Section 1. Each family occupying a home, whether by renting or property owning, of the Country Club Hills subdivision shall be eligible for a membership in the Corporation.

Section 2. Payment of annual dues will entitle eligible families to participate in the affairs of the Corporation and to be considered as possessing a membership-in-good-standing.

Section 3. The voting power and interests of all memberships of the Corporation shall be equal. In voting for officers, section representatives, and on all other matters, each family membership may cast one vote. No proxy vote will be permitted.

Section 4. An absentee vote may be taken at the discretion of the Board of Directors. Ten days prior notice will be given to the membership before the distribution of the absentee ballots. The issues involved will be presented by this notice. Any opinions pro or con which have not been presented in the original notice will be made in writing to the secretary at least five days prior to distribution of the ballot for dissemination therewith.

Section 5. Two-thirds of the family memberships in good standing shall constitute a quorum when absentee ballots are used.

Section 6. Membership privileges of a family shall be suspended whenever such family is in default of payment of dues or assessments and remain suspended until such dues or assessments are paid in full.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. The Corporation shall be managed by a Board of Directors, eleven in number, over 21 years of age. The Board of Directors shall consist of the officers and section representative from each of the sections of the subdivision.

Section 2. Officers and directors for the first year shall be as set forth in the Corporation charter. Thereafter, members of the Board of Directors

Article IV, Section 2 (continued)

shall be those officers and section representatives elected at the annual meeting of the members of the Corporation.

Section 3. If a director or an officer fails to attend three consecutive regular meetings of the Board of Directors, his office as a director or as an officer and a director may be declared vacant by the Board of Directors after consultation with said director or officer, and the vacancy filled as herein provided. If a director, or an officer and a director, fails as determined by the Board of Directors to perform any of his other duties as a director or as an officer and director, his office may be declared vacant by the Board of Directors after consultation with said director or officer and the vacancy filled as herein provided.

Section 4. Vacancies on the Board of Directors shall be filled by the Board by approval of two-thirds of the members of the Board of Directors present at a duly called meeting of the Board. Such appointee shall serve until the next annual meeting as specified in Section 2.

ARTICLE V

MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Regular meetings of the Board shall be held once per month on a date designated by the Board. Special meetings may be called by the President, and shall be called by request of any five directors. A majority of the directors shall constitute a quorum.

Section 2. A special meeting of the Board of Directors shall also be called upon the written request of any fifteen members, at which meeting duly designated representatives of said members may attend to present any problem and propose solutions for consideration by the Board.

Section 3. Meetings of the Board shall be held at times and places within the membership area as defined herein and as determined by the Board of Directors.

ARTICLE VI

ELECTIONS

Section 1. The officers of the Corporation shall be a president, vice president, treasurer, secretary, and an assistant secretary, all of whom shall be elected at the annual meeting of the members and shall be members in good standing of the Corporation. The officers shall hold office until the next annual meeting of the members, or until replaced.

Section 2. The Section Representatives from the Country Club Hills subdivision, Sections I, II, III, V and VI shall be elected at the annual meeting of the members, and shall hold office until the next annual meeting of the members, or until replaced.

Section 3. The election of officers and section representatives shall be held at the \_\_\_\_\_ annual meeting of each year, and the newly elected officers shall assume their duties immediately after the election.

Section 4. Vacancies occurring in any office shall be filled in accordance with Article IV, Section 4, of these By-laws.

Section 5. A nominating committee shall be appointed by the Board of Directors to present nominees to the members of the Corporation for each office and for section representatives. These nominations shall be circularized to the members at least ten days before the annual meeting in \_\_\_\_\_. Nominations may also be made from the floor at the meeting.

Section 6. Officers shall be elected by a majority vote of the members in good standing present and voting at the election meeting, provided that a quorum is present. If a majority vote is not obtained on the first ballot, then a run-off between the two nominees having the most votes will be held.

Article VI (continued)

Section 7. Section representatives shall be elected by a majority vote of the members in good standing of their respective sections present and voting at the election meeting. If a majority vote is not obtained on the first ballot, then a run-off between the two nominees having the most votes will be held.

Section 8. The Board of Directors shall act as election officers to properly conduct the annual election.

ARTICLE VII

OFFICERS AND DIRECTORS

Section 1. The president shall preside over all meetings of the directors and members. He shall perform such other duties as customarily pertain to the office of president, or as he may be directed to perform by resolution of the Board of Directors or by resolution of the members.

Section 2. The vice president shall have and exercise all the powers, authorities and duties of the president during the absence of the latter or in his inability to act. In addition, he shall perform such duties as may be assigned to him by the Board of Directors.

Section 3. The treasurer shall have custody of all funds, securities, fiscal papers, and other intangible assets of the Corporation. He shall receive the dues and other revenues of the Corporation and pay its bills as authorized by the Board of Directors. He shall provide and maintain full and complete records of all the assets and liabilities of the Corporation. He shall prepare and submit at each regular meeting of the Board of Directors a financial statement of the condition of the Corporation as of the last day of the preceding month. He shall prepare such tax reports as local, state and federal agencies may require.

Section 4. The secretary shall maintain accurate lists of members, officers, and directors in the official Corporation's "Book of Members, Officers and Directors". He shall keep minutes of director and members meetings in the official file of the Corporation's papers. He shall give required notice of all meetings. He shall have custody of all books, records, and papers except those in the possession of the treasurer.

Section 5. The assistant secretary shall assist the secretary in all of the duties required of the secretary.

Section 6. Section representatives shall represent their sections at Board meetings, act as chairmen, or vice chairmen, of Standing Committees, and perform such other duties as may be assigned to them by the Board of Directors.

ARTICLE VIII

COMMITTEES

Section 1. The standing committees shall be appointed by the president.

Section 2. All committees shall be under the direction of the president and subject to the authority delegated by the Board of Directors.

ARTICLE IX

DUES AND ASSESSMENTS

Section 1. The fiscal year of the Corporation shall begin on January 1 of each year.

Section 2. Family membership dues shall be \$2.00 per fiscal year.

Section 3. Dues shall be payable not later than March first of each year.

Article IX (continued)

Section 4. Assessments shall be limited to \$5.00 per family membership.

Section 5. Assessments shall be authorized only by a two-thirds majority of the members of the Corporation by a written approval of the assessment.

ARTICLE X

MEMBERSHIP MEETINGS

Section 1. Regular meetings of the members shall be held at such time and place as the Board of Directors shall designate. No more than three months shall elapse between such meetings.

Section 2. A meeting of the members in October shall be known as the annual meeting.

Section 3. A special meeting of the members can be called as determined necessary by the Board of Directors.

Section 4. At least ten days before the date of any meeting of the members, the secretary shall cause written notice thereof to be delivered or mailed to each member.

Section 5. So far as it applies, the following order of business shall be observed at all meetings of the members:

- a. Roll call of officers and directors.
- b. Reading, correction and approval of minutes of previous meeting.
- c. Reports of Officers
- d. Reports of Committees.
- e. Election of Officers and Directors.
- f. Old business.
- g. New business.
- h. Entertainment.

Section 6. "Roberts Rules of Order, Revised" shall be followed at all meetings of the members.

Section 7. Fifteen percent of the family memberships in good standing shall constitute a quorum at meetings of the members.

ARTICLE XI

PROPERTY AND FINANCES

Section 1. The Board of Directors is authorized to encumber the assets of the Corporation.

Section 2. Personal property of the Corporation, tangible and intangible, may be sold or transferred only for the benefit of the Corporation, and only after the Board of Directors shall have approved the transaction.

Section 3. Real property may be acquired by the Board of Directors; however, no real property may be sold, transferred, or encumbered unless approved by a majority of the members present and voting at a meeting of the members of the Corporation.

Section 4. The funds of the Corporation shall be deposited only in financial institutions the deposits of which are insured by the Federal Deposit Insurance Corporation.

Section 5. All disbursements of funds of the Corporation shall be made by checks signed by the treasurers, except the treasurer may maintain a petty cash fund in a minimum amount of \$5.00 and a maximum amount of \$25.00, for postage, and for defraying other expense items of the Corporation in amounts of \$2.00 or less per item.

Article XI (continued)

Section 6. The Board of Directors shall require adequate fidelity bond for the faithful performance by the treasurer of his duties, the premium to be paid from corporate funds.

Section 7. Any funds of the Corporation not immediately required for the purpose of the Corporation may be invested only in obligations of the United States Government.

Section 8. The accounts of the Corporation shall be audited annually by a method to be specified by the Board of Directors.

ARTICLE XII

AMENDMENTS TO THE BY-LAWS

Section 1. Amendments to these by-laws may be proposed in writing to the Board of Directors by any two members in good standing, and after ten days advance written notice has been given to the members, may be adopted by a majority vote of the members present and voting at the next meeting of the members of the Corporation.

ARTICLE XIII

GENERAL PROVISIONS

Section 1. All powers, authority, duties and functions of the members, directors, and officers of the Corporation shall be exercised in strict conformity with applicable provisions of the law and regulations and of the Charter and By-Laws of the Corporation.

Section 2. No officer or director of this Corporation shall receive any compensation or salary for services rendered the Corporation as an officer or director.

Section 3. On or about October first of each year, the Board of Directors shall deliver or mail an operating report to the members of the Corporation to be acted upon at the annual meeting of the members of the Corporation.