

COUNTRY CLUB HILLS CIVIC ASSOCIATION OF FAIRFAX, INC.

B Y L A W S

Adopted 1954
Revised and adopted June 8, 2022

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 purpose of the Corporation shall be:

- A. To promote the general welfare of the Country Club Hills area of the City of Fairfax, Virginia.
- B. To do all things appropriate and necessary to the foregoing purpose or to conduct the affairs of said Corporation, and to have and to execute all powers granted similar Corporations under the laws of the Commonwealth of Virginia.

ARTICLE III

MEMBERSHIP AREA. The membership area is defined as the Country Club Hills Subdivision of the City of Fairfax, Virginia.

ARTICLE IV

MEMBERSHIP.

Section 1. The occupants of each household in the Country Club Hills subdivision shall be eligible collectively for membership in the Corporation.

Section 2. Payment of annual household dues will entitle members to participate fully in the affairs of the Corporation.

ARTICLE V

BOARD OF DIRECTORS.

Section 1. The Corporation shall be managed by a Board of Directors ("Board") consisting of the elected officers and Directors of the Corporation.

Section 2. The elected officers of the Corporation shall be a President, a Vice President (Civic Affairs), a Secretary, and a Treasurer.

Section 3. The Board also includes seven elected Directors.

Section 4. Board members serve in one-year terms.

Section 5. If a member of the Board fails to attend three consecutive regular meetings of the Board or fails, as determined by the Board, to perform any of his other duties as a director, his office may be declared vacant by the Board after consultation with said member and the vacancy filled as herein provided. No elected officer of the Corporation may serve more than four consecutive full terms in the same office in the Corporation, unless the Board votes to make an exception.

Section 6. Vacancies on the Board shall be filled by the Board upon approval of two-thirds of the members of the Board present at a duly called meeting of the Board. Such appointees shall serve until the next Annual Meeting of the Corporation.

ARTICLE VI

MEETINGS OF THE BOARD.

Section 1. Regular meetings of the Board shall be held at least once per quarter on a date designated by the Board. Special meetings may be called by the President or upon the request of any three members. A minimum of six Board members shall constitute a quorum.

Section 2. A special meeting of the Board shall also be called upon the written request of any 15 members of the Corporation. At such meeting, duly designated representatives of said members may attend to present any problem and proposed solutions for consideration by the Board.

Section 3. When the Board votes on action items at meetings, committee chairs shall also be entitled to vote.

Article VII

ELECTIONS.

Section 1. The elected officers and directors of the Corporation shall be nominated and elected at the Annual Meeting of the members and shall themselves be members in good standing of the Corporation. The newly elected officers shall assume their duties immediately after election and shall hold office until the next Annual Meeting of the Corporation.

Section 2. Election Procedures. At least 30 days prior to the Annual Meeting, as identified in Article X, Section 2, each year, the President of the Corporation shall appoint a Nominating Committee consisting of a Chairperson and four members of the Corporation. The Nominating Committee shall nominate at least one candidate for each office in the Corporation to be filled for the ensuing year and shall report these nominations to the Board two weeks prior to the Annual Meeting.

At the Annual Meeting, nominations for elected offices may also be made from the floor, provided that the nominee's consent has been previously obtained.

If, after all nominations have been recorded, there is only one nominee for elected office in the Corporation, the President shall instruct the Secretary to record a unanimous vote for the nominee.

If, after all nominations have been recorded, there is more than one nominee for an elected office in the Corporation, a secret written ballot shall be cast by the members of the Corporation present. After all election ballots have been cast, the President shall appoint at least two members of the Corporation to count the written ballots and announce the election results to the members of the Corporation.

Section 3. Vacancies occurring during the year in any office shall be filled in accordance with Article V, Section 6 of these Bylaws.

ARTICLE VIII

DUTIES OF THE OFFICERS AND DIRECTORS.

Section 1. The President of the Corporation shall exercise general supervision over all operations of the Corporation subject to the provisions of the Bylaws of the Corporation. The President shall call and preside over all general membership and Board meetings of the Corporation; shall appoint a Chairperson for each committee of the Corporation, except as otherwise provided for in these Bylaws; shall serve as ex-officio member of all committees; and shall speak for the Corporation before City Council and appropriate Boards and Commissions of the City of Fairfax, Virginia, when so directed by the membership or the Board.

Section 2. The Vice President for Civic Affairs shall act for the President in his/her absence. The Vice President for Civic Affairs shall attend meetings of the City Council and other City agencies and advise the Board and the membership of developments or actions within the City of Fairfax which affect the members of the Corporation.

Section 3. The Secretary of the Corporation shall record all proceedings at official meetings of the Corporation and Board; shall retain the official files of the Corporation; and shall provide notice to members and officers of all meetings of the Corporation as provided for in the Bylaws.

Section 4. The Treasurer shall act as Chief Financial Officer of the Corporation and shall be responsible for the receipt, custody and disbursement of the Corporation's funds. The Treasurer shall report the balance in the Corporation's checking account and the total obligations at each general membership meeting of the Corporation. At the Annual Meeting, the Treasurer shall submit to the members of the Corporation an annual statement of income and expenses for the previous year. The Treasurer shall prepare such tax reports as local, state or federal agencies may require, and shall prepare a draft budget to be submitted to the Board for approval.

Section 5. The Director of Block Captains shall manage an organization of Block Captains in sufficient depth to ensure prompt delivery of Corporation newsletters, the Directory, and any special notices; assist the Director of Membership in the annual membership drive and collection of annual dues; assist the Director of Publications in the collection of data for the Directory; and shall notify the Chairperson of the Welcoming Committee of new arrivals to Country Club Hills.

Section 6. The Director of Community Safety shall organize and manage the Country Club Hills Safety Program. The Director of Community Safety shall be responsible for addressing community safety and emergency issues in the neighborhood and serve as liaison between the City's public services and residents of Country Club Hills.

Section 7. The Director of Electronic Media shall manage and update the CCHCA website.

Section 8. The Director of Membership shall coordinate the annual membership drive and shall maintain appropriate membership records.

Section 9. The Director of Publications shall produce the Corporation newsletter at least quarterly.

Section 10. The Director of Social Activities shall coordinate an annual social program for the members and assist in organizing social activities or clubs as desired by members of the Corporation.

Section 11. The Director of Social Media shall publish posts on the various social media platforms – Facebook, Google Group – concerning information of interest to the neighborhood. All posts shall be sent from a CCHCA account (not a personal account).

ARTICLE IX

COMMITTEES.

Section 1. There shall be the following standing committees of the Corporation: Community Appearance, History, Signage, Welcoming, Advertising, Directory, and Neighbor-to-Neighbor.

Section 2. Advertising Committee. This committee shall solicit advertisements for the newsletter and directory.

Section 3. Community Appearance Committee. This committee shall manage Common Area maintenance and neighborhood appearance activities; shall address concerns related to community appearance and shall be the liaison with the City of Fairfax for the Common Area, Adopt-a-Spot and other city appearance initiatives. This committee shall coordinate activities to enhance the appearance of the Country Club Hills community.

Section 4. Directory Committee. This committee shall publish a directory of the CCHCA each year.

Section 5. History Committee. This committee shall be custodian of the Corporation's history and archives.

Section 6. Signage (Street Signs) Committee. This committee shall be responsible for creating, posting and coordinating the signs to notify residents of activities of the Corporation.

Section 7. Welcoming Committee. This committee shall welcome and provide appropriate information to new arrivals in Country Club Hills and notify the Director of Membership, Director of Publications, and Directory Committee of new arrivals. The value of the gift included in the welcome packet shall not exceed 50% of the current membership dues.

Section 8. Neighbor-to-Neighbor Committee. This committee shall encourage neighbors to look out for each other and by matching residents in need with residents who want to help.

Section 9. At any general membership meeting or meeting of the Board, special committees may be established and a Chairman appointed by the President.

Section 10. If a standing committee chair fails to attend three consecutive regular meetings of the Board or fails, as determined by the Board, to perform any of his/her other duties as a committee chair, his/her office may be declared vacant by the Board of Directors after consultation with said committee chair and the vacancy filled.

ARTICLE X

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GENERAL MEMBERSHIP MEETINGS.

Section 1. General membership meetings shall be held at the call of the President, upon request of a majority of the Board, or at the written request of fifteen members of the Corporation.

Section 2. A general meeting, known as the Annual Meeting of the Corporation, shall be held at a time determined by the Board.

Section 3. Notice specifying the date, time, and place of each general membership meeting shall be provided each household at least seven days prior to the scheduled date of the meeting by the Secretary of the Corporation.

Section 4. The Order of Business at the General Membership Meetings of the Corporation shall be as follows:

(1) Call to order, (2) Approval of the minutes of previous general membership meetings by the Secretary, (3) Report of the Treasurer, (4) Reports of the Officers and Directors, (5) Reports of the Standing Committees, (6) Reports of the Special Committees, (7) Transaction and unfinished business, (8) Transaction of new business, (9) Adjournment.

Section 5. Robert's Rules of Order shall be recognized as governing the procedure at all membership meetings of the Corporation.

Section 6. Ten percent of the members of the Corporation in good standing shall constitute a quorum at general membership meetings of the Corporation. The voting power of all memberships shall be equal. No proxy votes will be permitted. Absentee votes will be permitted if in writing and signed.

ARTICLE XI

DUES AND ASSESSMENTS.

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

Section 2. Household dues shall be no more than \$20.00 per fiscal year. Dues received on or after November 1 shall be applied to the following year.

ARTICLE XII

PROPERTY AND FINANCES.

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

Section 2. All disbursements of funds of the Corporation shall be made by check signed by the Treasurer, except the Treasurer may maintain a petty cash fund not to exceed \$50.00. The Treasurer shall disburse Corporation funds in excess of \$300.00 only with the consent of the Board or the majority of the members present at a membership meeting. No donations to individuals, institutions, groups, or charities shall be made by members or directors without prior approval of two-thirds of the members of the Board and in strict conformity with applicable provisions of the law and regulations with the Bylaws of the Corporation.

Section 3. 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 shall have approved the transaction.

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. The accounts of the Corporation shall be audited annually by a method specified by the Board.

Section 6. An annual budget will be prepared prior to the beginning of each fiscal year. This budget will be approved by the Board and will include the setting of annual dues to (at a minimum) match expected disbursements with expected income.

ARTICLE XIII

AMENDMENTS TO THE BYLAWS.

Section 1. Amendments to these Bylaws may be proposed in writing to the Board of Directors by any two members of the Corporation, and, after seven days written notice has been given members, may be adopted by a majority vote of the members present at the next general membership meeting of the Corporation.

Section 2. No amendment to these Bylaws may be made which is inconsistent with the purposes of the Corporation.

ARTICLE XIV

GENERAL PROVISIONS.

Section 1. All powers, authority, duties and function of the members and officers of the Corporation shall be exercised in strict conformity with applicable provisions of the law and regulations with the Bylaws of the Corporation.

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

Section 3. Not for Profit. The Corporation is not organized for profit and no part of any net earnings may benefit any member.

Section 4. Non-political. Neither the Board of Directors nor the general membership shall endorse any candidate for public office in the name of the Corporation.

Section 5. These Bylaws shall be maintained and updated electronically and posted to the Corporation's website as a secure PDF.

AMENDMENTS TO BYLAWS

1954 Amendment I

Original Bylaws Adopted

At the General Meeting, January 1997 – voted on and passed by a majority of the membership:
Article XI – Dues and Assessments – Section 2 “Household dues shall be no more than \$10.00 per fiscal year, payable no later than May 31 of each year.”

Amendment II

At the General Meeting, October 16, 2002 - voted on and passed by a majority of the membership:
(1) **Article IV – Membership.** Delete Section 4 in entirety. (2) **Article VIII – Elections, Section 2. Election Procedures, 1st paragraph.** Change “Prior to the month of January of each year, the President. . . .” to “Thirty days prior to the Annual Meeting as described in Article X, Section 2, each year, the President”, and change “January to May in the last sentence”. Second paragraph. change “At the January Annual Meeting” to “At the April/May Annual Meeting.”

Amendment III

At the General Meeting, November 6, 2003 – voted on and passed by a majority of the membership:

(1) Article VII – Duties of the

Officers of the Corporation, Section 3. Change “The Vice President for Neighborhood Crime Watch shall organize and manage

Country Club Hills Crime Watch program” to “The Vice President for Community Safety shall organize and manage the Country

Club Hills Community Safety Program.” (2) **Article IX –Committees, Section 1.** Change “Neighborhood Crime Watch” to

“Community Safety”, and change **Section 5** to read “Community Safety Committee. The Vice President for Community Safety shall be responsible for working closely with the City of Fairfax Police Department and other public service and law enforcement officials to address issues and concerns in the neighborhood. Issues of concern may include, but not necessarily limited to, awareness and prevention of crime, awareness and mediation of hazardous situations, parking and zoning violations. In general, the Community Safety Vice President shall be the point of contact between the City’s public services and residents of Country Club Hills.”

Amendment IV

At the General Meeting of May 15, 2008, voted on and passed by a majority of the membership.

Article IX – Committees. Section

1. Add “Electronic Media” as a standing Committee. And change **Section 6** to read “Electronic Media Committee.” This Committee shall manage and update the CCHCA website, and moderate the Group email list.” And change **Section 6 and 7 to Sections 7 and 8.**

Amendment V

Revisions adopted at the Semi-Annual General Meeting on October 15, 2008 and subsequently approved by electronic mail. Throughout the document “Board of Directors” changed to “Board” – **Article V, Section 1**, “association” changed to “Corporation” – **Article VIII, Section 5**, “chairman” changed to “chairperson” – **Section 6**, “September” changed to “fall”, **Article IX, all sections** are adjusted to show standing committees only. **Article X, Section 3**, removed, the remainders of the section are renumbered. **Article XI, Section 3**, removed.

Amendment VI (May 13, 2010)

ARTICLE VIII: Section 3. Change “issues of concern” to “community safety and emergency issues” **ARTICLE VIII: Section 4.**

Remove "in May". Section 5. Remove "May" ARTICLE IX: Section 1. Change "Common Area" to "Community Appearance" - Section 2. Change section to read: "Community Appearance. This committee shall manage Common Area maintenance and neighborhood appearance activities; shall address concerns related to community appearance and shall be the liaison with the City of Fairfax for the Common Area, Adopt-a-Spot and other city appearance initiatives." ARTICLE XI: Section 2. Remove "payable by May 31 of each year."

Amendment VII (May 23, 2013)

Article IX, Section 6.. Limit the gift in the Welcome Packet to 50% of the current membership dues. – Article XII Section 2. Members and directors need approval by two-thirds of the Board prior to making any donations. – Article V Section 4. Change to four (instead of two) consecutive full terms for directors other than the president. Article IX Section 3. Include Yahoo-Group in the Electronic Media Committee. Article VIII Section 6. The Directory shall be produced in December/January instead of the fall. This document contains six (6) pages.

Amendment VIII (May 13, 2014) upgrading of the Electronic Media Committee to V.P. status. All references to that subject in the Bylaws shall be updated accordingly (Article V, Article VIII, etcetera). This document contains six (6) pages.

Amendment IX (May 4, 2017) Article XI, Section 3 – Dues received on or after November 1st are applicable to the following year.- Article VIII Section 11 has been split into two sections - Section 12 (new) – A new VP position has been added for the Google Group – Monitor.

Amendment X (April 23, 2018) Article IV, Section 3 moved to Article X, Section 6 with additional language for writing and signing of absentee votes. Article V changed so that there is one Vice President and seven Directors. All our now call Board Members and serve one-year terms. Article VI, Section 1 requires a minimum of four board members to constitute a quorum. Article VII, Section 1, members are nominated and elected at the Annual Meeting. Article VII, Section 2, the Nominating Committee will be appointed at least thirty days prior to the Annual Meeting. Removal of second paragraph under this same section. Article VIII changed to "Duties of the Members of the Board". Article VIII, Section 2, role of Vice President updated. All section with Vice Presidents have been changed to Directors. Section 8 removed. Article IX, Section 7, changed to "each committee chairperson shall maintain a record of their activities in connection with this office." Article X, Section 7, deleted. Article XIV, Section 5 – changed to "these bylaws shall be maintained and updated electronically and posted."

Amendment XI (June 18, 2021) General cleanup of language to add clarity.

Added Social Media Director (eliminated Website and Google-groups). Added new committees: Advertising and Directory.

Modified Article V Section 5 to allow the Board to vote an exception so that an elected officer can serve more than four terms.

Article Section 1: Clarified the Board to consist of the Officers and Directors.

Amendment VI (June 8, 2022)

Section 1. Last sentence to read "A minimum of six Board members shall constitute a quorum."

Added Section 3." When the Board votes on action items at meetings, committee chairs shall also be entitled to vote.