

# **COUNTRY CLUB HILLS CIVIC ASSOCIATION OF FAIRFAX, INCORPORATED**

## ***B Y L A W S***

### **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 Fairfax City, 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 home 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.

**Section 3.** The voting power of all memberships shall be equal. No proxy votes will be permitted. Absentee votes will be permitted.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

**Section 1.** The Corporation shall be managed by a Board of Directors consisting of the elected officers of the association.

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

**Section 3.** The President of the Corporation shall serve as Chairman of the Board of Directors.

**Section 4.** No elected officer of the Corporation may serve more than two consecutive full terms in the same office in the Corporation.

**Section 5.** If a director fails to attend three consecutive regular meetings of the Board of Directors or fails, as determined by the Board of Directors, to perform any of his other duties as a director, his office may be declared vacant by the Board of Directors after consultation with said director and the vacancy filled as herein provided.

**Section 6.** Vacancies on the Board of Directors shall be filled by the Board of Directors upon 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 of the Corporation.

## **ARTICLE VI**

### **MEETINGS OF THE BOARD OF DIRECTORS**

**Section 1.** Regular meetings of the Board of Directors 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 directors. A majority of the directors shall constitute a quorum.

**Section 2.** Election Procedures

Thirty 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 Chairman 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 of Directors two weeks prior to the Annual Meeting. The Board of Directors shall have the power to add more nominees to the list of the Nominating Committee. The Board shall give written notice to all members of the Corporation of the proposed slate of new officers at least seven days prior to the Annual Meeting, which will be held in April/May.

At the April/May 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 OF THE CORPORATION**

**Section 1.** The President of the Corporation shall be the Chief Executive Officer for the Corporation and shall exercise general supervision over all operation 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 of Directors meetings of the Corporation; shall appoint a Chairman 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 of Directors.

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

**Section 3.** The Vice President for **Community Safety** shall organize and manage the Country Club Hills **Community Safety** Program.

**Section 4.** The Vice President of Membership shall coordinate the annual membership drive in September of each year and shall maintain appropriate membership records.

**Section 5.** The Vice President for 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 Vice President for Membership in the annual September membership drive and collection of annual dues; assist the Vice President for Publications in the collection of data for the Directory; and shall notify the Chairman of the Welcoming Committee of new arrivals to Country Club Hills.

**Section 6.** The Vice President for Publications shall produce an annual Directory of the membership area for publication in January; shall produce the Corporation newsletter at least

quarterly; and shall develop an advertising plan to help defray cost of the Directory and newsletters, as needed.

**Section 7.** The Vice President for 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 8.** Each Vice President shall maintain an unofficial record (e.g., loose-leaf/“turn-over file”) which identifies any property, decorations, funds, checks or other assets for which he is responsible; programs and activities conducted; and problems encountered and solutions taken or recommended in connection with this office.

**Section 9.** The Secretary of the Corporation shall record all proceedings at official meetings of the Corporation and Board of Directors; 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 10.** 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 of Directors for approval.

## **ARTICLE IX**

### **COMMITTEES**

**Section 1.** There shall be the following standing committees of the Corporation: Block Captains; Social; **Community Safety**; and Welcoming.

**Section 2.** Block Captains Committee. The Vice President for Block Captains shall organize and chair a committee of Area Coordinators and Block Captains as necessary to accomplish the responsibilities outlined in Article VIII, Section 4 of these Bylaws.

**Section 3.** Social Committee. The Vice President for social activities will organize and chair a Social Committee as necessary to accomplish the responsibilities outlined in Article VIII, Section 7 of these Bylaws.

**Section 4.** Welcoming Committee. The President shall appoint a Chairman of the Welcoming Committee. The Chairman shall be responsible for organizing a committee to call upon, warmly welcome, and provide appropriate information to new arrivals to Country Club Hills; to encourage new arrivals to join the Corporation; and to notify the Vice Presidents for Membership, for Block Captains and for Publications of new arrivals.

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

**Section 6.** All committees shall be under the supervision of the President and subject to the authority delegated by the Board of Directors.

**Section 7.** At any general membership meeting or meeting of the Board of Directors, special committees may be established and a Chairman appointed by the President.

## **ARTICLE X**

### **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 of Directors, 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 during April/May of each year.

**Section 3.** One additional general membership meeting shall be held annually in September/October.

**Section 4.** Written 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 5.** The Order of Business at the General Membership Meetings of the Corporation shall be as follows:

- (1) Call to order
- (2) Reading of the minutes of previous general membership meetings by the Secretary
- (3) Report of the Treasurer
- (4) Reports of the Vice Presidents
- (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 6.** *Robert's Rules of Order* shall be recognized as governing the procedure at all membership meetings of the Corporation.

**Section 7.** Ten percent of the members of the Corporation in good standing shall constitute a quorum at general membership meetings of the Corporation.

**Section 8.** If a quorum is not present at any time during a general meeting, the meeting may proceed, but no official action of the Corporation may be taken.

## **ARTICLE XI**

### **DUES AND ASSESSMENTS**

**Section 1.** The fiscal year of the Corporation shall begin January 1<sup>st</sup> of each year.

**Section 2.** Household dues shall be no more than \$10.00 per fiscal year, payable no later than May 31 of each year.

**Section 3.** Assessment shall be authorized by written approval of two-thirds majority of the members of the Corporation and shall be limited to \$5.00 per membership year.

## **ARTICLE XII**

### **PROPERTY AND FINANCES**

**Section 1.** The Board of Directors is authorized to encumber 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 of Directors or the majority of the members present at a membership meeting. Checks over \$300.00 shall be signed by the President as well as the Treasurer.

**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 of Directors 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 of Directors.

**Section 6.** An annual budget will be prepared prior to the beginning of each fiscal year. This budget will be approved by the Board of Directors 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.

Original Bylaws Adopted: 1954

Amended: January 1997

Current Bylaws Adopted: October 16, 2002

Last Amended: November 6, 2003