

BY-LAWS OF THE FAIRFAX VILLA/CAVALIER WOODS
CIVIC ASSOCIATION, INCORPORATED
-
DOING BUSINESS AS FAIRFAX VILLA NEIGHBORHOOD ASSOCIATION

Revised and Amended August 2, 2020

BY-LAWS OF THE FAIRFAX VILLA/CAVALIER WOODS
CIVIC ASSOCIATION, INCORPORATED

Revised and Amended 12 May 1989
Revised and Amended 19 July 2020

DEFINITIONS

1. Resident(s): Shall include owner, resident, lessee

ARTICLE I - NAME

The name of this organization shall be the Fairfax Villa/Cavalier Woods Civic Association, Incorporated, hereinafter referred to as the "Association". This organization also conducts business under the name Fairfax Villa Neighborhood Association. It is a nonstock, not-for-profit corporation, organized and chartered under the provisions of the Code of Virginia, with Articles of Incorporation filed with the State Corporation Commission.

Certificate of incorporation reissued (April 26, 2020)

ARTICLE II - PURPOSE

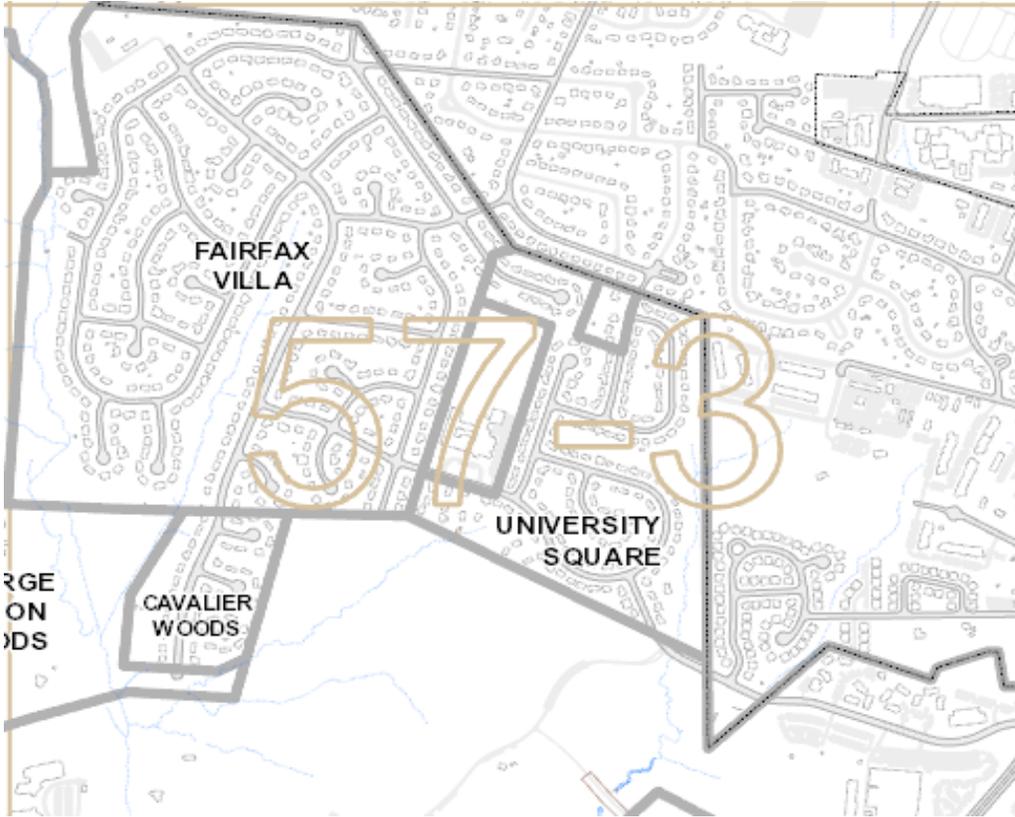
1. To promote, foster, protect and advance the health, welfare, and well-being of the community and its civic, educational, social, and recreational interests, through the concerned action of its members;
2. To provide a medium through which its membership may be able to confer, communicate, consult, and cooperate with private, governmental, and other agencies in matters of common interest;
3. Maintain Association bank accounts on behalf of its members and the Association;
4. To generally have and use all rights and powers usually associated with a citizens' association as may be allowed by law.

ARTICLE III - MEMBERSHIP

1. Membership Area

The membership areas of the Association shall consist of the part of Fairfax County designated as "FAIRFAX VILLA" and "CAVALIER WOODS", as shown on Fairfax County map section 57-3 (Exhibit 1).

Exhibit 1



2. Persons Eligible for Membership

The residents or owners of each home, whom are at least eighteen (18) years of age, in the designated membership area shall be eligible collectively for membership in the Association.

3. Period of Membership

Membership in the Association shall be on an annual basis commencing 1 January and ending 31 December (hereinafter designated "membership year").

4. Membership Fees

Membership fees shall be paid annually on or before the commencement of the membership year. Payment of annual membership fee (currently set at \$10 per home) shall entitle members to participate fully in the affairs of the Association. Prior to the FALL MEETING each year, the voting membership shall approve any changes in membership fees at its spring meeting. Membership fees, except as the membership may otherwise determine, shall be uniform for all voting members.

5. New Members

Any person from a home located within the membership area may be admitted to membership upon application and payment of the membership fees prescribed by or pursuant to these bylaws. Each member shall have the rights and privileges set forth in the Articles of Incorporation or elsewhere in these bylaws. All non-member residents and/or owners in the membership area may attend general neighborhood events or Associations meetings, but may not vote or otherwise hold the same rights and privileges as members.

6. Rights of Membership

- A. To cast one vote and otherwise participate at any meeting of the membership of the Association on any Association business; except where both the property owner and a resident are members in good standing, the property owner shall take precedence. Only one (1) vote per house address shall be allowed.
 - i. At the Board discretion, absentee voting may be offered. In such cases, each voting member of the Association may cast one absentee ballot prior to any meeting of the Association. Such ballots must be received by the Recording Secretary 24 hours prior to that meeting. Ballots shall be provided via the Association website at least three (3) day prior to the meeting, concerning nominees for office, and/or anticipated issues, and must be signed and dated by the member. Absentee ballots shall be recognized as if those members were in attendance, both to fulfill the necessary quorum for that meeting and to vote per the members' instructions.
- B. To be an Officer of the Association as set forth in ARTICLE IV.
- C. To otherwise participate in all activities and functions of the Association.

7. Termination of Membership

The membership of any person shall terminate immediately when said person no longer qualifies for membership in the Association. In such an event, the person shall not be entitled to a refund, in any amount, of fees paid for the current membership period. The rights of membership of any person who has failed to pay dues for the current membership period, after being duly notified of delinquency, shall be suspended. Members so suspended shall be reinstated upon payment of current dues.

ARTICLE IV - OFFICERS

- 1. The Officers of the Association shall include a President, Vice President, Treasurer, Membership Officer, Communications Officer, Recording Secretary, and such other officers with such titles and duties as may from time to time be established by the Board of Directors or the membership. They shall also serve as the Directors of the Corporation. Officers must be members of the Association. No person shall hold more than one elective office at any time.
- 2. The duties of the officers shall be those common to similar officers in similar organizations, subject to the specific provisions set forth in the following sections of this Article.
 - A. **President** - The duties of the President shall be to preside at meetings of the Association and the Executive Committee, to appoint Special Committees, to enforce the BY-LAWS of the Association, to call special meetings, and to be ex-officio member of all committees except: Select Committees, Auditing Committees, and Nominating Committees.
 - B. **Vice President** - The duties of Vice President shall be to preside at meetings of the membership of the Association or of the Executive Committee on request of the President or in the absence of the President, in which case the Vice President shall have all the duties assigned to the President while acting in such capacity. In the event of the death or resignation of the President, the Vice President shall become President of this Association for the remainder of the elected term of the President. The Vice President shall be the officer primarily responsible for the Association's relationship with its registered representative (under the applicable Virginia laws) and with the State Corporation Commission, and shall keep the records pertaining thereto. In furtherance of these responsibilities, the Vice President shall be an Assistant Secretary of the Association.
 - C. **Treasurer** - The Treasurer shall have the responsibility for the financial status and operations of the Association and for its tax status, including tax exemptions under Federal and State law. The Treasurer shall be: the officer primarily responsible for the submission to the membership of required financial

statements and budgets; have the custody of the funds of the Association with responsibility for their proper acquisition and disposition within the budgets as approved by the membership; and keep or cause to be kept a record of all receipts and disbursements and of all contractual and financial obligations and assets of the Association and other records affecting the financial position of the Association.

- i. The Treasurer shall collect the annual membership fees, as may be provided by the Membership Officer, and deposit funds in appropriate checking and savings accounts, together with any funds received by the Association from any other source, in a bank whose deposits are covered by the Federal Deposit Insurance Corporation (FDIC) in the name of the Association.
 - ii. The Treasurer shall keep a current record of all receipts and disbursements pertaining to each account of the Association, including interest and proceeds in such accounts, together with supporting vouchers for each expenditure, all bank records, the checkbook and canceled checks, the ledgers, and so forth. Not later than QUARTERLY of each membership year the Treasurer shall submit to the Executive Committee the checkbook(s), ledger, supporting records, and an Interim Financial Report or end of term consolidated report enumerating the specific transactions of income and expenditures which occurred during the applicable period, together with a statement of the balance of funds in each Association account that year, for inclusion in the Executive Committee's Transmittal Report when Association records are transferred to the newly elected officers.
 - iii. The Treasurer shall prepare, or cause to be prepared, and submit as needed the required tax exemption certificates, income tax forms, and related documents.
 - iv. The Treasurer shall provide any such documentation necessary to the Vice President for filing State corporation documents.
 - v. All disbursements greater than \$100 shall require prior recorded approval of the President and/or Vice President. All disbursements greater than \$200 shall require prior recorded approval of the President and at least one other officer. All disbursements greater than \$300 shall require prior recorded approval of a majority of the officers. Recorded approval shall be delivered via handwritten and signed letters, or via electronic mail.
 - vi. The Treasurer shall not be required to furnish bond to the Association while serving in the capacity of Treasurer, except where such bonding is required by the Executive Committee or the general membership. The cost of furnishing such bond shall be borne by the Association.
 - D. **Membership Officer** – Shall keep a record of all members of the Association, and the voting rights and standing of each. The Membership Secretary shall be responsible for the billing and collection of membership fees. The Membership Secretary shall be an Assistant Secretary of the Association.
 - E. **Communications Officer** - The duties of the Corresponding/Electronic Media Secretary shall be to conduct correspondence, to issue notices of meetings, and in the absence of the President and Vice President, to call meetings of the membership of the Association to order, and to conduct an election for a temporary presiding officer. In addition, the Corresponding/Electronic Media Secretary shall direct management and content related to the Associations website and other communication platforms used by the Association (e.g. Nextdoor.com).
 - F. **Recording Secretary** - The duties of the Recording Secretary shall be to prepare and distribute an agenda for upcoming meetings of the membership of the Association and of the Executive Committee. The Recording Secretary shall also take detailed minutes from these meetings, and record same in a digital format for distribution and ongoing reference. Recording Secretary shall also gather and preserve all other official records of the Association.
3. The President is empowered to appoint a Parliamentarian should the need arise. The duties of the Parliamentarian are as follows: The Parliamentarian shall be responsible for advising the President on matters of parliamentary procedure at any meetings, and making any rulings as may be necessary. The Vice President shall act as default Parliamentarian.
 4. The Association shall, to the fullest extent permitted by the Laws of the Commonwealth of Virginia (Code of

Virginia § 13.1-881), and as the same may be amended, indemnify any and all officers and directors of the Association from and against any and all legal expenses and other costs of litigation that may be incurred as a result of a filing in a court of law against any such officer or director, the basis of such claim being action taken, or not taken, by such officer or director in his/her capacity as an officer and director of the Association.

ARTICLE V - COMMITTEES

1. Executive Committee

A. There shall be an Executive Committee which shall be composed of the Officers of the Association, the immediate past President of the Association, if available and willing to serve, and the Chairperson of each Standing Committee as set forth in this ARTICLE VI.

B. There will be regular meetings of the Executive Committee as called by the President, the time and place to be decided upon by the President and/or the Executive Committee. The Executive Committee may be called by the President or by any member of the Executive Committee with approval of at least one-half of the other members of the Executive Committee.

C. Notice to all members of the Executive Committee of a meeting of the Committee shall be given by the President or the member calling such a meeting under ARTICLE VI, paragraph b, not less than two (2) days prior to the date of the meeting, unless all members of the Committee agree otherwise regarding any one meeting.

D. A quorum of the Executive Committee at any meeting shall consist of a majority of its members, provided all members have been notified in advance of the meeting by the President or by the Committee member calling the meeting.

E. A detailed, itemized budget for the current membership year shall be prepared by the Executive Committee not later than 20 September, each year, for ratification at the Fall general membership meeting.

2. (a) The Board of Directors shall submit to the membership at the spring membership meeting (1) financial statements (including an income statement and a balance sheet) for the preceding calendar year, and (2) a final report on how expenditures during the preceding calendar year met or deviated from the amounts budgeted for that year; and (b) The Board of Directors shall submit to the membership at the fall membership meeting (1) a proposed budget for the next calendar year, including recommendations with respect to membership charges in support thereof, which budget shall cover all aspects of the Association's activities, and (2) year-to-date financial statements (including an income statement and a balance sheet) for the current calendar year.

A. The Executive Committee shall have full power to act for the Association when, in the judgment of a majority of the entire Committee, necessity for such action arises. Any such action authorized by this paragraph shall be reported by the President to the membership at the next official meeting of the membership of the Association and shall be taken as ratified by the membership of the Association unless two-thirds of the membership present at such meeting vote to amend the action so taken by the Executive Committee.

B. Unless otherwise previously directed by a majority of the membership present at a meeting of the Association, the Executive Committee or their appointed subcommittee shall be the only official representatives of this Association before local officials, boards, commissions and authorities.

C. By 15 August of each membership year the current Executive Committee shall assemble all Association records and conduct an audit, to assist in the orderly transition of responsibility to the Association for the next membership year. Inherent to the transfer of records task are the following:

i) Final review of the Treasurer's INTERIM FINANCIAL REPORTS and the END-OF-TERM consolidated report to assure completeness of documentation (check books, ledger, vouchers, proper auditor's reports, etc.) so that adoption thereof, and relief of the Treasurer of responsibility, can be recommended at the next Association

membership meeting.

- ii) Preparation of a complete list of records being turned over, to include an itemization of: (a) Treasurer's records; (b) membership records; (c) Recording Secretary's files; (d) Corresponding Secretary's files; (e) Executive Committee minutes of meetings; (f) Special Committee activities, records, and reports; (g) Select Committee activities, records, and reports.
- iii) Comments on the adequacy of these records, a list of missing documents, suggestions as to how any noted deficiencies might be overcome, etc.
- iv) Recommendations as to specific records which are deemed obsolete, for action by the Association to authorize destruction thereof.
- v) Preparation of a suitable letter of transmittal, signed by all outgoing Executive Committee members, together with any individual comments.

2. Standing Committees

a. There may be, at the discretion of the President, the following Standing Committees, the Chairperson of each of which shall be appointed by the President and approved by a majority of the Association Officers:

(1) Historian, and (2) Community Appearance and Signage Committee

i. **Historian Committee.** This committee shall document the Corporation's activities and keep the material in a history file; take photos of events and the Committee Chairperson shall be custodian of the Corporation's history.

ii. **Community Appearance and Signage 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 Fairfax County. This committee shall coordinate activities to enhance the appearance of the Fairfax Villa community. This committee shall also be responsible for maintaining neighborhood signage and creating, posting and coordinating signs to notify residents of activities of the Corporation.

The Chairpersons of the Standing Committees and its members shall serve for a term of one (1) year commencing on 1 January of each year. Should the position of Chairperson and/or member of any Standing Committee become vacant for any reason, the President, with approval of a majority of the Officers, may fill such vacancy by appointment of a qualified member of the Association. Member positions may also be filled by the appointed Chairpersons of the same Standing Committee, subject to Presidential approval.

b. The Chairpersons of all Standing Committees for the next succeeding one-year term following the current term shall be appointed by the President-elect for the succeeding Presidential term, with approval of a majority of the Officers-elect for the next succeeding term of their respective offices. The appointed Chairperson shall then appoint the members to serve on their respective Standing Committee during the next succeeding term of the Committees.

c. The Chairperson of each Standing Committee shall appoint members of the Association to serve on their Committee as they see fit.

d. A majority of the members present at any Standing Committee meeting shall constitute a quorum for the transaction of business at said meeting, provided due notice of such meeting was given to all members by the Chairperson of such Committee or their designee. Notice to all members of any meeting of a Standing Committee, or sub-committee thereof, or of any Special Committee, or Select Committee of the Association shall be given by the Chairperson thereof, or their designee, not less than two (2) days prior to the date of the meeting, unless all members of the Committee or sub-committee agree otherwise regarding any one meeting.

3. Special Committee

- a. The President may appoint a Special Committee at his/her discretion to consider any topic of interest to the Association to be composed of members (and Officers at his/her discretion) and to meet at intervals as determined by the President.
- b. Appointment of the annual Auditing Committee, and the Nominating Committee (ARTICLE VI, par. 3), is mandatory.

4. Select Committees

The Executive Committee may appoint Select Committees to consider any topic pertaining to the Association when there are indications of potential conflict of interest or any other derogatory situations involving any Officer. Such Select Committees meet at the call of the Chairperson thereof, for timely action or recommendations, depending upon the nature and extent of the matters at hand.

5. Auditing Committee

The President shall appoint in writing a minimum of two (2) Trustees to serve as auditors of the INTERIM FINANCIAL REPORTS and the END-Of-TERM REPORT (for the entire membership year) as prepared by the Treasurer. These audited reports shall be submitted to the Executive Committee with comments as to accuracy of the data presented, the sufficiency of vouchers and other documentation, and the propriety of expenditures. The checkbook(s) and ledger should be signed and dated by the auditors, with the comment "As far as can be determined at this date, these records are accurate/not accurate."

ARTICLE VI - NOMINATION AND ELECTION

1. Officers of the Association shall be elected for two-year terms commencing January 1 of the next calendar year. In odd-numbered years, the President, Corresponding/Electronic Media Secretary, and Recording Secretary, shall be elected. In even-numbered years, the Vice President, Treasurer, and Membership Secretary shall be elected.

2. Officers of the Association may run for re-election to hold the same position a total of one (1) times. Otherwise, officers are permitted to run, and hold, a different executive position each two (2) year term, with no limit to years of service.

3. Nominating Committee

Not later than 1 August, the President shall appoint a Nominating Committee consisting of not less than three (3) members, none of whom shall be Officers in the Association at that time. The Nominating Committee shall nominate at least one (1) nominee for each office of the Association for the next membership period. Notice of the nominees so nominated shall be circulated by the Executive Committee to all members of the Association not later than 15 September.

4. Additional Nominations

Additional nominations for any office of the Association may be made prior to 1 October by petition to the Executive Committee signed by not less than five (5) members of the Association. Notice of such additional nominations shall be likewise circulated by the Executive Committee to all members of the Association as soon as possible, but in no event later than seven (7) days prior to the scheduled May meeting of the membership.

3. Elections

a. Election of officers shall take place at the regular Fall meeting of the membership of the Association, to take place in late October to early November.

b. At the Fall meeting of the membership of the Association, the Chairperson of the Nominating Committee, or designee, shall place into nomination for each prospective office of the Association all nominees

previously announced to the membership by the Executive Committee under the provisions of paragraph 1 above.

c. Nomination for any office of the Association not otherwise made by the Chairperson of the Nominating Committee under the provisions of paragraph 3b above, may be made by any member at the Fall meeting of the membership.

d. The ballot shall contain the names of those members nominated for officer positions up for election. Additional lines shall be given for write-in candidates. :

e. If no candidate receives a majority of the total votes cast on the first ballot for any office, there shall be a run-off between the two nominees having the highest number of votes on the first ballot.

4. **Special Elections**

A special election for any office may be held at any meeting of the Association to fill a vacancy, provided notice of such election shall be furnished to the membership not later than one (1) week prior to the date scheduled for the meeting and except that no such election will be required to fill the office of President. In such case the Vice President will assume the position of President.

ARTICLE VII - MEETINGS

1. **Occurrence of Meeting**

A minimum of two (2) meetings of the membership shall be held each year: one in October, the other in May. Special meetings of the membership of the Association shall be held on any day at the call of the Executive Committee or the President, provided that such notice of such meeting shall be given to the membership of the Association not less than five (5) days in advance of the date set for such special meeting. All meetings of the membership of the Association shall convene at reasonable time, such time will be announced with the notification of the membership of the Association.

2. **Previous Notice**

Advance information of specific old/new business on the agenda of any meeting of the Association shall be furnished the membership along with the notice of the meeting.

3. **Quorum**

Seven (7) members eligible to vote and present at any meeting of the membership of the Association shall constitute a quorum for the transaction of any business.

4. **Order of Business**

At all regular meetings, the order of business shall be as follows:

- a. Reading of minutes of preceding meeting by Secretary.
- b. Reading of communications/correspondence.
- c. Unfinished business.
- d. Reports of Officers.
- e. Reports of Committees.
- f. Old business and discussion.
- g. New business and discussion.
- h. Adjournment.

5. Limit of Discussion

Discussion by any one member at a meeting of the membership of the Association shall be limited to three (3) minutes on any particular item on the agenda or new item. At the discretion of the President the time limitation may be extended.

6. Procedural Rules

Unless otherwise provided in specific instances by majority vote, procedure at meetings shall follow Robert's Rules of Order (latest edition).

ARTICLE VIII - DISSOLUTION OF ASSOCIATION

Upon dissolution of the Association, all assets remaining will be disbursed to a charitable organization upon vote of the Directors and approved by 60% of those members present at the final general membership meeting.

ARTICLE IX - AMENDMENTS

1. **Proposal**

Any proposed amendment to these BY-LAWS shall bear the signatures of not less than seven (7) members of the Association and shall be introduced in writing at any meeting of the membership.

2. **Consideration**

a. A proposed amendment, having been introduced in accordance with the provisions of paragraph 1 of this ARTICLE, shall be submitted to a vote of the membership at the next meeting of the membership of the Association. The Corresponding Secretary shall give written notice to all members of the Association of the fact that a proposed amendment to these BY-LAWS has been introduced together with a copy thereof and is to be submitted to the membership present at the next meeting of the membership of the Association for a vote. Such notice is to be furnished to all members not less than seven (7) days prior to the next membership meeting.

b. If three-fourths of the members present at a meeting of the membership of the Association approve the proposed amendment, it shall become a part of the BY-LAWS.

3. **Publication of the BY-LAWS**

The new BY-LAWS shall be posted on the Associations official website as soon as is reasonably possible after amendment.