

**HILLBROOK-TALL OAKS CIVIC ASSOCIATION
BYLAWS (2017 Proposed Revisions)**

ARTICLE I – Name

The name of this non-stock corporation is Hillbrook-Tall Oaks Civic Association, Incorporated (HTOCA), hereinafter referred to as the “Association”.

ARTICLE II – Purposes

The purposes of the Association are to:

1. Represent the interests of the neighborhood residents at the county, state and federal level;
2. Provide information and foster communication between and among the various individuals, families, and groups within Association neighborhood;
3. Further the public interest by promoting efforts toward civic betterment within the boundaries of the Association and within Fairfax County;
4. Provide leadership and organization that represents and coordinates community activity on issues of mutual concern; and,
5. Facilitate social opportunities within the neighborhood.

ARTICLE III – Activities and Affiliations

A. NATURE OF ACTIVITIES. In its activities, the Association shall:

1. Reserve the right to take a position and to express its views on any legislation, ordinance or course of action which in the judgment of the Association will affect the welfare of its members;
2. Comment on the actions of individuals and groups whose purposes or actions affect the welfare of Hillbrook-Tall Oaks, Annandale, and Fairfax County.

B. AFFILIATION WITH OTHER GROUPS. The Association may join, support or collaborate with federations, leagues, conventions or other civic groups whose purposes and actions are consistent with the welfare of HTOCA, Annandale or Fairfax County; provided, that any affiliation undertaken be approved by the Board and not impair the continued existence of the HTOCA as a distinct organization.

ARTICLE IV – Membership, Voting Rights, and Dues

A. ELIGIBILITY. Membership in the Association is open to all residents and owners of residential property in the neighborhood known as Hillbrook-Tall Oaks. This neighborhood is defined to be the following:

4416 to 4708 Hillbrook Drive	6807 to 6920 Winter Lane
6814 to 6924 Cherry Lane	4702 to 5105 Dodson Drive

6900 to 6921 Oak Court	6800 to 6803 Algonquin Court
4601 to 4700 Monterey Drive	6815 to 6937 Colburn Drive
6824 to 6921 Pacific Lane	6800 to 6803 Conti Court
7030 to 7053 Cindy Lane	6814 to 6820 Shrine Court
4704 to 5105 Kingston Drive	6817 to 6834 Silver Lane

B. QUALIFICATIONS. Any person eligible for membership under this article shall become a member upon payment of annual dues and shall be qualified to vote or to hold elective office for as long as they maintain membership in good standing.

C. VOTING RIGHTS. Each member of the Association shall be entitled to a single vote, with the following exceptions:

1. If the property is owned jointly by more than one member of HTOCA, they shall be entitled to a single vote.
2. If both the owners and non-owner residents of a particular property are members of HTOCA, they shall be entitled to a single vote. The vote of the owner shall take precedence and supersede that of the non-owner resident.

The Executive Board shall have the authority to resolve any ambiguities relating to voting rights and procedures within the provisions of the bylaws.

D. OTHER RIGHTS. Each dues paying member of the Association shall be entitled to:

1. Attend meetings of the Executive Board
2. Bring matters of interest to the attention of the Executive Board electronically or in writing.
3. Assist the Executive Board in performing any duties or activities of the Executive Board as determined by the Executive Board (or an officer of the Executive Board)
4. Volunteer to or otherwise participate in HTOCA social functions
5. Review financial records upon request

ARTICLE V – Financial Management

A. FISCAL YEAR. The fiscal year of the Association shall begin on October 1 and end on September 30 of the following year.

B. DUES. Annual dues for each household shall be established by the Executive Board and are due by the beginning of each fiscal year.

C. EXPENDITURES. The funds of the Association shall be maintained and disbursed in a manner approved by the Executive Board. The signatures of both the Treasurer and the President, or the Vice President in the President's absence, shall be required for all disbursements.

D. FINANCIAL RECORDS. The Association shall maintain appropriate records of all income and expenses, and make them available to any member upon request. The Association shall prepare an annual report of income and expenses to be communicated in a timely manner to the members.

E. TAX RECORDS. The Association shall file in a timely manner all forms required by the taxing authorities of federal, state, and local governments. The Association shall maintain appropriate tax records and documentation for a minimum of seven (7) fiscal years.

ARTICLE VI –Board of Directors

The Board of Directors of the Association (also known as “Board”) is defined as the group of officers and directors elected by voting members of the Association.

A. COMPOSITION. Members of Executive Board of the Association shall:

1. Be comprised of up to nine (9) directors elected by the Association members
2. Be residents or non-resident owners of the Association who are current on their dues
3. Serve for a term of one year
4. Have attained the age of 18.
5. Not serve concurrently as an officer and a director
6. Not hold more than any one of the offices
7. May include one or more non-voting “Emeritus Directors” who shall be entitled to attend and participate in Executive Board meetings.

B. DUTIES.

General: The Executive Board shall:

1. Manage the affairs of the Association
2. Exercise for the Association all powers, duties, and authority vested in or delegated to it and not reserved to the Association membership by other provisions of these Bylaws or the Articles of Incorporation.
3. The Board shall enforce all provisions of these Bylaws and the Articles of Incorporation.
4. Vote on matters of interest to be represented to entities outside the Association.

C. RESPONSIBILITIES: Each director shall:

1. Discharge his or her duties in good faith and in the best interests of the members of the Association and with the care an ordinarily prudent person in a like position would exercise under similar circumstances;
2. Seek to know, understand, and follow the governing documents of the association;
3. Exercise due care and diligence when acting on behalf of the Association within the scope of his or her authority;
4. Not take any actions without proper authorization from the Executive Board;
5. Diligently and honestly administer the affairs of the Association, and not knowingly violate, or willingly permit to be violated, any applicable statutes, covenants, restrictions, or rules or regulations;
6. Take no actions that are or appear to be a conflict of interest between the director as an individual, and the director as a member of the Executive Board.

D. MEETINGS. The Executive Board shall meet within 90 days after the beginning of each fiscal year, which begins October 1 and ends September 30 and when otherwise convened by the President. A minimum of three meetings shall be held during each fiscal year.

1. The time and place for the meetings of the Board shall be set by the President, who shall notify the members not less than 5 days prior to the date thereof. Such notice may be waived by a vote of the majority of the Board.
2. Quorum for a meeting of the Board shall be a majority of the Board.
3. An officer or director, by written submission to the Secretary, may assign or designate proxy authority to another officer or director of the Board.

4. When necessary, the President may canvass the Board by telephone or electronic communication for authority to take action, which must be ratified at the next meeting of the Executive Board in order to become an official act of the Board.

ARTICLE VII – Officers

- A.** The officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer.
- B. QUALIFICATIONS:** Any member of the Association who has paid annual dues, and has attained the age of 18 may serve as an officer.
- C. DUTIES.** The officers of the Association rank in the order named and their duties and functions shall be:

President. The President shall be the chief executive officer of the Association and shall have the authority and responsibility to ensure that Association By-laws and decisions are faithfully observed and executed to the greatest extent practical. In addition, the President shall have the following specific duties:

1. Preside over the meetings of the Association and of the Executive Board;
2. Be chair of and a voting member of the Executive Board of the Association;
3. Appoint all special committees of the Association whose appointment is not otherwise provided for in the By-laws.
4. Provide for the performance of the duties of any office or position of the Association during the temporary absence or disability of the incumbent until the vacancy shall have been filled in the manner provided by the By-laws;
5. Represent (President or designee) the Association on any occasion which in the President's judgment the interest of the Association is involved, and make or authorize statements on behalf of the Board on any matter in which the Association has arrived at a position or policy; and
6. Co-sign checks and promissory notes.

Vice President. The Vice President shall:

1. Assist the President in the administration of the affairs of the Association and shall undertake such duties as the President may assign them;
2. Preside if the President is absent from either a meeting of the Association or a meeting of the Executive Board;
3. In the event of the resignation, removal, disqualification, disability or death of the President, the Vice President shall assume the office of the President for the remainder of the term of office and if the Vice President is also unable, the Board may vote on who assumes the duties of the President for the remainder of that term; and
4. Assumes all duties of the President in the President's temporary absence.

Secretary. The Secretary shall:

1. Maintain all records of the Association not specifically the responsibility of another officer or director;
2. Record the proceedings of the meetings of the Association and the Executive Board and report minutes;
3. Maintain the historical records of the Association;
4. Maintain the membership roster of the Association.

Treasurer. The Treasurer shall:

1. Receive all payments to and other funds of the Association and maintain a separate account in the name of the Association
2. Disburse these funds when duly authorized by the Association or the Board;
3. Make a report of the finances of the Association at each regular Board meeting;
4. Keep records in such form as to disclose the amounts and sources of all revenues received and the amounts and purposes of all funds disbursed in accordance with Article V.
5. Prepare an annual budget for approval by the Board and a financial report to make available to the Association members at the annual meeting of the Association;
6. Maintain a current and accurate roll of the Members in coordination with the Secretary.

D. TERMS OF OFFICE. Each elected officer may serve for a term of two years

ARTICLE VIII – Nomination and Election of Officers and Directors

A. NOMINATING COMMITTEE. The President, with the approval of the Executive Board, shall appoint and convene a Nominating Committee to perform the following duties:

1. The committee shall notify the Association members by electronic or other written communication of the time period during which the Board will accept nominations of directors for the subsequent fiscal year. This period shall be open for a minimum of 45 days from the posting or delivery of such notification.
2. All nominations eligible under Articles IV and VI (or other articles if numbering changes) for candidacy received during the open period shall be accepted. Members of the Association may nominate themselves or, with express consent, nominate others. Nominations shall be in writing.
3. The committee shall actively seek out qualified candidates. An effort shall be made to elicit nominees from all geographic areas of the HTOCA neighborhood.

4. The names and biographies of all nominees received by the committee shall be made available to Association members at least 15 days prior to the annual Association membership meeting.

B. ELECTIONS. Elections shall be held at the annual Association members meeting. The slate of nominees shall be provided by the Nominating Committee. Additional nominations may be accepted from the floor by majority vote of the members.

C. RESIGNATION AND REMOVAL

1. Resignation.

- a. Any director may resign at any time giving written notice to the Board.
- b. Such resignation shall take effect on a mutually agreed upon date.

2. Removal

- a. Any director of the Association may be removed for nonperformance of duties, or conduct incompatible with the objectives and activities of the Association, e.g., conflict of interest.

- b. A motion for removal may be made at any regular or special Board meeting. The reasons for the motion must be presented in writing and shall be read in their full text by the Secretary. The maker of the motion may explain the reasons up to 10 minutes and may answer questions. The officer or director involved, if present, may reply orally up to 10 minutes briefly reply but there shall be no debate at that meeting. The maker of the motion and the officer or director proposed for removal may submit written responses of unlimited length to the Board within 10 days following the meeting at which the motion for removal is made. The question shall be debated at the next regular or special meeting of the Board held not sooner than ten days after the deadline following written presentation of the motion. If three-quarters of the Board are in favor thereof, the Director shall be immediately removed from office, provided that no officer whose removal is under discussion shall preside during the consideration of the motion of removal.

D. VACANCIES. Any vacancy occurring in an office or directorship of the Association shall be filled by the Executive Board. The selected individual shall serve the remainder of the unexpired term, and shall fulfill the qualifications of Article V or VI.

ARTICLE IX – Indemnification Of Officers And Directors

All members agree to waive any cause of action that shall accrue against any Director for any action undertaken in the course of conducting the business of the Association. The Association shall promptly indemnify any Director, in the event that any person may bring a legal claim against such Director arising from actions undertaken in the course of conducting the business of the Association or in the course of representing the Association before other associations or agencies, for any payments actually made by the Director pursuant to a judgment entered in a court of law or reasonably and actually made in

settlement of said claims and for all costs reasonably expended for legal representation in connection with said claims, except that no indemnification shall be paid in the event that the Officer or Director shall be convicted of fraud or other intentional illegal activity in connection with said claims.

ARTICLE X – Membership Meetings

- A. ANNUAL MEETING.** The President shall call the annual membership meeting of the Association at a location convenient to the neighborhood or prior to the start of the fiscal year. Members shall be notified by written communication at least 14 days prior to the date of the meeting.
- B. SPECIAL MEETINGS.** The President, or the Executive Board by majority vote, may call a special meeting of the Association at any time. The President, or any other officer in the President's absence, shall call a special meeting within 14 days upon delivery of a written request of twenty percent of the membership. ALL members must be notified by written or electronic communication of the time, date, and purpose of the special meeting at least 14 days prior to the date of the meeting. The notification of the special meeting shall state the purpose of the meeting, and no other business shall be in order.
- C. PROXIES.** A member entitled to vote at any meeting may assign a valid written proxy to another member of the Association. All proxies must be authenticated by the Secretary, but under no circumstance shall any household have more than one vote.
- D. QUORUM.** A majority of the members of the Association (51%), in person or represented by proxy, shall constitute a quorum. In the absence of a quorum, a motion shall be in order to adjourn the meeting from time to time until a quorum is present.
- E. VOTING.**
 - 1. At every meeting of the members, a vote of fifty-one percent of the total votes present, in person or by proxy, shall be necessary to decide any question brought before such meeting unless, by express provision of law, the Articles of Incorporation, or these Bylaws, a different vote is required, in which case such express provision shall govern and control.
 - 2. The procedures for voting shall be determined by the Board

ARTICLE XI – Amendment of the By-laws

Proposed amendments of these By-laws must be presented to the Association members electronically or otherwise in writing a minimum of 30 days prior to a vote on the proposed Amendments of these By-laws. At the Association meeting, the amendment shall be subject to debate and shall, if two-thirds of those voting are in favor, take effect immediately.

ARTICLE XII – Dissolution

In the event of dissolution of the Association, its liabilities and obligations shall be paid or provided for to the extent feasible. Any assets remaining after all obligations of the Association have been satisfied shall be distributed to charitable non-profit organizations selected by the Executive Board.

ARTICLE XIII – Interpretation

- A. CONFLICT.** These bylaws are subordinate and subject to all provisions of the Articles of Incorporation of the Association. All of the terms hereof, except where clearly repugnant to the context, shall have the same meaning as they were defined to have in the Articles. In the event of any conflict between these Bylaws and the Articles of Incorporation, the provision of the Articles of Incorporation shall control.
- B. NOTICES.** Unless another type of notice is otherwise provided for, any and all notices called for in these Bylaws shall be given in writing or electronically.
- C. SEVERABILITY.** In the event any provision or provisions of these Bylaws shall be determined to be invalid, void, or unenforceable, such determination shall not render invalid, void or unenforceable any other provisions hereof which can be given effect.
- D. WAIVER.** No restriction, condition, obligation, or provisions of these Bylaws shall be deemed to have been abrogated or waived by reason of any failure or failures to enforce the same.
- E. GENDER, ETC.** Whenever in these Bylaws the context so requires, the singular number shall include the plural and the converse, and the use of any gender shall be deemed to include all genders.

ARTICLE XIV – Parliamentary Authority

The rules contained in the current edition of Robert’s Rules of Order shall govern the proceedings of the Association and Executive Board in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rule of order the Association may adopt.

Approved by the Association on: _____

Xxxx Xxxx, Secretary [date]