

BYLAWS OF THE FAIRLINGTON CITIZENS ASSOCIATION, INC.

ARTICLE I – NAME

The name of this organization shall be the Fairlington Citizens Association, Inc. (FCA or Association).

ARTICLE II – PURPOSE

Section 1. The purpose of the Association shall be to unite the influence and endeavors of the Fairlington community by promoting, through purposeful and constructive cooperation, activities to make Arlington and Alexandria, and specifically Fairlington, a better community in which to live. Areas of activity may include, but are not limited to, transportation, traffic control, public utilities, parks, recreation facilities, police protection, taxation, and education.

Section 2. Nothing herein, and no activities to be undertaken hereby, shall be construed to be in conflict with the statutory and contractual duties of the boards of directors of any of the Fairlington condominium or homeowners' associations. Coordination of activities, however, is encouraged.

Section 3. The Association shall be non-partisan, non-sectarian, and otherwise non-discriminatory in its activities.

ARTICLE III – MEMBERSHIP

All adult residents or owners in Fairlington are members of the FCA. There are no dues.

ARTICLE IV - MEETINGS

Section 1. The Association shall meet at least once annually. Regular Meetings of the Association shall be held at such time as the Executive Board determines. Notification of Regular Meetings or changes to the meeting schedules shall be made available to the membership by such means as the *All Fairlington Bulletin* and/or the FCA website.

Section 2. The Association's December Regular Meeting shall be known as the Annual Meeting. It shall be for the purpose of electing the Association's officers and directors; receiving annual reports of the officers and committees; and for such other business as may arise.

Section 3. Special Meetings may be called by the Executive Board or by written request of thirty members. Announcement of Special Meetings shall include an agenda and shall be made available to the Association membership by such means as the *All Fairlington Bulletin* and/or the FCA website not less than ten days and no more than sixty days prior to the meeting.

Section 4. A quorum for Association meetings shall be a simple majority of the Executive Board.

Section 5. Voting on any subject at Association meetings shall be by simple majority of members present and voting except as otherwise specified in these Bylaws.

ARTICLE V - OFFICERS AND ELECTIONS

Section 1. The officers of this Association shall be president, vice president, secretary, and treasurer. There shall also be five directors. Officers and directors shall be elected at the Annual Meeting, and shall hold office for a term of one year. No member shall hold more than one office at any one time.

Section 2. The Executive Board shall appoint a Nominating Committee at the September Regular Meeting and the president shall appoint its chairperson. The Committee shall nominate candidates from among the Association's membership. The list of candidates shall be widely distributed to the Association's membership not less than ten days before the Annual Meeting. Additional nominations may be made from the floor at the Annual Meeting.

Section 3. Voting for officers and directors shall be conducted by ballot. Ballots shall contain the names of candidates put forward by the Nominating Committee as well as space for floor nominations. A majority vote of members present and voting shall elect. Officers and directors shall take office at the close of the meeting at which they are elected.

Section 4. A vacancy occurring in the office of president shall be immediately filled by the vice president. For vacancies in other elected positions, the Executive Board shall canvas the membership for candidates and, at the next scheduled meeting, elect new board members by majority vote. New members shall serve until the next Annual Meeting.

Section 5. An officer or director may be removed from office for cause by a two-thirds vote of the members present and voting at any Regular Meeting of the Association.

ARTICLE VI - DUTIES OF OFFICERS

Section 1. The president shall preside at all Association and the Executive Board meetings; appoint the chairpersons of all committees; serve as a member ex-officio of all committees except the Nominating Committee; act as or appoint a spokesperson and representative of the Association, except as specified in these Bylaws; and shall be responsible for the general supervision of the administrative affairs, signing of all commitments; and shall report actions taken on behalf of the Association at its regular meetings, and issue notice of Executive Board meetings. The president shall consult with the Executive Board before hiring, removing, or altering the terms of employment of people or companies that provide support to the Association.

Section 2. The vice president shall preside in the absence or inability of the president; perform such duties as may be required in the circumstances; and such duties as may be assigned by the president.

Section 3. The secretary shall prepare minutes of the meetings of the Association and the Executive Board. The secretary shall present the previous meeting minutes for approval at each Executive Board meeting. The approved meeting minutes shall be made available to the

membership. The Secretary shall act as custodian of all Association records not maintained by the treasurer, including the current Bylaws, certified by the secretary.

Section 4. The treasurer shall have charge of all Association funds and shall deposit same in the name of the Fairlington Citizens Association, Inc., in a banking institution insured by an instrumentality of the Federal Government and selected by the Executive Board. The treasurer shall draw thereon by check, for the payment of expenses. The treasurer shall arrange to have the financial records that are maintained by the Association's accountant ready for inspection at all times; shall give a financial report at each Executive Board meeting; and provide an annual financial report at the Regular Meeting of the Association following the filing of the Association's income tax return. The annual financial records shall be submitted to the Auditing Committee after the income tax return has been filed, at the time of a new treasurer's assuming the duties of office, and at such other times as prescribed by the Executive Board. The treasurer shall give bond in such amount as may be fixed by the Executive Board, premium to be paid by the Association.

ARTICLE VII - EXECUTIVE BOARD

Section 1. The president, vice president, secretary, and treasurer of this Association shall be the officers of the Executive Board. The Association's officers and directors shall constitute the Executive Board. Members may attend Executive Board meetings, but shall not have the right to vote.

Section 2. The Executive Board shall have general supervision of the Association's affairs, oversee the operation of the *All Fairlington Bulletin*, and perform such other duties as are specified by the Bylaws. The Board shall be subject to the order of the Association, and none of its acts shall conflict with these Bylaws.

Section 3. The Executive Board may vote between meetings by written electronic media. Any such motions and votes shall be recorded in the minutes of the next Executive Board meeting.

Section 4. All meetings of the Association and Executive Board shall be open to all Association members. The Executive Board may consider in closed session matters that would normally be exempt from disclosure under the Virginia Freedom of Information Act.

ARTICLE VIII – COMMITTEES

Section 1. The president shall appoint the following Standing Committees upon taking office: Auditing and Bylaws.

Section 2. The president shall appoint such other committees the Executive Board deems necessary to carry on the work of the Association. Committees are not decision-making bodies – all recommendations and plans shall be approved by the Executive Board.

Section 3. The Auditing Committee shall be responsible for auditing the treasurer's records and reporting its findings at a Regular Meeting after the Association's tax return has been filed. An audit shall be made at such other times as prescribed by the Association or upon the resignation of the treasurer. At least five days prior to the Regular Meeting where the Audit Committee's

findings will be presented, a copy of the audit shall be provided to the Executive Board to provide them time to review the audit before the meeting.

Section 4. The Bylaws Committee shall receive all proposals for amendment to the Bylaws and shall be responsible for considering and reporting same to the Executive Board in accordance with Article X of these Bylaws.

ARTICLE IX - PARLIAMENTARY AUTHORITY

The rules contained in *Robert's Rules of Order, Newly Revised* shall govern all meetings of the Association and the Executive Board in all cases in which they are applicable and in which they are not inconsistent with these Bylaws.

ARTICLE X – AMENDMENTS

Section 1. All amendments shall be submitted in writing to the Bylaws Committee and shall be considered by that Committee. The Bylaws Committee shall propose to the Executive Board amendments and recommendations for their disposal.

Section 2. The Executive Board shall determine whether proposed amendments submitted by the Bylaws Committee shall be presented to the membership.

Section 3. Proposed amendment(s) determined by the Executive Board to be presented to the membership shall be made available to the membership at least 30 days prior to the Regular Meeting of the Association at which they will be considered.

Section 4. These Bylaws may be amended at any Regular Meeting by a two-thirds vote of those members present. No amendment relating to the number, term, or eligibility of officers or directors may be proposed at the Annual Meeting.

Section 5. Amendments to the Bylaws shall take effect at the close of the meeting of the Association at which adopted except that amendments affecting the term of a current officer or director shall take effect at the close of the next Annual Meeting. The updated Bylaws shall be made readily available to the Association's members.

RECORD OF APPROVAL

These Bylaws were approved by a vote of the Association's Members on February 13, 2013.



Carol Daabs
Secretary