

HOLMES RUN ACRES CIVIC ASSOCIATION, INC.

BY-LAWS

(as amended through May 2003)

ARTICLE I-- Membership

Section I-a. Resident Members: All persons 18 years of age or over, living or maintaining a residence within Holmes Run Acres in Fairfax County, Virginia as defined by Fairfax County on March 1, 1954 are eligible for such membership upon application and payment of dues fixed by the by-laws. Such members shall have full voting rights and be eligible to hold any office of the corporation.

Section I-b. Non-Resident Members: All persons 18 years of age or over, who either live within one mile of the boundaries of Holmes Run Acres as described in I-a above, own property in Holmes Run Acres but do not reside therein, or formerly held resident membership in the corporation but no longer live in Holmes Run Acres are eligible for such membership. Those persons who are not formerly resident members must have their application endorsed in writing by two (2) resident members in good standing and approved by majority vote of the Board of Directors. Non-resident members shall have the same rights and privileges as resident members except they shall not be entitled to vote at membership meetings or elections, nor shall they be eligible to hold office on the Board of Directors.

Section 2. All persons desiring membership in the corporation must apply for membership on a form provided by the Association. The membership year shall be as determined by the Board. Applications made during the first six months of the membership year shall be accompanied by the dues prescribed for such applicants in Section 3 of this Article.

Section 3. Membership dues shall be assessed on such basis as determined by the Board; and in such amounts as determined annually by the Board. Those applying for membership after the first six months of the membership year shall be entitled to membership for the remainder of that year upon payment of one-half of the annual dues.

Section 4. To be in good standing members must pay their dues not later than two months after the start of the membership year. Members who have not paid their dues will be dropped from the rolls two months after the start of the membership year. Delinquent members can be reinstated upon payment of current dues.

Section 5. A record of the names and addresses of the members shall be kept by the chairperson of the membership committee.

ARTICLE II-- Membership Meetings

Section 1. The annual meeting of the members shall be held in May of each year at such time and place as the Board of Directors shall designate.

Section 2. Special Meetings of the members may be called by the President or by a majority of the Board of Directors. Special meetings shall also be called upon the written request of not less than twenty members in good standing.

Section 3. The order of business at the annual meeting of the members shall include the following:

- (a) Reading of notice.
- (b) Reading of minutes of last preceding annual membership meeting.
- (c) Report of the President.
- (d) Report of the Secretary.
- (e) Report of the Treasurer.
- (f) Elections of Directors.
- (g) Transactions of business mentioned in notice.
- (h) Transaction of other business.
- (i) Adjournment.

The Presiding Officer, however, may vary the order of business in his discretion in the absence of objection.

Section 4. Notices of the annual membership meeting or any special meeting, shall be mailed or delivered to each eligible member, not less than 10 nor more than 50 days prior to the date of the meeting, stating the place, day, hour and purpose of the meeting. The notice for a special meeting whose purpose is to act as an amendment of the Articles of Incorporation or a change in the By-Laws, as set forth in Article V of the Articles of Incorporation, or a plan of merger or consolidation, shall be mailed or delivered not less than 25 or more than 50 days prior to the meeting and shall be accompanied by a copy of the proposed articles of amendment or plan of merger or consolidation.

Upon the mailing or delivery of any notices of annual or special meeting, the membership books of the corporation shall be closed and the list of members eligible to vote shall be made up. Any persons applying for membership or reinstatement between the closing of the books and the end of the meeting shall become eligible to vote after the meeting is adjourned.

Section 5. A resident member may vote in person or by proxy designated in writing. Such proxy may be limited to voting in a specific way on a specific matter or may be a general proxy to vote in any manner on any question. Any proxy will expire at the close of the following annual meeting. Any proxy may be canceled by notice of cancellation in writing delivered to the Secretary of the Corporation. All proxies must be submitted to the Presiding Officer for validation and retention before being voted.

Section 6. Non-resident members have no right to vote, but may attend all meeting of members and present matters for consideration of the members and speak on any matter.

Section 7. Robert's Rules of Order Revised shall govern all meetings except where these By-Laws conflict therewith.

ARTICLE III -- Election of Directors

Section 1. The Board of Directors shall be composed of 18 members, elected for two years in overlapping terms, such that nine members are elected each year.

The Nominating Committee, chaired by the Vice President, shall submit a proposed slate of at least 12 candidates for each annual election for the approval of the Board of Directors not less than one month prior to the annual meeting. Additional candidates may be added by a majority of the directors present. Space shall be provided on the official ballot for the names of write-in candidates. The Board of Directors shall have the prerogative of designating up to three candidates as its own candidates for Board membership, subject to confirmation by the community in the balloting process

Section 2. The President of the Corporation and the Vice President shall prepare an official ballot and establish voting procedures in conformance with these By-Laws. The Vice President shall appoint tellers to count ballots and certify the election results. No person nominated for the Board of Directors shall serve as teller.

The Secretary shall mail or have delivered to each qualified household not less than 10 days prior to the annual meeting an official ballot and voting instructions and an envelope marked "Official Ballot H.R.A.C.A, Inc."

The ballots must be sealed and delivered to the Secretary in the envelopes provided prior to the closing of the polls either by mail or personal delivery. The Secretary shall, at the closing of the polls, deliver unopened to the tellers all such ballots.

The tellers shall be responsible for counting the ballots and reporting to the membership at the annual meeting the result of the vote.

Section 3. The 9 candidates receiving the highest number of votes from the members at the annual meeting will be elected as Directors of the Corporation to manage its affairs. Those candidates placing 10th, 11th, and 12th in total number of votes received shall be designated as alternates eligible in numerical order to fill, at the request of the President, any vacancy that may occur on the Board that year. In voting for Directors, each member may cast one vote for each position to filled, without cumulation. The term of office of Directors shall be two years.

Section 4. A member of the Board of Directors may withdraw from the Board by submitting his resignation in writing to the President, such resignation to be effective as of the date of the next succeeding regular Board meeting after the letter of resignation is received by the President.

Section 5. When a vacancy occurs on the Board of Directors and none of the three alternates is available and willing to serve as Director, the Board of Directors shall promptly elect a director to fill the vacancy for the remainder of the unexpired term.

ARTICLE IV -- Meeting of Directors

Section 1. A regular meeting of the Board of Directors shall be held during each calendar month within Holmes Run Acres, Fairfax County, Virginia, such meeting to be open to all members and the time and place which shall be fixed by the President shall be announced at least two weeks prior to the meeting.

Section 2. Special meetings of the Board of Directors may be called by the President or by any three members of the Board of Directors. Notice of each such special meeting shall be given, in person or by mail, to each member of the Board of Directors.

Section 3. Seven Directors shall constitute a quorum at each regular or special meeting of the Board of Directors.

Section 4. Robert's Rules of Order Revised shall govern all meetings except where these By-Laws conflict therewith.

ARTICLE V -- Officers

Section 1. The officers of the Corporation shall be President, a Vice President, a Treasurer, and Assistant Treasurer, a Secretary and Assistant Secretary, all of whom shall be elected by the Board of Directors. The President may appoint a Parliamentarian. All of the foregoing officers, with the exception of the Assistant Treasurer and Assistant Secretary, must be Directors, and all of the foregoing officers must be members of the Corporation. Provided, however, that the term of office of all officers shall be deemed to continue until their successors are named at the first regular or special meeting of the Board of Directors following the annual meeting of the members. Any vacancies in the aforesaid offices shall be filled by vote of the Board of Directors, with the exception that the President may appoint a Parliamentarian if that office is vacant. Only members of the Board of Directors at the time the vacancy occurs shall be eligible for the offices of President and Vice President.

Section 2. The President shall preside at all meetings of the members and Board of Directors when present. The President shall perform such other duties as customarily pertain to the office of President or which may be directed to perform by resolution of the Board of Directors. The President shall conduct all correspondence of the Corporation.

Section 3. The Vice President shall have and exercise all the powers, authority and duties of the President during the absence of the latter, or if the President is unable to act. The Vice President shall be an ex-officio member of all standing or special committees.

Section 4. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Directors at the regular meetings of the Board, and whenever requested by them, an account of all transactions as Treasurer, as well as the financial condition of the Corporation. In case of death, resignation, retirement or removal from office, all books, papers, vouchers, money and property of whatsoever kind and wheresoever situate, in possession or under control, belonging to the Corporation shall be restored to the Corporation. The Treasurer shall prepare such tax reports as local, state and federal authorities may require.

Section 5. The Assistant Treasurer shall have and execute all powers, authority and duties of the Treasurer during the absence of the latter, or if the Treasurer is unable to act.

Section 6. The Secretary shall prepare and maintain full minutes of all meetings of the members and of the Board of Directors. The Secretary shall maintain the membership books of the Corporation and shall have custody of all records and valuable papers of the Corporation other than those required to be in possession of the Treasurer.

Section 7. The Assistant Secretary shall have and exercise all the powers, authority and duties of the Secretary during the absence of the latter, or if the Secretary is unable to act.

Section 8. With approval of the Board of Directors the President may appoint or hire any assistants the Treasurer or Secretary may need to perform their duties. Such assistants shall not be officers of the Corporation.

Section 9. The Board will annually appoint or reappoint an Editor of the *Holmes Runner*; an Editor of the *Holmes Run Directory*, a Coordinator of the Neighborhood Watch, and a Historian-Archivist. These officers will be nonvoting, ex-officio members of the Board unless they have been separately elected to the Board. They will be expected to attend Board meetings when so requested by the President.

ARTICLE VI -- Committees

Section 1. The standing and special Committees and Subcommittees, as well as the chairpersons thereof, shall be appointed by the President with the approval of the Board of Directors. Each standing Committee shall consist of a chairman, who must be a Director, and at least two additional members.

Section 2. The Membership and Hospitality Committee shall be responsible for soliciting membership in the corporation, and for welcoming new residents to the community and acquainting them with our community and local facilities.

Section 3. The Community Facilities Committee shall be responsible for ascertaining the need for community facilities such as roadways, street signs, community houses, parks, ballparks, picnic areas, tennis courts and children's playgrounds, and shall conduct necessary preliminary

surveys associated with same, and provide management-supervision of any such facilities. (The committee, in carrying out its management-supervision responsibilities, shall consult with and cooperate with the appropriate government agencies.) The Committee shall have the responsibility for planning and supervising such community projects as street signs, and park and road clean-ups and other such projects for improving the community.

Section 4. The Civic Affairs Committee shall be responsible for representing the Corporation in the Fairfax County Federation of Civic Associations, for keeping the members informed of developments of interest to the community in county and state government, and for presenting the needs and wishes of the community to governmental agencies.

Section 5. The Youth Activities Committee shall be responsible for organizing such youth-oriented activities and entertainment programs.

Section 6. The Program and Social Activities Committee shall be responsible for providing adult programs, dinners, dances and other social activities.

Section 7. The Finance Committee shall consist of the President, Vice President, Treasurer, Assistant Treasurer and optionally one other member of the Civic Association not on the Board of Directors. It shall be responsible for the formulation and presentation of the annual budget to the Board of Directors for approval. The Committee shall also review any fund raising or fund dispersal proposals made during the year not covered in the annual budget. The Committee shall make appropriate recommendations to the Board of Directors on such review.

Section 8. Special Committees or Subcommittees shall be appointed by the President when the need arises. (Replaced May 10, 2003)

Section 9. Actions taken by standing Committees shall be valid until the next meeting of the Board of Directors, at which time they will be reported to the Board which will also adopt them as its own action or reject or modify them.

ARTICLE VII -- Finances

Section 1. The funds of the Corporation shall be deposited in such qualified depository or depositories as the Board of Directors may from time to time by resolution designate, and shall be deposited within 72 hours of their receipt; provided, however, that receipts in the aggregate of \$100.00 or less need not be deposited more often than once each week, and provided further that the Treasurer is authorized to establish and maintain a petty cash fund not to exceed \$50.00.

Section 2. All disbursements of funds of the Corporation shall be made by checks except for purchases of supplies by officers or committees or reimbursement to members of authorized expenses by them (see Article V, Section 1). The Treasurer shall be authorized to make payment of any such items in cash out of the petty cash fund. Other authorized or approved items shall be

paid by checks signed by any of the following officers: Treasurer, President or Vice President. The Assistant Treasurer shall also be authorized to make payments if an elected Director.

Section 3. Whenever funds on hand which are not obligated for disbursement within 90 days exceeds \$1,250.00, the Treasurer shall deposit them in savings accounts in F.D.I.C. insured banks or invest them in obligations of the United States or those guaranteed by the United States as to principal and interest. The specific form of security to be purchased shall be selected by a majority vote of the Directors present at the Board meeting wherein the question is presented. Funds of the Corporation may not be loaned to or invested with any officer, director, or shareholder of the Corporation or with any other person, agency or government instrumentality except where above provided.

Section 4. Any property of the Corporation may be transferred only after a two-thirds vote of the Board of Directors approving such transfer and in the case of real property only after such transfer has been approved by the members at a meeting specially called for that purpose.

Section 5. The accounts of the Corporation shall be audited at least once annually by a person or persons independent of the Board of Directors, and the annual audit, a report of which is hereby required to be submitted to the members at the annual meeting, shall be performed in accordance with standards of generally accepted accounting principles.

ARTICLE VIII -- Amendments to the By-Laws

Section 1. Amendments to these By-Laws may be adopted by the affirmative vote of two-thirds of the Directors present at a regular or special meeting of the Board of Directors, if notice that amendments to these By-Laws will be proposed at such meeting has been furnished to each member of the Board, in person or by mail, at least five days before the date of such meeting. Such amendments shall be reported to the members of the Corporation within one calendar month after adoption, and they shall be effective from adoption by the Board of Directors unless rejected by a majority of the voting members present at a duly called meeting of the membership, or until subsequent change is made therein by the Board of Directors.

Section 2. Amendments to these By-Laws may be adopted by the affirmative vote of a majority of the members at a duly held meeting of the membership, provided that (a) five members submit such amendment or amendments in writing to the Secretary at least 20 days prior to mailing of the notice of the meeting, or (b) the Board of Directors votes to submit an amendment or amendments for consideration of the members. Notice that an amendment or amendments proposed under Sections 2(a) or 2(b) will be considered shall be included in the notice of the meeting.

ARTICLE IX -- Voting

Each eligible resident member shall be entitled to one vote on all issues coming before the membership.