

HOLMES RUN ACRES CIVIC ASSOCIATION, INC.
BYLAWS

Revised and amended December 2023

100 NAME AND OBJECTIVES

101.1 The name of the Association shall be The Holmes Run Acres Civic Association, Incorporated (HRACA) (herein: Association), a not-for-profit community association devoted to preserving the community's traditions, architecture and appearance by representing it before the local legislature and administrative agencies in maintenance, zoning, traffic and parking matters, registered and operating under Article 501(c)(4) of the U.S. Internal Revenue Service Code.

101.2 The objectives of the Association shall be:

- a. to promote social welfare in furtherance of the common good and general welfare of the residents of the Holmes Run Acres neighborhood,
- b. to preserve the historic legacy and enhance the livability of the neighborhood by maintaining a beautiful, safe and healthy environment,
- c. to foster a forum for addressing issues that affect the neighborhood,
- d. to encourage the residents to become involved in community affairs,
- e. to represent the needs and concerns of the community at the County and other local government agencies and citizen groups,
- f. to create a greater sense of neighborhood cohesion by providing social activities.

101.3 Office: Unless designated otherwise by the Board of Directors, the Association's principal office shall be the residence of the Association's President.

102 MEMBERSHIP

102.1 Resident Members: All persons 18 years of age, living or maintaining a residence within Holmes Run Acres in Fairfax County, Virginia are eligible for Association membership upon application and payment of dues. Such members shall have full voting rights and be eligible to hold any office of the corporation.

102.2 Boundaries: For the purposes of resident membership, the boundaries of the Association shall be the area of the Holmes Run Acres (HRA) subdivision in Fairfax County, Virginia. The

HRA subdivision comprises the subdivisions numbered 8 and 13 on Sheet 59-2 and the subdivisions numbered 2, 35, and 37 on Sheet 60-1 of the County of Fairfax Cadastral Map, Revised January 1, 2023 (Attached).

102.3 Non-Resident Members: All persons 18 years of age who own property in Holmes Run Acres but do not reside therein, or who formerly have held resident membership in the corporation but no longer live in Holmes Run Acres, are eligible for such membership upon application and payment of dues.

- a. The eligibility of non-resident members shall be verified by Membership and Hospitality Committee.
- b. 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 or hold office on the Board of Directors.

102.4 -The membership year shall be as determined by the Board. Applications for membership shall be made on the form provided by the Association and shall be accompanied by the prescribed dues.

103 MEMBERSHIP DUES

103.1 Membership dues shall be determined and assessed annually by the Board.

- a. All persons eligible for membership and living at the same household address shall be entitled to membership by paying a single membership dues amount.
- b. 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.

103.2 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.

103.3 A record of the names and addresses of the members shall be kept by the chair of the Membership and Hospitality Committee.

104 MEMBERSHIP MEETINGS

104.1 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.

104.2 Special Meetings of the members may be called by the President or by a majority of the Board. Special meetings shall also be called upon the written request of not fewer than twenty members in good standing submitted to the Board through the President, the Vice President, or the Secretary.

104.3 The order of business at the annual meeting of the members shall include the following:

- Reading of notice.
- Approval of the agenda
- Approval of minutes of last preceding annual membership meeting
- Report of the President
- Report of the Vice President
- Report of the Secretary
- Report of the Treasurer
- Reports of the Standing and Special Committees
- Elections of Directors.
- Transactions of business mentioned in notice.
- Transaction of new business
- Recognition of members and presentation of awards if any
- Adjournment

Additional agenda items may be added by the Board and included in the notice, or at the meeting, as needed. Once approved, the agenda may be changed only by a unanimous consent or a 2/3 vote majority.

104.4 Notices of the annual meeting, or any special meeting, shall be delivered to each member household, not less than 10 nor more than 50 days prior to the date of the meeting, stating the place, day, time and purpose of the meeting.

104.5 The notice for a special meeting called for the purpose of amending the Articles of Incorporation or the Bylaws, or to consider a proposal for merger or consolidation, shall be 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.

104.6 Upon the 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.

104.7 Members attending the annual or any special meeting shall constitute the quorum.

104.8 A resident member may vote in person or by proxy designated in writing. Such proxy may be limited to voting on a specific matter or may be a general proxy to vote on any question. All proxies must be submitted to the Membership and Hospitality Committee chair for validation and retention before being voted. Any proxy may be canceled in writing. Any proxy will expire at the close of the meeting.

104.9 Non-resident members have no vote but may attend all meetings of members and present matters for consideration of the members and speak on any matter.

105 PARLIAMENTARY AUTHORITY: The current edition of Robert's Rules of Order Newly Revised (RONR) shall govern all meetings except where otherwise provided by these bylaws and special rules adopted by the Association.

106 ELECTION OF DIRECTORS

106.1 Eighteen (18) Directors shall be elected for a two-year term of office, in staggered terms, with nine (9) members elected annually. All Directors must be members of the Association.

106.2 A Nominating Committee, chaired by the Vice President, shall submit to the Board a proposed slate of candidates for each annual election not less than one month prior to the annual meeting.

106.3 The Vice President shall prepare an official ballot, including information about the candidates, the voting directions, as specified by the Board. Space shall be provided on the ballot for names of write-in candidates.

106.4 Ballots to each eligible member shall be delivered to member household no less than ten (10) days prior to the annual meeting.

106.5 Completed ballots shall be returned as directed by the Board or may be submitted to the election tellers at the annual meeting. Ballots submitted after the votes have been counted will not be accepted.

106.6 The Vice President shall appoint tellers at the annual meeting to count ballots and certify and report the election results. No person nominated for the Board shall serve as teller.

106.7 The nine (9) candidates receiving the highest number of votes shall be elected as Directors of the Association. Candidates placing 10th, 11th, and 12th in 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.

106.8 If fourteen (14) days prior to the election the number of candidates is fewer than or equal to the number of the positions to be filled, no paper ballots shall be required. The names and information about the candidates shall be provided to the members of the HRACA. The election shall be held by a *viva-voce* vote at the annual meeting by adopting a motion for election by acclamation, or unanimous consent. Any nominations at the meeting from the floor shall be designated to be eligible alternates and vacancies on the Board shall be filled as provided herein for filling vacancies.

106.9 A Director may withdraw from the Board by submitting a resignation in writing to the President. Such resignation shall be effective as of the date of the next succeeding regular Board meeting after the letter of resignation has been received by the President.

106.10 When a vacancy occurs on the Board, and none of the three alternates is available and willing to serve as Director, the Board shall promptly elect from the Association membership a Director to fill the vacancy for the remainder of the unexpired term.

107 OFFICERS

107.1 The Officers of the Association 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. The President may appoint a Parliamentarian.

107.2 All of the Officers, except for the Assistant Treasurer and Assistant Secretary, must be Directors, and all of the Officers must be members of the Association. The term of office of all Officers shall continue until their successors are named at the first regular or special meeting of the Board following the annual meeting.

107.3 A vacancy in any office shall be filled by vote of the Board, with the exception that the President may appoint a Parliamentarian if that office is vacant. Only a Director shall be eligible to fill vacancies for the offices of President and Vice President.

107.4 The President shall preside at all meetings of members and of the Board. The President shall perform such other duties as customarily pertain to the office of President or which may be directed to be performed by resolution of the Board, The President shall oversee all correspondence of the Association.

107.5 In President's absence, or if the President is unable to act, the Vice President shall have and shall exercise all the powers, authority and shall perform the duties of the President. The Vice President shall be an ex officio member of all standing or special committees.

107.6 The Treasurer shall:

- a. manage income and expenses of the Association, shall keep the necessary accounting books and records, and shall obtain vouchers for all disbursements and record of payment by the Association's credit card;
- b. keep the Association funds in a bank account, which also shall be accessible to the President. The checking account established in the name of the Association shall provide for signature on the checks either by the Treasurer, the President or the Vice President;
- c. prepare for Board's approval an annual budget and shall prepare and submit the required local, state and federal tax reports;
- d. the Treasurer shall submit a monthly report of all income and expenses of the Association, accompanied by the bank data, if any.

107.7 During Treasurer's absence or if the Treasurer is unable to act, the Assistant Treasurer shall have and shall execute all powers, authority and duties of the Treasurer.

107.8 The Secretary shall take and keep the minutes of all meetings of the Board and shall have custody of all records and valuable papers of the Association other than those required to be in possession of the Treasurer. All correspondence and other records of the Association shall be kept in the HRACA "cloud" depository accessible to the Board.

107.9 During Secretary's absence or if the Secretary is unable to act, the Assistant Secretary shall have and exercise all the powers, authority and duties of the Secretary.

107.10 With approval of the Board 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 Association.

107.11 The Board shall annually appoint or reappoint the Editor(s) of the *Holmes Runner*; the Editor of the Holmes Run Acres Directory, the Coordinator(s) of the Neighborhood Watch, the Internet Web Coordinator, and a Historian-Archivist. These Officers shall 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 and to submit a report of their activities when so requested by the President.

107.12 Within fifteen (15) days after conclusion of their term in office all officers shall deliver to their successors all records and other property belonging to the Association.

108 MEETING OF DIRECTORS

108.1 A regular meeting of the Board shall be held on the first Wednesday of the month, at a time and location decided by the Board, or at another date set by majority vote of the Board. Provisions to attend virtually may be made available as needed. Board meetings shall be open to all members of the Association and the time and place shall be announced at least ten (10) days prior to the meeting.

108.2 Special meetings of the Board may be called by the President or upon request of any three Directors. Notice of such special meeting shall be given to all Directors.

108.3 A majority of the Board shall constitute a quorum at a regular or special meeting of the Board.

108.4 Unless these bylaws or the parliamentary rules require a qualified majority, the Majority Vote shall mean majority of members voting.

108.5 In President's absence, or if the President is unable to act, the Vice President shall perform the duties of the President.

109 ELECTRONIC MEETINGS

109.1 As conditions mandate, the Board and members may meet electronically, using the internet integrating audio, video, text display and voting capabilities, and, if feasible and available, electronic participation in all meetings may be provided to all members.

109.2 Such meetings shall be conducted following the Rules for Electronic Meetings as published separately and provided to all members of the Association.

110 STANDING COMMITTEES

110.1 The President, with the approval of the Board, shall appoint the members and the chairs of all standing and special Committees and Subcommittees.

- a. Each standing Committee shall consist of a chair, who must be a Director, and at least two additional members. All Directors shall serve on at least one Standing Committee.
- b. Additional members of the Association may be invited or appointed to serve on any Committee with voice but no vote.

110.2 The Civic Affairs Committee shall be responsible for representing the Association 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.

110.3 The Community Facilities Committee shall promote safe, beautiful, and serviceable conditions of community facilities such as entrance signage, roadways, street signs, parks, ballparks, picnic areas, tennis courts, children's playgrounds and other public spaces within the community.

- a. The Committee shall monitor, observe and report the need for upkeep, management and supervision of any such facilities.
- b. The Committee shall consult with and cooperate with the appropriate government agencies or other parties in charge of the public facilities.
- c. The Committee shall oversee community projects such as obtaining the needed street signs, speed calming methods, park and road clean-ups and other such projects for improving the community.

110.4 The Membership and Hospitality Committee shall be responsible for soliciting membership in the Association, verifying their eligibility for official purposes including but not limited to the election of Directors and participation in meetings, and for welcoming new residents to the community, and acquainting them with the HRA community and local facilities. This Committee shall keep the list of current and past members of the Association.

110.5 The Social and Youth Activities Committee shall be responsible for providing adult programs, dinners, dances and other social activities and organizing youth- oriented activities and entertainment programs.

110.6 Actions taken by Standing Committees shall be valid until the next meeting of the Board, at which time they will be reported for Board's review, modification and approval.

110.7 As needed, the President, with the concurrence of the Board, may appoint or dissolve Special ad hoc Committees or Subcommittees.

111 FINANCES

111.1 The funds of the Association shall be deposited in such qualified depository or depositories as the Board may designate and shall be deposited within 72 (seventy-two) 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.

111.2 All disbursements of funds of the Association shall be made by bank cards, checks, or other suitable electronic means signed or authorized by any of the following Officers: the Treasurer, the President or the Vice President. The Assistant Treasurer shall also be authorized to make payments if an elected Director.

111.3 Whenever funds on hand which are not obligated for disbursement within 90 days exceed \$1,250.00, the Treasurer may deposit them in savings accounts in F.D.I.C. insured bank.

111.4 Funds of the Association may not be loaned to or invested with any officer, director, or member of the Association, or with any other person, agency or government instrumentality except as provided above.

111.5 Directors shall not be compensated for their services other than reimbursement for properly documented expenses incurred on behalf of the Association.

111.6 Any expenses or payments in amounts over \$50 (fifty dollars) not included in the annual or special budgets must be approved by the Board before they are incurred or paid.

111.5 Any property of the Association 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.

111.5 The accounts of the Association shall be audited annually by a person or persons independent of the Board, and the report of the audit shall be submitted to the members at the annual meeting. The audit shall conform to the generally accepted accounting standards.

112 AMENDMENTS TO THE BYLAWS

112.1 The bylaws may be amended by a two-thirds (2/3) majority vote of the Directors present at a regular or special meeting of the Board of Directors.

- a. Notice of the proposed amendments shall be provided to each member of the Board five days before the date of such meeting.

- b. Upon their adoption, the amendments shall be promptly made available to the members the Association.
- c. Amendments shall be effective from the date of their adoption by the Board unless rejected by a majority of members present at a meeting of the membership.

112.2 The bylaws also may be amended by a two-thirds (2/3) majority vote at a meeting of the membership.

- a. Five members of the Association may submit such amendment or amendments to the Secretary at least twenty (20) days prior to posting of the notice of the meeting,
- b. The Board may vote to submit an amendment or amendments for consideration of the members. The proposed amendment or amendments shall be included in the notice of the meeting.
- c. Proposed amendments must conform to the format of the bylaws, indicating by number and letter the article of the bylaws to be amended. Text proposed for deletion should be shown by a ~~striketrough~~ and proposed new text should be underlined. A short note explaining the reason for the proposed amendment should be included.
