

# Bylaws of Mason Neck Citizens Association, Inc.

## ARTICLE ONE

### General Provisions

**1. Name.** The name of the corporation, as established in the Articles of Incorporation, is Mason Neck Citizens Association, Inc., hereinafter referred to as the "Association". The Association is a Virginia nonprofit, nonstock corporation incorporated under the Virginia Nonstock Corporation Act, Chapter 10 of Title 13.1 of the Code of Virginia.

**2. Principal Office.** The principal office of the Association shall be located within the Commonwealth of Virginia at such place as the Board of Directors shall designate from time to time.

**3. Registered Agent and Registered Office.** The Association shall continuously maintain within the Commonwealth of Virginia a registered office and a registered agent. The registered agent shall be a resident of Virginia who is an officer or director of the Association or a member of the Virginia State Bar or a registered professional corporation. The registered office of the Association shall be identical with the business office of the registered agent. The registered office and the registered agent shall be designated by the Board of Directors. The sole duty of the registered agent is to forward to the Association any notice that is served on the registered agent. The registered agent is the Association's agent for service of process, notice, or demand required or permitted by law to be served on the corporation.

**4. Association Area.** The Association Area is essentially defined as the Mason Neck peninsula from Old Colchester Road eastwards. It includes all properties on Old Colchester Road from Pohick Creek to the Occoquan River, properties on Furnace Road between Old Colchester Road and the railroad underpass, and properties on Gunston Road from the western boundary of Indian Springs Farm to Old Colchester Road. The Association Area is hereinafter referred to as the Mason Neck Community.

**5. Purpose of the Association.** The Association is a civic association which is not organized for profit and which shall not be operated for profit. Its purpose is to bring about civic betterments and promote the common good and general welfare of all the people residing in the Mason Neck Community; to promote the preservation of the historic, archaeological, and environmental resources of Mason Neck, and to educate the community and public in general of the unique resources of Mason Neck. The Association is organized exclusively for charitable, educational, and scientific purposes, including for such purposes the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code.)

**6. Disposition of Assets upon Dissolution.** Upon dissolution of the Association, the assets of the Association shall be distributed For one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any Future Federal tax code, or shall be distributed to the Federal government, or to a state or local government for a public purpose.

7. No part of the net earnings of the Association shall inure to the benefit of or be distributable to its members, trustees, directors, officers, or other private persons, except that the association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c) (3) purposes.

8. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. The association may, however, make its position known on issues affecting Mason Neck, consistent with its Mission Statement, through resolutions passed by its Board of Directors and/or by a vote of the full membership.

**9. Communications between the Board of Directors and the members of the Association.** For reasons of cost and speed, the primary means of communication shall be by electronic mail, and information will also be posted regularly on the Association's web site (masonneck.org). However, any member may opt to receive written notification of meetings and other important events, by sending a request to the Association's post office box, or by contacting the Secretary. The Association also shall send at least one written notice annually to all postal addresses in the Association area informing them of the communications policy.

## ARTICLE TWO

### Members

**1. Qualifications and Voting Rights.** The Association shall have one class of members. Any person who lives in or owns residential property located within the Mason Neck Community shall be entitled to membership in the Association upon payment of the Association's annual dues, if any. Each member in good standing shall have the right to vote at all meetings of the members on all matters which are otherwise submitted to the members for decision. Each member in good standing shall have one vote. Adult persons living in the same household may share a membership and its single vote, or they may each be a separate dues-paying member.

**2. Annual Dues.** The annual membership dues shall be for the calendar year, beginning on January 1 and ending on December 31 of each year. The membership shall fix the

amount of the annual membership dues at the annual election meeting, to take effect the following year, and shall provide notice to each member, by no later than December 31. The dues shall be due on January 1 of each year. The Board of Directors may prorate the dues for a member who acquires residential property or moves into the Association Area during the calendar year.

## **ARTICLE THREE**

### **Meetings of Association Members**

**1. Annual Meeting.** The Association shall hold an annual meeting of the members of the Association in the month of May or June each year, at a date, time, and place determined by the Board of Directors. The annual meeting shall elect the members of the Board of Directors, receive reports by the President and the Treasurer, and transact such other business as may come before the meeting.

**2. Special Meetings.** A special meeting of the members may be called by the President, a majority of the Board of Directors, or one third (1/3) of the members in good standing. The purpose of the meeting shall be stated in the call.

**3. Notice of Meetings.** The Association shall give each member notice of the date, time, and place of each annual and special meeting of the members and of the purpose of any special meeting. Such notice of the annual or special meeting shall be given, no less than ten (10) nor more than sixty (60) days before the date of the annual or special meeting, except that notice of a members' meeting to act on an amendment of the Articles of Incorporation, a plan of merger, a proposed sale of assets pursuant to Section 13.1900 of the Code of Virginia, or the dissolution of the corporation shall be given not less than twenty-five (25) nor more than sixty (60) days before the meeting. Notice of a meeting may be given by written or email communication which shall be delivered to each member, as specified in Article One, Paragraph 9.

**4. Voting.** All members in good standing shall be entitled to vote on matters of interest to the Association. Voting for election of Officers and Directors may be done by a ballot sent to the Association's address or delivered in person at the annual meeting for elections. All voting on issues of the Association other than for election of Officers and Directors must be in person at the time of the meeting during which the issue(s) is (are) discussed.

**5. Quorum.** Members holding 15% of the votes entitled to be cast represented in person-- shall constitute a quorum. The vote of a majority of the votes entitled to be cast by the members present at a meeting which a quorum is present shall be necessary for the adoption of any matter voted upon by the members unless a greater proportion is required by other provisions of the Bylaws, the Articles of Incorporation, or Virginia law. Once a

member is present at a meeting, that member is deemed present for quorum purposes for the remainder of the meeting and for adjournment of that meeting.

## ARTICLE FOUR

### Board of Directors

**1. Duties of the Board of Directors.** All corporate powers shall be exercised by or under the authority of a Board of Directors, which is vested with the management of the business of the Association. The business of the Association shall be managed under the direction of the Board of Directors.

**2. Number and Qualifications of Directors.** The Board of Directors shall consist of nine (9) to fifteen (15) members, including officers and the immediate past president of the Association. Directors shall be residents of the Mason Neck Community and members of the Association. From time to time the members may elect honorary directors to the Board who shall serve for a term that shall be determined at the time of their election. The term "director" shall refer to all members of the Board, including the officers.

**3. The Board of Directors shall include a President, a Vice President, a Secretary, a Treasurer, and such other officers as determined by the Board.** The same person may simultaneously hold more than one office except that the offices of President and Treasurer shall be held by different persons.

**4. Election and Term of Office of Directors.** Directors of the Association shall be elected at the annual meeting of members, usually in May, and no later than June.

**(4A)** The Board of Directors shall appoint a Nominating Committee. The Nominating Committee shall be composed of five (5) members in good standing of the Association with the Chair being the immediate past president (the individual to hold that office last before the current president) and four (4) other members of the Association in good standing.

**(4B)** A list of nominations from the Nominating Committee shall be sent to eligible members at least thirty (30) days before the election. Anyone wishing to run for office who was not nominated by the Nominating Committee shall submit to the Secretary their name and a brief written statement, giving the reason for wanting to be elected to the Association Board. A candidate's statement is required and is limited to one half of one 8.5x11 page, typed, single spaced.

**(4C)** Each candidate's statement must be received no later than 14 days prior to the election.

(4D) Each candidate's name and statement, and a ballot, shall be sent to all Association members no later than ten (10) days before the election. The ballots shall indicate those who have been nominated by the Nominating Committee. Ballots will also be available at the Annual Meeting.

(4E) Voters may a) mail their ballots to the address of the Association; ballots must be received no later than one day prior to the election or b) if voting in person, deliver the ballot at the annual membership meeting.

(4F) All ballots shall either indicate the voter's name and address on the ballot, or be in a sealed envelope bearing the voter's name and address in legible form. Dues for the current year's membership may be enclosed with the ballot.

(4G) At the annual election meeting, the names of voters will be checked against the membership list (or if membership dues are enclosed, the voter will be added to the current membership roster). The ballot will be given to the elections officers for subsequent counting of the ballots.

(4H) The term of office for a director shall be until the following year's election-

**5. Resignation of Directors.** A Director may resign at any time by delivering written notice to the Board of Directors, the President, or the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

**6. Removal of Directors.** The members may remove a Director with or without cause. A Director may be removed only at a meeting of the members called for the purpose of removing the Director, which purpose shall be stated in the notice of the meeting. Notwithstanding the above, the Board of Directors may, by a majority vote, remove a Director who has missed three consecutive regularly scheduled meetings of the Board and they may remove any officer at any time with or without cause.

**7. Vacancy on Board of Directors.** If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of Directors, the members may fill the vacancy, the Board of Directors may fill the vacancy, or if the Directors remaining in office constitute fewer than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of the Directors remaining in office. A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date, may be filled before the vacancy occurs, but the new Director may not take office until the vacancy occurs. A Director elected to fill a vacancy shall hold office until the next annual meeting of the members and until his or her successor has been elected and has qualified.

**8. Meetings of the Board.** An annual meeting of the Board of Directors shall be held each year preceding the annual meeting of the members. The annual meeting shall be held at such date, time, and place as shall be fixed by the Board. In addition to the annual

meeting of the Board, regular meetings of the Board may be held at any time whenever called by the President or any three (3) Directors. The Board of Directors shall meet at least once every two months at such time, place, and manner as determined by the President in consultation with the other members of the Board.

**9. Quorum and Voting by Directors.** A quorum of the Board of Directors shall consist of a majority of the fixed number of Directors. If a quorum is present when a vote is taken, the affirmative vote of the majority of the Directors present shall be the act of the Board of Directors unless another provision of these Bylaws requires the vote of a greater number of Directors. A Director cannot vote by proxy. A Director who is present at a meeting of the Board of Directors when Board action is taken is deemed to have assented to the action taken unless: (i) the Director objects at the beginning of the meeting, or promptly upon arrival, to holding the meeting or transacting specified business at the meeting; or (ii) the Director votes against, or abstains from, the action taken.

**10. Notice of Board Meetings.** Notice of each meeting or special meeting of the Board shall be given to each Director as prescribed by resolution of the Board in a meeting prior to the notice. Notice of each regular meeting of the Board shall be given to each Director orally or in writing or by e-mail to an address provided by the-Director.

**11. Committees.** The Board of Directors may create one or more committees and appoint one or more Directors, as well as other Association members, to a committee who shall serve at the pleasure of the Board.

**12. Action Without a Meeting of the Board.** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a majority of the members of the Board consent to such action, either in writing or by email. The action shall be evidenced by one or more written consents stating the action taken, signed by each Director either before or after the action taken, and included in the minutes or filed with the Association's records. Such Board action becomes effective when the last Director signs the consent unless the consent specifies a different effective date, in which event the action taken is effective as of the date specified therein, provided the consent states the date of execution by each Director.

**13. General Standard of Conduct for Directors.** A Director shall discharge his duties as a Director, including his duties as an officer or as a member of a committee, in accordance with his good faith judgment of the best interests of the Association.

**14.** Meetings of the Board of Directors shall be open to members of the Association in good standing.

**15.** In case of emergency requiring prompt action the Board may take action in accordance with the general policies of the Association and in the name of the Association, subject to subsequent approval by the membership.

## **ARTICLE FIVE**

## **Duties of Officers**

**1. Duties of the President.** The President shall serve as the chief executive officer of the Association. The President shall preside at all meetings of the members of the Association and of the Board of Directors; sign or authorize the signature of all Association correspondence; be an alternative signatory on checks on Association bank accounts; countersign all Association checks; perform all duties customary to the office of president. and conduct or supervise all of the affairs of the Association in accordance with policies approved by the Board of Directors.

**2. Duties of the Vice President.** The Vice President shall perform the duties of the President in the absence of the President. The Vice President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe by resolution or as the President may from time to time provide, subject to the powers and the supervision of the Board of Directors. The Vice President shall counter sign all Association checks in absence of the President.

**3. Duties of the Treasurer.** The Treasurer shall have the custody of, and be responsible for, all Funds of the Association. The Treasurer shall keep complete and accurate accounts of all receipts and disbursements of the Association: deposit all monies of the Association in a banking institution approved by the Board of Directors; sign appropriate documents for authorized withdrawal of funds of the Association; make an annual report at the Annual Meeting of the Members; and perform all duties incident to the office of Treasurer, subject to the supervision of the Board of Directors. The Treasurer shall make payment of accounts owed by the Association provided that Association checks shall be countersigned by the President or the Vice President. IF the Board of Directors authorizes, the Treasurer may establish and maintain a petty cash account for which the Treasurer shall be responsible. (If required by the Board of Directors, the Treasurer shall give such bond or security for the faithful performance of his or her duties as the Board of Directors may require for which the Treasurer shall be reimbursed by the Association.)

**4. Duties of the Secretary.** The secretary shall take minutes at all Board meeting, including the location, start and end times, names of all persons in attendance, a brief summary of issues discussed, and the exact text of any resolutions or other statements approved by the Board.

## **ARTICLE SIX**

### **Amendments**

**1. Amendment of the Bylaws.** These Bylaws may be amended in part or in whole by the vote of two-thirds (2/3) of the members in good standing present and voting at a meeting of the Association membership at which a quorum is present, provided that prior notice of the proposed amendments shall have been distributed to the members at least twenty-five (25) days prior to a meeting of the members.

# ARTICLE SEVEN

## Miscellaneous

**1. Fiscal Year.** The fiscal year of the Association shall be the calendar year or such other period as may be fixed by the Board of Directors.

**2. Association Records.** The Association shall keep as permanent records minutes of all meetings of its members and Board of Directors, a record of all actions taken by the members or Board of Directors without a meeting, and a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Association. The Association shall also maintain appropriate accounting records and a record of its members.

**(2A)** The Association shall keep a copy of its Articles of Incorporation and all amendments thereto, its Bylaws and amendments thereto, all written communications to members generally within the past three years, a list of the names and business addresses of its current Directors and officers, and its most recent annual report to the Virginia State Corporation Commission. The President shall appoint two Board members to conduct an annual audit of the financial records of the Association.

**3.** Business shall be conducted in accordance with Robert's Rules of Order, which shall govern the Association in all cases, in which they are applicable, provided they are not inconsistent with the Bylaws or special rules of order of the Association.

# ARTICLE EIGHT

## Indemnification of Directors and Officers

**1.** The Association shall indemnify a director or an officer who entirely prevails in the defense of any proceeding to which he or she was a party because he or she is or was a director or officer of the Association against reasonable expenses incurred by the director or officer in connection with the proceeding. The Association may indemnify an individual made a party to a proceeding because he or she is or was a director against liability incurred in the proceeding if:

**(1A)** He or she conducted himself or herself in good faith;

**(1B)** He or she believed:

**(1C)** In the case of conduct in his or her official capacity with the corporation that his or her conduct was in the best interests of the Association; and

**(1D)** In all other cases, that his or her conduct was at least not opposed to the best interests of the Association; and



**(1E)** In the case of any criminal proceeding, he or she had no reasonable cause to believe that his or her conduct was unlawful.

**2.** "Liability" means the obligation to pay a judgment, Settlement, penalty, fine, or reasonable expenses incurred with respect to a proceeding. "Expenses" includes counsel fees. The Association may not indemnify a director or officer under this paragraph:

**(2A)** In connection with a proceeding by or in the right of the Association in which the director or officer was adjudged liable to the Association; or

**(2B)** In connection with any other proceeding charging improper personal benefit was improperly received by him or her. Indemnification permitted under this paragraph in connection with a proceeding by or in the right of the Association is limited to reasonable expenses incurred in connection with the proceeding.