

BYLAWS OF THE FAIRLINGTON CITIZENS ASSOCIATION, INC.

ARTICLE I – NAME

The name of this organization shall be the Fairlington Citizens Association, Inc.

ARTICLE II – PURPOSE

Section 1. The purpose of this organization shall be to unite the influence and endeavors of the Fairlington community by promoting, through purposeful and constructive cooperation, activities to make Arlington, and specifically Fairlington, a better community in which to live. Areas of activity may include, but are not limited to, such issues as transportation, traffic control, 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/Homeowner Associations. Coordination of activities, however, is encouraged.

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

ARTICLE III – MEMBERSHIP

Section 1. Any resident and/or owner of Fairlington who is interested in the objectives of this organization shall be eligible for membership. The dues of this organization shall be set by the Executive Board. The membership year shall be the calendar year

Section 2. The fiscal year shall be the calendar year.

ARTICLE IV - MEETINGS

Section 1. Regular Meetings of the Executive Board shall be held on the second Tuesday of the month, unless otherwise determined by the Executive Board. Notification of regular meetings or changes to the meeting schedules shall be published in the *All Fairlington Bulletin*.

Section 2. The December meeting shall be known as the Annual Meeting. It shall be for the purpose of electing officers and Executive Board members; 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 and shall be called upon the written request of ten (10) members of the organization. Notice of the business to be transacted shall be given to the membership in the call of a Special Meeting. Not less than ten (10) days' and no more than sixty (60) days' notice shall be given in writing.

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

Section 5. Voting on any subject shall be by simple majority except as otherwise specified in these Bylaws.

ARTICLE V - OFFICERS AND ELECTIONS

Section 1. The officers of this organization shall be President, Vice President, Secretary, Treasurer. There shall also be five (5) Directors. The Executive Board shall be elected at the Annual Meeting and shall hold office for a term of one (1) year, or until their successors are elected. No member shall hold more than one (1) office at any one time.

Section 2. Not later than forty-five (45) days prior to the Annual Meeting, a Nominating Committee shall be appointed by the Executive Board. It shall be the duty of this Committee to nominate candidates from among the membership. Nominees proposed by the Nominating Committee shall be published in the *All Fairlington Bulletin* not less than twenty (20) days prior to the Annual Meeting at which they are to be elected. Additional nominations may be made from the floor. The Chairperson of the Nominating Committee shall be appointed by the President from those nominated by the Executive Board.

Section 3. Where more than one (1) person is nominated for a position, voting for that position shall be by ballot. A majority vote of members in good standing 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 any office, except that of President, to which the Vice President succeeds, shall be filled for the period until the next Annual Meeting by the Executive Board. Due notice of such action must be given in the call for the Executive Board meeting. A majority vote shall elect. If more than one person is nominated to fill a vacancy, voting by the Executive Board shall be by ballot.

Section 5. An elected officer may be removed from office for cause by a two-thirds (b) 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 meetings of the organization and the Executive Board; 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 organization, except as specified in these Bylaws; and shall be responsible for the general supervision of the administrative affairs, signing of all expenditures and commitments; and shall report actions taken on behalf of the organization at its Regular Meetings, and issue notice of Executive Board meetings.

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 organization and the Executive Board. The Secretary shall present the previous meeting minutes for approval at each meeting. A summary of the meeting minutes shall be published in the next issue of the *All Fairlington Bulletin*. The Secretary shall act as custodian of all organization records not maintained by the Treasurer, including the current Bylaws, certified by the Secretary.

Section 4. The Treasurer shall have charge of all funds of the organization and shall deposit same in the name of the organization for the Fairlington Citizens Association, Inc., in a banking institution insured by an instrumentality of the Federal Government and selected by the Executive Board. He/she shall draw thereon by check, for the payment of bills duly authorized by the Executive Board. He/she shall keep the books and support for expenditures ready for inspection at all times; shall give a financial report at each Regular Meeting of the Executive Board; and submit an annual financial report at the Annual Meeting of the organization. The annual financial report and books of the Treasurer shall be submitted to the Auditing Committee at the end of each year, 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 organization.

ARTICLE VII - EXECUTIVE BOARD

Section 1. The President, Vice President, Secretary, and the Treasurer of this organization shall be the officers of the Executive Board. The Officers and Directors of the organization 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 affairs of the organization, 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 organization, and none of its acts shall conflict with these Bylaws.

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 as the organization or the Executive Board shall deem necessary to carry on the work of the organization.

Section 3. The Auditing Committee shall be responsible for auditing the Treasurer's records and reporting same to the Annual Meeting of the organization. Audit shall be made at such other times as prescribed by the organization or upon the resignation of the Treasurer. At least five (5) days prior to the Annual Meeting, a copy of the audit shall be in the hands of the President, the Treasurer, and the Secretary.

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 organization 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 this organization and the Executive Board in all cases in which they are applicable and in which they are inconsistent with these Bylaws.

ARTICLE X – AMENDMENTS

The following sections specify the order in which the Bylaws shall be amended.

Section 1. All amendments shall be submitted in writing to the Bylaws Committee and shall be considered by the Committee.

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

Section 3. A proposed amendment must be published in the *All Fairlington Bulletin* at least thirty (30) days prior to a Regular Meeting of the organization

Section 4. These Bylaws may be amended at any Regular Meeting of the Executive Board by a two-thirds (b) vote of those members present. No general revision and no amendment relating to the number, term, or eligibility of Officers or Directors may be proposed at the Annual Meeting.

Section 5. Amendments to these Bylaws shall take effect at the close of the meeting of the organization at which adopted.

Approved January 14, 2003, by the Executive Board of the Fairlington Citizens Association, after a publication and comment period in the *All Fairlington Bulletin*.