

Minutes
Fairlington Citizens Association Executive Board
Fairlington Community Center
3308 South Stafford Street
Arlington, Virginia
November 14, 2012, as approved

Board Members Present:

Vice President Bryan Pettigrew
Secretary Carol Dabbs
Treasurer Ed Hilz
Director Kent Duffy
Director Mark Jones
Director Guy Land
Director Michelle Woolley

Board Members Absent:

President Rosiland Jordan
Director Jacob Gelbaum

Executive Board Business Meeting:

Call to Order:

Vice President Pettigrew called the meeting to order at 7:15 pm.

Minutes

The minutes for October 10, 2012, with the edits provided by Treasurer Hilz, were approved by acclamation.

Treasurer's Report

Treasurer Hilz provided Executive Board (EB) members with three documents, and commented on each:

- Financial Report, which shows that no CDs turned over, our checking account is up a little, and our working balance remains about the same, which reflects steadiness in the long term purchases of ads;
- All Fairlington Bulletin (AFB) Profit and Loss Statement, which shows good profitability, with year over year and month over month growth; and a
- General Ledger, which shows disbursements for expenditures during the month, which were as usual.

Firetruck Santa

Director Woolley reported that this event will be held on Saturday, December 15th, and after discussion, there was consensus that 3-5 pm are the preferred hours. Captain Hughes of the b shift will serve as Santa, and will be able to use the suit belonging to Fairlington Villages.

Director Duffy volunteered to purchase the necessary candy to hand out at Costco again this year.

FCC Parking Lot Night Closures

Ward Foley from the Arlington County Parks & Recreation Department stopped by the meeting to speak to Treasurer Hilz. While there, he indicated that the Parks & Recreation Department (P&R) was considering preventing overnight parking in the FCC parking lot but they had not yet made a decision. P&R has done this at other facilities where the parking lot was being used for commuter parking. He asked if FCA could notify the presidents of the condominium associations adjacent to the FCC and ask them to let him know when they are doing work that would prevent residents from using the condo parking lots. Ward said that in such cases, arrangements could possibly be made to let condo residents park in the parking lot when the FCC is closed. Treasurer Hilz agreed to send an email to the Fairlington Green and Fairlington Meadows Presidents regarding this matter and providing Ward's contact information.

Bylaws Committee report/discussion/vote schedule

Bylaws Committee chair Director Jones led our discussion, assisted by Secretary Dabbs and Guy Land, the other members of the Bylaws Committee. They walked the rest of the Officers and Directors through each change proposed, and the recommendation for each section of the bylaws from the Committee. A few edits were offered, discussed, and incorporated into the proposed changes. At the end of the discussion, Director Jones moved "that the Executive Board approve the package of bylaw amendments recommended by the Bylaws Committee, as revised during executive board deliberations on November 14th, 2012; and that the Executive Board forward the package of bylaw amendments to the Association's membership for deliberation at the February regular meeting." The motion was seconded and passed 7-0. A write-up for the January AFB will be needed, as will a clean copy of the amendments as edited tonight by the Executive Board. (The latter was circulated on November 16th by Secretary Dabbs, and is appended to these minutes.)

Adjournment

The meeting was adjourned at 8:57 pm.

Respectfully submitted,

Carol J. Dabbs
FCA Secretary

BYLAWS OF THE FAIRLINGTON CITIZENS ASSOCIATION, INC.

ARTICLE I – NAME

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

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

ARTICLE II – PURPOSE

Section 1

As Reads: 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.

Change To: 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—no change

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

As Reads: This organization shall be non-partisan, non-sectarian, and otherwise non-discriminatory in its activities.

Change To: The Association shall be non-partisan, non-sectarian, and otherwise non-discriminatory in its activities.

ARTICLE III – MEMBERSHIP

Section 1

As Reads: 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

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

Section 2

As Reads: The fiscal year shall be the calendar year.

Change To: [Delete]

ARTICLE IV - MEETINGS

Section 1

As Reads: 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*.

Change To: 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

As Reads: 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.

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

Section 3

As Reads: 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.

Change To: 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

As Reads: A quorum shall be a simple majority of the Executive Board.

Change To: A quorum for meetings of the Association shall be a simple majority of the Executive Board.

Section 5

As Reads: Voting on any subject shall be by simple majority except as otherwise specified in these Bylaws.

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

ARTICLE V - OFFICERS AND ELECTIONS

Section 1

As Reads: The officers of this organization shall be President, Vice President, Secretary, Treasurer. There shall also be five (5) Directors. The Officers and Directors of the association shall constitute the

Executive Board. 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.

Change to: 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

As Reads: 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.

Change to: 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

As Reads: 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.

Change to: 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

As Reads: 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.

Change to: 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

As Reads: 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.

Change To: 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

As Reads: The President shall preside at all meetings of the organization and the Executive Board; appoint the Chairpersons of all Committees; serve as a member exofficio 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.

Change to: The president shall preside at all meetings of the Association 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 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—no change

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

As Reads: 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.

Change To: 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

As Reads: 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

Change To: The Treasurer shall have charge of all funds of the association 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—no change

The President, Vice President, Secretary, and the Treasurer of this association shall be the officers of the Executive Board. The Officers and Directors of the association shall constitute the Executive Board. Members may attend Executive Board meetings, but shall not have the right to vote.

Section 2—no change

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.

Addition: 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.

Addition: 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—no change

The President shall appoint the following Standing Committees upon taking office: Auditing and Bylaws.

Section 2

As Reads: 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.

Change To: 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

As Reads: 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.

Change To: The Auditing Committee shall be responsible for auditing the Treasurer's records and reporting its findings at a Regular Meeting of the association after FCA'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 (5) 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

As Reads: 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.

Change to: 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

As Reads 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.

Change To: 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

As Reads: All amendments shall be submitted in writing to the Bylaws Committee and shall be considered by the Committee.

Change To: 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—no change

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

Section 3

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

Change To: 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

As Reads: 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.

Change To: These Bylaws may be amended at any Regular Meeting of the Association 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

As Reads: Amendments to these Bylaws shall take effect at the close of the meeting of the organization at which adopted.

Change To: 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 membership of the association.

RECORD OF APPROVAL

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

Change To: These bylaws were approved by a vote of the Association's Members on (month) (date), (year).

ADD: The printed name of the Secretary under the signature line