

# **Bylaws of the North Springfield Civic Association, Inc.**

*Fairfax County, Virginia*

## **ARTICLE I: OFFICERS AND BOARD OF DIRECTORS**

*Section 1: Officers:* The officers of the North Springfield Civic Association (hereinafter "the Association") shall be: a President, a Vice President, a Secretary and a Treasurer.

*Section 2: Directors:* The Board of Directors of the Association shall be composed of the officers of the Association, the Chairs of all standing committees with voting rights, up to three at-large directors appointed by the President and confirmed by the Board, and the Immediate Past President of the Association. All directors of the board shall reside in North Springfield and shall be members in good standing of the Association.

*Section 3: Meetings:* The Board of Directors shall meet at least six times throughout the calendar year. The President may call special meetings of the Board of Directors at his or her discretion. The business for which any special meeting is called shall be the only order of business at such special meeting.

*Section 4: Duties of the Board:* The Board of Directors shall manage the business of the Association and shall ensure public areas of the community are properly maintained in cooperation with the appropriate governmental agencies. The Board may make decisions regarding motions, resolutions or other issues when, by reason of a time factor it is impossible or impractical to place such matters before the members at a regular or special meeting of the Association. The vote of a majority of the Board shall be sufficient to take any action, except as otherwise specified in these bylaws.

*Section 5: Quorum:* A simple majority of the total number of directors shall constitute a quorum of the Board of Directors.

*Section 6: Electronic Voting:* Electronic voting shall be permissible if a matter requires immediate action and it is not possible to convene a special meeting. In cases of electronic voting, a motion shall be considered upon the first vote being cast. A simple majority of the voting members shall carry a motion once a quorum has been reached and the voting deadline has expired. All electronic votes must be recorded by the Secretary.

## **ARTICLE II: DUTIES OF OFFICERS**

*Section 1: The President:* The President shall be the chief executive officer of the Association and shall preside over all regular and special meetings.

*Section 2: The Vice President:* The Vice President shall perform all the duties of the President in the latter's absence or inability to act, and it shall be the Vice President's duty to assist the President in the discharge of his or her official duties when requested to do so. It shall

also be the duty of this officer, in coordination with the President, to plan the program of all regular meetings and social affairs sponsored by the Association.

*Section 4: The Secretary:* The Secretary shall keep a correct and complete record of the proceedings of the Association and shall coordinate with the Chair of the Membership Committee in maintaining a roll of members to verify that only those members in good standing are permitted to vote on matters presented at regular meetings. A quorum at all Association and Board of Directors meetings shall be verified by the Secretary. The Secretary shall also manage official correspondence of the Association or its officers, including, public notices of regular meetings, meeting minutes for public record or other matters. The Secretary shall maintain file copies of all correspondence, notices or communications for preservation. Electronic file storage shall be an acceptable form of recordkeeping provided backup controls are properly enacted.

*Section 5: The Treasurer:* The Treasurer shall be the custodian of the Association's funds and at each regular Board meeting shall report on the state of the Treasury. He or she shall present an annual report in writing to the Association concerning the state of the Treasury. The Treasurer or the Board of Directors may request an audit of the Association's books by an independent auditing firm at any time, as detailed in Article VI, Section 5. The Treasurer may maintain a petty cash account not to exceed Twenty Five Dollars (\$25.00). Otherwise, he or she shall deposit all funds of the Association in a bank approved by the Board of Directors. Checks drawn on the account shall be signed by any one of the following officers: the President, the Treasurer or any officer authorized by the Board of Directors. The Treasurer and all other officers authorized to draw checks shall be bonded at the expense of the Association in a sum not to exceed \$10,000. Hard copies of financial records (e.g. bank statements) shall be retained for a period in accordance with IRS guidelines. Electronic file storage shall be an acceptable form of recordkeeping provided backup controls are properly enacted.

*Section 6: Spokesperson:* Board Members may only represent themselves as a spokesperson of the Association or the Board of Directors when discharging their official duties. Officers and the Association's agent of record (attorney) shall be the only members of the Board authorized to speak to the media either verbally or in writing regarding Association business. The Board of Directors may also vote to designate another Director to serve as an official spokesperson.

### **ARTICLE III: ANNUAL MEETING AND ELECTION OF OFFICERS**

*Section 1: Time of Meeting:* The annual meeting of the members of the Association and election of officers shall be held at the regular meeting in May of each year.

*Section 2: Who May Vote:* Only members of the Association in good standing may vote at the annual meeting.

*Section 3: Nominating Procedure:* The President shall convene a nominating committee of three members in good standing which shall be voted upon at the regular meeting in March of each year. The nominating committee shall be charged with nominating at least one member in good standing for each officer position to be filled. Members of the nominating committee may not nominate themselves for vacant offices, but they may nominate current directors of the Association. A list of the nominees made by the committee shall be made public at least one week in advance of the May meeting. Any member in good standing may make a nomination from the floor at the annual meeting in May, including a self-nomination.

*Section 4: Term of Office:* All officers shall be elected for a term of one year, to commence upon their election. No member shall hold more than one office at any one time. Any office becoming vacant shall be filled by a secret, written ballot taken at a regular meeting of the Board of Directors or at a special meeting of the Board called for that purpose once a suitable candidate for that office has been identified. A simple majority of the votes cast shall be required to elect, and the newly-elected officer shall assume his or her new office immediately.

*Section 5: Transfer of Records:* All records of the Association in possession of the outgoing officers shall be delivered to the incoming officers by July 1 to correlate with the beginning of the fiscal year.

*Section 6: Removal of Officers:* A recommendation that an officer be removed from office may be made by unanimous resolution of the other officers or by petition of twenty (20) percent of the members in good standing, presented in writing at any regular or special meeting. At any subsequent regular or special meeting, a hearing shall be held, at which the officer concerned shall be afforded the opportunity to present any pertinent information on his or her own behalf. Following the hearing, the officer may be removed from office by the vote of at least two-thirds of the members in good standing present at the meeting.

## **ARTICLE V: REGULAR AND SPECIAL MEETINGS OF THE ASSOCIATION**

*Section 1: Regular Meetings:* The regular meetings of the Association shall be held on the first Wednesday of the months of October, November, February, March, April and May. A September meeting may be held on the first Wednesday after Labor Day. A social meeting may be called during the month of December. All Regular meetings shall start promptly at 7:30 p.m. and shall adjourn not later than 10:00 p.m., except when a motion is adopted by a majority of the members present and in good standing to continue such a meeting for such time as specified in the motion.

*Section 2: Special Meetings:* Special meetings of the Association may be called by the President whenever he or she deems it necessary, or whenever at least twenty (20)

members in good standing sign a written request for a special meeting. Whenever a special meeting is called, members of the Association shall be notified of the date, time and place of said meeting no less than seven (7) days before the date thereof. The notice of special meeting shall specify the nature of the business to be considered at the meeting. Only such business as the meeting is called to consider, as set forth in the notice thereof, shall be discussed and acted upon.

*Section 3: Quorum:* A quorum is necessary to conduct business at any meeting. Twenty members in good standing present at the beginning of any regular or special meeting of the Association shall constitute a quorum.

*Section 4: Procedure at Meetings:* The Board of Directors may establish a set of standing rules on debate and procedure which may at any time be suspended by unanimous consent. The most recent edition of Robert's Rules of Order shall be the parliamentary guide and shall govern the proceedings of meetings, when not in conflict with specific provisions of the Association's bylaws. The President may appoint a Parliamentarian to ensure that proper procedure is observed.

*Section 5: Order of Business:* The order of business at regular meetings shall be:

1. Call to order
2. Approval of the minutes of the preceding meeting
3. Treasurer's report
4. Reports of the standing committees
5. Reports of any special committees
6. Presentations by Guest Speakers
7. Old business
8. New business
9. Adjournment

Meeting minutes shall be made available to the public well in advance of the meeting for fastidious approval during the regular meeting. The regular order of business may be suspended by a majority vote of the members in good standing present and voting or by the President when he or she deems it necessary to comply with Article V, Section 1 above.

## **ARTICLE VI: DUES AND FINANCES**

*Section 1: Fiscal Year:* The fiscal year of the Association shall be July 1<sup>st</sup>-June 30<sup>th</sup> to correlate with Article III, Section 5.

*Section 2: Dues:* Every North Springfield household shall be eligible to be a member of the Association. Membership shall be voluntary and attained by paying the household's annual dues. The amount of membership dues shall be set by the Board of Directors and may be increased or decreased by a vote of two thirds of the directors, after a motion by the President or the Treasurer has been made at a regular meeting of the Board.

*Section 3: Nonpayment of Dues:* Members not paying their dues within three months of the beginning of the fiscal year shall automatically lose their right to vote in the business of the Association, until the dues for the year are paid.

*Section 4: Finances:* No funds of the Association shall be obligated or expended without the approval of the Board of Directors, obtained at a regular or special meeting of the Board, except that the President may authorize petty cash expenditures not to exceed Twenty-five Dollars (\$25.00) in total during any thirty day period.

*Section 5: Financial Audit:* Following the May meeting, the books shall be audited by three (3) members of the Association in good standing, at least one of whom shall be an accountant. The auditors shall be selected by the President, who shall provide the Board of Directors with a written report of the audit within one month of the audit's completion. This audit report shall be available to the public upon request. Additionally, the Treasurer or the Board of Directors may request an audit of the Association's books by an independent auditing firm at any time, as detailed in Article II, Section 5.

## **ARTICLE VII: COMMITTEES**

*Section 1: Standing Committees with Voting Rights:* The Association shall have the following standing committees, with duties as described:

1. **Planning and Zoning Committee:** This committee shall consider and report on all matters related to planning and zoning in Fairfax County with responsibilities that may include working with Fairfax County's Office of Code Compliance to report any reported code violations within the neighborhood.
2. **County Affairs and Legislation Committee (Political Liaison):** This Committee shall consider and report upon all questions relating to the enactment or appeal of state and county legislation which may affect the community. Committee members shall cultivate close working relationships with local, state and federal elected officials and their staffs.
3. **Community Service Projects:** This committee shall organize and oversee community service projects sponsored by the Board of Directors with responsibilities that include soliciting required support from community volunteers, business sponsors and relevant Government agencies.
4. **Parks and Recreation:** This committee shall consider and report on all matters relating to the establishment and maintenance of public parks and playgrounds in the North Springfield area and Lake Accotink Park as well as on all matters relating to the recreational activities and programs in or affecting North Springfield.
5. **Beautification Committee:** This committee shall consider and report on all matters relating to the maintenance of entrance ways, median strips, common and public areas in North Springfield.

6. Membership Committee: This committee shall collect annual dues and turn them over to the Treasurer. The committee shall establish and maintain records to enable the committee to determine which members are in good standing as well as welcome all new residents of the North Springfield area. This committee shall coordinate periodic membership drives.
7. Senior Citizen Committee: This committee shall consider and report on all matters relating to senior citizens in the community and shall provide information pertinent to the needs of senior citizens in North Springfield.
8. Schools and Education Committee (PTA Liaison): This committee shall consider and report on all matters relating to schools, including school budgets and bond issues, and establishment and maintenance of schools and public libraries.
9. Neighborhood Watch Committee: This committee shall mobilize the Neighborhood Watch program in North Springfield in conjunction with the Crime Prevention Unit of the assigned Fairfax County Police station. This committee shall report on suspicious and criminal incidents in the area, following up on issues when appropriate.
10. Fairfax County Federation of Citizens Associations Committee: This committee shall represent the Association at the Fairfax County Federation of Citizens Associations in accordance with the provisions governing the Federation. Notwithstanding any other provision of these bylaws, the representative so chosen is empowered to vote on issues before the organization in accordance with specific instructions of the Board of Directors of the Association or, when no such instructions have been provided, in accordance with what, in his or her own best judgment, would be the will of the membership. Failing a vote of the Committee, the chairman of this Committee shall act as said representative.
11. Braddock District Council Committee: This committee shall represent the Association on the Braddock District Council in accordance with the provisions governing the Council. Notwithstanding any other provision of these bylaws, the representative so chosen is empowered to vote on issues before the organization in accordance with specific instructions of the Board of Directors of the Association or, when no such instructions have been provided, in accordance with what, in his or her own best judgment, would be the will of the membership.

*Section 2: Standing Committees without Voting Rights:* The Association shall have the following standing committees, with duties as described and shall not have voting rights on Board matters:

1. Communication Committee: This committee shall edit the newsletter and arrange for its printing and distribution. It shall also maintain the Association's website and social media channels.

*Section 3: Standing Committee Appointments:* The President shall appoint a chair for each Standing Committee to a term of one year, coinciding with his or her own term. Committee

chairs may select committee members who are residents of North Springfield at his or her discretion. The President may also establish additional standing committees, as he or she deems necessary and shall appoint that committee's chair thereof. Committee chairs may chair or serve as members of other standing committees

*Section 4: Standing Committee Duties:* Committees shall recommend actions to the Board based on their responsibilities and studies. Only committee chairs may represent themselves as a spokesperson of the Association or the Board of Directors when discharging their official duties as outlined in Article II, Section 6 unless regular committee members have been authorized by the Board of Directors to represent the Association.

*Section 5: Committee Hearings:* Any member introducing a subject that is referred to a committee shall have the right to appear before the committee to which the subject was referred before a final report is prepared by the committee.

*Section 6: Special Committees:* The President shall have the power to appoint from time to time special ad-hoc committees to consider subjects not properly referable to a standing committee or for the special study of some subject.

#### **ARTICLE VIII: AMENDMENT OF BYLAWS**

These bylaws may be amended or altered by either of two methods: (1) by resolution in writing offered by any member in good standing at a regular meeting of the Association, provided such resolution lay on the table until the next regular meeting of the Association; or (2) at any regular meeting of the Association after the proposed amendment has been circulated to the membership, in writing, at least five (5) days in advance of the meeting at which it is offered. The vote of two-thirds of the members in good standing, present and voting is required to adopt an amendment. In addition, the bylaws shall be reviewed every five years following an adoption of amendment.

#### **ARTICLE IX: INDEMNITY**

The Association shall indemnify of its present or past officers or Board members for any actions taken on behalf of the Association, within the scope of their authority, from the date of the last valid incorporation through the date of the present incorporation as though no lapse in corporate status had occurred.

#### **ADOPTION**

Having been revised pursuant to Article VIII above, these bylaws are adopted this 2<sup>nd</sup> day of November, 2016 and supersede any earlier adopted bylaws of the North Springfield Civic Association, Inc.

NSCA Board of Directors

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Ken Balbuena, President

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Ron Kinzer, Director

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Tricia Barnes, Director

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Chet McLaren, Director

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Keith Brown, Director

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Nancy Moore, Treasurer

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Ivan Carrasco, Director

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Margaret Panik, Secretary

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Matt Gurrola, Director

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Scott Pratt, Vice President

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Dorene Haney, Director

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Jeff Schaefer, Director

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Norma Heck, Immediate Past President

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Ed Stock, Director