

Jefferson Village Civic Association, Inc.¹

Bylaws

Revised August 1st, 2019

The purposes of the Association are to act as a civic association, promote neighborhood improvement and to foster friendly and cooperative relationships among the residents and owners of residential units within the City Park Homes and Woodley North communities.²

The Jefferson Village Civic Association does not discriminate against persons or groups on the basis of their actual or perceived age, color, disability, gender identity, marital status, national or ethnic origin, political affiliation, race, religion, sex, sexual orientation, veteran status, or any other characteristic or basis protected by applicable law. The Jefferson Village Civic Association also prohibits sexual and gender-based harassment, including sexual assault, and other forms of interpersonal violence in our operations. Questions or violations regarding these policies may be directed to the Board of Directors.³

The Association shall conduct its affairs so as to qualify for tax-exempt status under the Internal Revenue Code of the United States of America and the laws of the state of Virginia.

I. MEMBERS

1. *Membership.* The Association shall have one class of members. The qualifications shall be as follows:

a. Every owner of a residential unit within the boundaries of the Association shall be eligible for membership.

b. Every tenant, 18 years or older, residing in a residential unit within the boundaries of the Association shall be eligible for membership.

¹ The Board of Directors unanimously approved a resolution on June 8, 2005 to change the name of the association from City Park Civic Association, Inc. to Jefferson Village Civic Association, Inc. Pursuant thereto, the association submitted articles of amendment to the Virginia State Corporation Commission. On July 21, 2005, the Commission issued a certificate of amendment granting the association's request to change its name.

² In a conforming amendment adopted by the Board of Directors at a monthly meeting on September 14, 2005, "Woodley North" was added to the first paragraph of the Bylaws to reflect the intent of the boundary change approved on May 4, 2005. (NOTE: Some residences in Devonshire are within the Jefferson Village boundary as a matter of convenience of drawing the north boundary of Chestnut Avenue due west from Woodlawn Avenue to Graham Road.)

³ The Membership voted approval of a non-discrimination clause to be inserted into the bylaws. This clause, adapted from the University of Virginia includes additional classes or bases applicable in other jurisdictions though not necessarily covered by Virginia law in order to ensure the protection of all individuals.

Membership shall be granted to all eligible persons upon written application to the Secretary and payment of dues for applicant's residential unit.

2. *Termination of Membership.* Membership in the Association may be terminated by:

a. Change of Residence. Failure to maintain a resident status within the boundaries of the Association⁴; or

b. Sale of Property. Failure to continue to own a residence within the boundaries of the Association; or

c. Lapsing. Members must be current on their dues as set forth in Article I, Section 3 of these Bylaws. Upon the expiration of each member's Annual Membership Period (as hereinafter defined), such member shall receive written notice from the Association, which may be delivered electronically, informing such member of the expiration of such member's Annual Membership Period. If a member's dues remain unpaid thirty (30) days after the expiration of such member's Annual Membership Period, such member's membership will be considered to have lapsed. The Board of Directors may grant an additional ninety (90) day grace period to delinquent members in meritorious cases.

3. *Dues.* The annual dues shall be twenty-five dollars per residential unit or thirty-five dollars (\$35.00) per residential unit for a two-year period, or such other reasonable amount as may be determined by the Board. Members shall pay dues once during every twelve (12) or twenty-four (24) month period ("Annual or Bi-Annual Membership Period") depending upon their preference. No refund shall be granted for any unexpired period of membership.

4. *Boundaries.* The boundaries of the Association shall be defined by the geographic area bounded on the south by the lots on Arlington Boulevard which face south, on the east by the lots on Annandale Road which face east, on the north by the lots on Chestnut Avenue which face south with a line extending due west until Graham Road and on the west by the lots on Graham Road which face west, including the houses with addresses on Graham Court on the west side of Graham Road.⁵

⁴ In a conforming amendment to Article I, Paragraph 2, Subparagraphs (a) and (b), adopted by the Board of Directors at a monthly meeting on September 14, 2005, "in City Park Homes" was changed to "within the boundaries of the Association" to reflect the expanded boundary approved at an Annual Meeting of the Membership on May 4, 2005.

⁵ Article I, Paragraph 4 of the Bylaws was amended at an Annual Meeting of the Membership on May 4, 2005 as follows: "and on the west by the lots on Woodlawn Avenue which face east" was replaced by "with a line extending due west until Graham Road and on the west by the lots on Graham Road which face west." (The purpose of the amendment was to expand the boundaries of the association to include the residents of Woodley North.)

II. MEETINGS OF THE MEMBERSHIP

1. *Annual Meetings.* The annual meeting of the membership shall be at a date and time, during the month of May,⁶⁷ at a place to be determined by the Board of Directors; provided, however, the location shall be within three (3) miles of the intersection of Arlington Boulevard and Annandale Road.

2. *Special Meetings.* Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Directors, and shall be called by the President at the written request of at least ten percent (10%) of the membership.

3. *Notice of Meetings.* Written or printed notice stating the place, date and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be (a) posted in several locations along streets located within the boundaries of the Association for a period of at least seven (7) days, or (b) delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either hand delivered to a residential unit or by mail, by or at the direction of the President, or the Secretary, or the officer or persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the member at the member's address as it appears in the Association register.

4. *Voting List.* The register of members maintained by the Secretary as required by Article IV, Paragraph S(c) of these Bylaws shall serve as the list of members eligible to vote at each meeting. Upon request to the Secretary or the President, any member shall be permitted to inspect the list within forty-eight (48) hours of making such request. The list shall be produced and kept open at the time and place of the meeting.

5. *Quorum.* At any meeting of the membership, not less than twenty percent (20%) of the member residential units represented and present, shall constitute a quorum.

6. *Voting.*

⁶ At an Annual Meeting of the Membership on May 4, 2005, Article II, Paragraph 1 was amended to change "on the second Wednesday of May of each year at 7:30 p.m." to "at a date and time, Monday through Thursday, during the first three weeks of May." The change was made retroactive to the May 4, 2005 meeting.

⁷ This has been expanded to include any day in May in order to facilitate attendance should the need arise.

a. Members are entitled to one vote per residential mailing address, at a meeting either in person or by absentee ballot; or by ballot sent to the Association's post-office box by first class U.S. mail.⁸ Plural members from the same address may divide their vote in equal fractions among the members. Voting by proxy shall not be permitted.

b. Any member may demand the vote for Directors and any other question before the meeting be by secret ballot.

c. All elections for Directors and all other questions shall be decided by a majority vote except as otherwise provided by these Bylaws or the laws of the Commonwealth of Virginia.

d. All members whose dues are paid in full are eligible to vote, including those members who joined the association up to the time of the vote.

III. BOARD OF DIRECTORS

1. *General Powers.* The business and affairs of the Association shall be managed by its Board of Directors. They may adopt such rules and regulations for the conduct of their meetings and management of the Association as they may deem proper, not inconsistent with these Bylaws and the laws of this state.

2. *Number.* The number of Directors of the Association shall be between three (3) and twelve (12). The number of Directors may be increased or decreased from time to time by the members by a number that is thirty percent (30%) or less of the number of Directors last elected by the members of the Association.

3. *Eligibility.* All members in good standing and whose dues are paid shall be eligible for election to the Board of Directors; provided, however, that not more than one resident of any member household shall serve as Director at one time.

4. *Election.* The Directors (other than the initial Directors) shall be elected at the first annual meeting of the Association and at each annual meeting thereafter. No individual shall be named or elected as a Director without his prior consent.

⁸ At an Annual Meeting of the Membership on May 17, 2004, the first sentence of Article II, Paragraph 6, Subparagraph (a) "Members are entitled to one vote per residential mailing address, either in person or by absentee ballot" was replaced by "Members are entitled to one vote per residential mailing address, at a meeting either in person or by absentee ballot; or by ballot sent to the Association's post-office box by first class U.S. mail."

a. Term. Directors shall serve for a term of two years subject to the conditions provided in (b) below. Despite the expiration of a Director's term, such Director shall continue to serve until his successor is elected and qualifies or until his position is eliminated by a decrease in the number of Directors. A decrease in the number of Directors shall not shorten an incumbent Director's term and if the decreased number of Directors is less than the number of Directors in office, the change in the number of Directors will not be effective until the next membership meeting at which Directors are elected.

b. Classes of Directors. The Directors shall be divided into two classes with half, or one more than half where there is an odd number of Directors, elected in even-numbered years and the remaining positions on the Board filled in odd-numbered years; provided, however, that the first election will fill all positions on the Board and the newly elected Directors will draw lots to determine their class.

5. *Removal*. A Director may be removed from office by the following means:

a. Vote of the Membership. Members may remove any Director, with or without cause, but only at a meeting called for that purpose and the notice of the meeting must state that the purpose, or one of the purposes, of the meeting is the removal of the Director. The name of such Director shall not be published in the notice of the meeting.

b. Failure to Attend Meetings. Any Director who fails to attend four (4) meetings of the Board of Directors or meetings of the membership within a series of twelve (12) such meetings shall be deemed to have resigned from the Board⁹

c. Becoming Ineligible for Membership. A director who is no longer eligible to be a member of the association, included but not limited to moving out of the boundaries of the neighborhood, will automatically be resigned from the Board as of the date of their ineligibility as determined by the remaining Directors.

6. *Vacancies*. A vacancy on the Board of Directors, including a vacancy resulting from the removal of a Director or an increase in the number of Directors, may be temporarily filled by the Board of Directors until the next meeting of the membership at which time the membership shall vote to fill the vacancy for the remainder of the unexpired term, if any.

⁹ At a general membership meeting on October 23, 1996, Article III, Paragraph 5 of the Bylaws was amended such that the existing paragraph was designated subparagraph (a) and a new paragraph (b) was added.

7. *Annual and Regular Meetings.* An annual meeting of the Board of Directors shall be held immediately following each annual meeting of the Association, for the purpose of electing officers and carrying on such other business as may properly come before such meeting. Such meeting shall be held at the place where the membership meeting was held. The Board of Directors may adopt a schedule of additional meetings which shall be held at such times and at a location within three (3) miles of the intersection of Arlington Boulevard and Annandale Road, as the President or the Board of Directors shall designate from time to time.

8. *Special Meetings.* Special meetings of the Board of Directors may be called by the President or a majority of the Directors, and shall be held at such times and at a location within three (3) miles of the intersection of Arlington Boulevard and Annandale Road, as the person or persons calling the meeting shall designate.

9. *Notice of Meetings.* Notice of regular and special meetings of the Board of Directors shall be given to each Director in person or delivered to him at his residence or business address (or such other place as he may have directed in writing) not less than seventy-two (72) hours before the meeting by mail, messenger, facsimile, electronic mail or other means of written communication or by telephoning such notice to him. Any such notice shall set forth the time and place of the meeting and state the purpose or purposes for which it is called.

10. *Waiver of Notice.* A Director may waive any notice required by law, the Articles of Incorporation or these Bylaws before or after the date and time stated in the notice, and such waiver shall be equivalent to the giving of such notice. Except as provided in the next paragraph of this section, the waiver shall be in writing, signed by the Directors entitled to notice and filed with the minutes or Association records.

11. *Quorum; Voting.* A majority of the number of Directors fixed in these Bylaws shall constitute a quorum for the transaction of business at a meeting of the Board of Directors. The act of a majority of Directors present at a meeting of the Board of Directors at which a quorum is present shall be the act of the Board of Directors. A Director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless (i) he objects at the beginning of the meeting, or promptly upon his arrival, to holding it or transacting business at the meeting or (ii) he votes against, or abstains from, the action taken.

12. *Telephonic Meetings.* The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting, including, but not limited to online or video conferencing. A Director participating in a meeting by this means is deemed to be present in person at a meeting.

13. *Action Without Meeting.* Action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting if the action is agreed to by a unanimous majority of the current members of the Board of Directors.¹⁰ The action shall be evidenced by one or more written consents stating the action taken, signed or approved by each Director either before or after the action taken and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section shall be effective when the last Director signs the consent unless the consent specifies a different effective date and states the date of execution by each Director, in which event, it shall be effective according to the terms of the consent.

14. *Compensation.* No compensation shall be paid to Directors, but Directors may be reimbursed for authorized expenses.

IV. OFFICERS

1. *Officers.* The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer.

2. *Election; Eligibility.* The officers shall be elected annually from among the Board of Directors at the first meeting of the Board held after each annual meeting of the members. The officers shall serve a term of one year or until their successors are elected. Board members may serve no more than four years total in any individual officer position.¹¹

3. *Removal.* Any officer elected by the Board of Directors may be removed by the Directors whenever in their judgment the best interests of the Association would be served thereby.

4. *Vacancies.* A vacancy in any office for any reason may be filled by the Board of Directors for the unexpired portion of the term.

5. *Duties of the Officers.* The duties of the officers are as follows:

¹⁰ This statement was amended to permit the Board to act outside of meetings in the case that Board members are ill, non-responsive or otherwise unavailable. Every effort should be made to conduct Association business during board meetings and although "Action" is undefined, this feature should be reserved for practicalities such as changes to previously discussed events or decisions. Any Director indicating they do not give consent will require the Action be dropped or decided by vote at the next scheduled or special Board meeting.

¹¹ This clause was voted in by the membership to prevent stagnation or dominance of the Board of Directors by any one individual. It allows no individual to serve for more than four years in any officer position. They can serve for up to four years in each of the other officer positions, for a total of no more than 16 years. At this point they would no longer be eligible to serve as an officer.

a. President. The President shall be the principal executive officer and, subject to the control of the Board of Directors, supervise and control all business and affairs; preside at all meetings of the Board of Directors and the membership at which he is present; appoint committee chairmen and special committees; and serve as an ex officio member of all standing committees except the Nominating Committee.

b. Vice President. The Vice President shall assist the President and shall, in the absence of the President, perform the duties and responsibilities of that office.

c. Secretary. The Secretary shall keep accurate minutes of all meetings, be custodian of the records other than financial, carry on such correspondence as required and other duties as delegated, shall see that notices are duly given and shall keep a register of the name and address of each member.

d. Treasurer. The Treasurer shall receive all monies of the Association and pay all bills authorized, keep an accurate itemized account of all receipts and expenditures, make a full report at the meetings and file such tax returns as may be required.

6. *Compensation*. All officers shall serve without compensation, but may be reimbursed for authorized expenses.

V. DISSOLUTION

On dissolution of this Association, the assets of the Association may be distributed in such manner as the Board of Directors may determine, provided, however, that such disposition shall be calculated to carry out the purposes set forth in these Bylaws and only to an organization recognized by the Internal Revenue Service as a Section 501(c)(3) or a Section 501(c)(4) organization and located in Fairfax County, Virginia.

VI. MISCELLANEOUS PROVISIONS

1. *Principal Office*. The principal office of the Association shall be determined by the Board of Directors.

2. *Fiscal Year*. The fiscal year of the Association shall be the calendar year.

3. *Parliamentary Authority*. The latest edition of Robert's Rules of Order shall be the parliamentary authority to govern the conduct at meetings of the Association.

VII. AMENDMENTS

These Bylaws may be amended or repealed, and new Bylaws may be made at any regular or special meeting of the Association by a two-thirds majority of the members present and entitled to vote provided a quorum is present.

DATED: August 1, 2019

President

Secretary