

# SPRING BANK COMMUNITY ASSOCIATION

## BYLAWS

### Article I

#### Objectives

**Section 1.** This organization shall be known as the Spring Bank Community Association (SBCA), a Virginia nonprofit, nonstock corporation incorporated under the Virginia Nonstock Corporation Act, Chapter 10 of Title 13.1 of the Code of Virginia in the Mount Vernon District of Fairfax County, Virginia.

**Section 2.** The objectives of this Association are to:

- a. Keep members informed of developments and activities on local matters affecting their welfare and interests;
- b. Provide the stimulus and mechanism for the self-expression of members on such matters and the machinery for effectively communicating their wishes to appropriate persons and agencies with special attention to taxation, assessments, bond issues, protection and safety, health, schools, zoning and pollution;
- c. Provide a venue for other appropriate action on issues significant to the Spring Bank area, as members deem appropriate; and
- d. Provide an avenue for neighborhood social functions and events.

**Section 3.** Association Area. The Association is all the residential property in the Spring Bank Community comprised of the following streets: Beddoo Street, Belle Haven Meadows Court, Dawn Drive, Fairview Drive, Fleming Street, Oak Drive, Hulvey Terrace, Phillips Drive, Hampton Road, and Hillside Lane.

**Section 4.** Purpose of the Association. The purpose of the Association is to promote the common good and general welfare of all the people who reside or own property in the Spring Bank community by seeking the improvement and betterment of public services and public facilities within the community, by promoting community and civic spirit among the residents, and by representing the interests of the community to the county, state, and federal governments and to other civic and public organizations.

**Section 5.** Disposition of Assets Upon Dissolution. Upon dissolution of the Association, the assets of the Association shall be distributed to a nonprofit tax-exempt organization recognized under sections 501(c)(3) or 501(c)(4) of the Internal Revenue Code of 1986, or corresponding sections of any future federal tax code.

## **Article II**

### **Meetings**

**Section 1.** Parliamentary Authority: Robert's Rules of Order, revised, shall be the parliamentary authority for all meetings of the Spring Bank Community Association (SBCA), Inc.

**Section 2.** Annual Membership Meeting. The annual meeting of the SBCA shall be held in January of each year or as early in the calendar year as possible. The meeting shall elect the Officers, receive the report by the President and the Treasurer, and transact other such business as may come before the meeting.

**Section 3.** Regular Membership Meetings. There shall be a minimum of six regular meetings of the membership of the SBCA, including the annual membership meeting, each calendar year.

**Section 4.** Meeting Notice. The Association shall give each member notice of the date, time, and place of each and every meeting of the members and of the purpose or purposes of any special meeting. Such notice shall be given, either personally, by mail, by email, or in the Association newsletter not more than ten days or less than two days, prior to the meeting.

**Section 5.** Special Membership Meetings. A special meeting of the members of the SBCA may be called at any time by the President.

## **Article III**

### **Membership**

**Section 1.** Membership. Open to residents over 18 years of age or over owning or renting their homes within SBCA. Each member family or household will be considered a family unit. Application for membership shall be made by Membership Application in writing or verbally, with payment of current dues, to Treasurer. Membership is terminated automatically if a member no longer owns or rents property in the SBCA community. Failure to pay dues will restrict voting privileges until dues are paid.

**Section 2.** Dues. The annual membership dues shall be set by a majority vote of the members at each annual membership meeting. The dues year begins on January 1 and ends on December 31 and are payable to the Treasurer by January meeting.

## **Article IV**

### **Voting and Elections**

**Section 1.** Quorum. A quorum for the transaction of official business at general membership meetings shall be set by a majority vote of the members present. The vote of a majority of the votes entitled to be cast at a meeting at 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 these Bylaws, the Articles of Incorporation, or Virginia law. Once a member

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

**Section 2.** Voting. Each family unit [herein referred to as 'member'] of the SBCA, as defined in Article III, Section 1, is entitled to one vote to be cast in person on any matter brought to a vote at a membership meeting. A member is entitled to vote may vote in one of three ways: a) in person or b) email to Secretary or c) if no email available, in writing to Secretary states specifically to which it applies. Any disputes regarding membership or voting status will be resolved by the Treasurer.

**Section 3.** Elections. A slate of candidates, who shall be an SBCA member current on their dues, shall be included in the advance notice of the annual meeting. At the annual meeting nominations may be made from the floor, provided that the consent of the nominee is obtained. All candidates receiving the largest amount of votes for his / her respective office shall be declared elected and shall take office the following February 1<sup>st</sup>.

## **Article IV**

### **Officers and Committees**

**Section 1.** Officers. The Officers of this Association shall be President, Vice President, Secretary, At-Large, and Treasurer. These officers shall be elected by the membership for terms of one year and shall take office the following February 1<sup>st</sup>.

**Section 2.** Committees. The Officers may establish special Committees for a specified period of time and/or for a specified purpose.

**Section 3.** Succession. In the event of death, resignation or removal from office of any officers, the President shall select a successor to hold office until the next Annual Election.

## **Article V**

### **Duties of Officers and Committees**

**Section 1.** President. The President presides over all meetings of the membership. He/she exercises general active management of the business of the SBCA and directs the execution of all policies and resolutions. The President shall be ex-officio member of all Committees.

**Section 2.** Vice President. The Vice President performs the duties and exercises the powers of the President during the absence or disability of the President and assists him/her in conducting the Association meetings.

**Section 3.** At-Large. The At-Large Officer performs duties of the President or Vice President during absence or disability. The At-Large Officer represents the SBCA on issues of importance in consultation with the President.

**Section 4. Secretary.** The Secretary shall attend all Membership meetings and keep minutes of all meetings and attendance records and send regular notices 5 days in advance before each regular meeting of Association and will send electronic copies of the approved minutes for posting to all communication developed by Communications Committee in Section 6a. Minutes may be taken by an alternate designated by the Secretary. He/She may be the recorder of all votes in elections.

**Section 5. Treasurer.** The Treasurer has custody of all SBCA funds and shall keep full and accurate accounts of all receipts. The Treasurer shall prepare an annual report of the cash receipts and disbursements for the prior calendar year. This report will be available at the annual membership meeting and quarterly via email or website. The Treasurer is responsible for keeping a current list of the voting membership of the SBCA.

## **Article VI**

### **Revenues**

**Section 1. Revenues.** The revenues of this Association shall be derived from annual membership dues and from such other sources as may be recommended and approved by the Association.

**Section 2. Expenses.** All expenses under \$100 must be authorized by a majority vote of the Officers. All expenses over \$100 must be authorized by a majority vote of the SBCA members. All authorized expenses shall be paid out of the Association Treasury by the Treasurer.

**Section 3. Audits.** An audit of the SBCA books shall be conducted by the officers annually. An audit can be requested at any time by a majority vote of the SBCA membership. The President shall appoint a committee to audit the books before the Annual meeting.

**Section 4.** The Association shall operate strictly as a not-for-profit organization and not for the financial or material benefit of any member.

## **Article VII**

### **Amendments**

**Section 1. Amendments.** These Constitution and Bylaws may be amended at any meeting by a two-thirds majority vote of all members present and voting provided written notice has been given to all members at least five days prior to such meeting. Amendments may be proposed by any member.

## **Article VIII**

### **Indemnification of Officers**

**Section 1. Indemnification.** As provided for in Virginia law: The Association shall indemnify a director or 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 an Officer of the Association against reasonable expenses incurred by the director or officer in connection with the proceeding if:

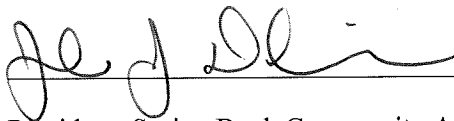
- 1) He or she conducted himself or herself in good faith;
- 2) He or she believed
  - a. In the case of conduct in his or her official capacity with the Association, that his or her conduct was in the best interest of the Association and
  - b. In all other cases, that his or her conduct was at least not opposed to the best interests of the Association; and
- 3) In the case of any criminal proceeding, he or she had no reasonable cause to believe that his or her conduct was unlawful.


"Liability" means the obligation to pay a judgment, settlement, penalty, or fine or reasonable expenses incurred with respect to a proceeding. "Expenses" includes counsel fees. The Association may not indemnify an executive committee member or officer under this paragraph:

- 1) In connection with a proceeding by or in the right of the Association in which the officer was adjudged liable to the Association; or
- 2) In connection with any other proceeding charging improper personal benefit to him or her, whether or not involving action in his or her official capacity, in which he or she was adjudged liable on the basis that 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 a proceeding.

**Effective Date:** The Spring Bank Community Association (SBCA) Constitution and Bylaws became effective by vote of the membership on 4 February 2016.

  
9 Feb 2016  
President, Spring Bank Community Association

  
15 Mar-16  
Vice President, Spring Bank Community Association