

REVISED MVCCA BYLAWS
(Approved by Board of Directors on August 7, 2002)

ARTICLE I NAME AND CORPORATE SEAL

1. The name of this organization is the Mount Vernon Council of Citizens' Associations, Inc., also known as the Mount Vernon Council and hereinafter referred to as the MVCCA.
2. The corporate seal shall have inscribed thereon the words "Mount Vernon Council of Citizens' Associations, Inc."; "1969", the year of incorporation; and "Corporate Seal".

ARTICLE II PURPOSES

1. The MVCCA is organized and shall be operated as a nonpartisan, nonprofit organization for the purposes of:
 - a. Representing the interests of member citizens' associations in the Mount Vernon Magisterial District of Fairfax County, Virginia before Fairfax County, State, and Federal government authorities and furthering the common good and general welfare of the people of the Mount Vernon Magisterial District.
 - b. Facilitating regular exchange of views and information on matters of civic interest among member associations and with County, Regional, State, and Federal officials, and disseminating the views and information so gained to member associations and others.
 - c. Publishing the Mount Vernon Council of Citizens' Associations' RECORD, which provides a public record of MVCCA meetings, resolutions, and other actions.

ARTICLE III MEMBER ASSOCIATIONS

1. The MVCCA shall have one class of members that shall consist of citizens' associations. For the purpose of membership eligibility, the term "citizens' association" shall include a civic association, a community association, a property owners' association, a homeowners' association, and a condominium unit owners' association. Every citizens' association in the Mount Vernon Magisterial District of Fairfax County, Virginia shall be eligible for membership, provided that the association is organized and operated for nonpartisan civic activity and no substantial part of its objective shall be for the promotion of commercial enterprise. A member association must represent at least ten housing units.
2. Any eligible citizens' association applying for membership in the MVCCA shall become a member association upon the favorable majority vote of member associations represented and

voting at a regular meeting of the MVCCA General Council at which a quorum is present and upon payment of dues. An application for membership shall be submitted with the payment of dues to the MVCCA Treasurer. The MVCCA Board of Directors shall review the application and forward it to the General Council for approval.

3. Each member association shall have one vote in the MVCCA General Council and in all MVCCA Standing Committees, which shall be exercised by the member associations' authorized representatives to the MVCCA General Council or respective Committees. Absentee voting and voting by mail shall not be permitted. Article XI sets forth the rules for voting in MVCCA Committees.

ARTICLE IV. GENERAL COUNCIL

The General Council is the governing body of the MVCCA. The members of the General Council are the duly authorized representatives of the member associations. The General Council approves or ratifies the positions that the MVCCA takes on public issues; it elects the officers of the MVCCA and ratifies the appointment of the MVCCA Committee Chairs, the Editor of the RECORD, and MVCCA representatives to other organizations; and it sets the membership dues and approves the annual MVCCA budget.

ARTICLE V. GENERAL COUNCIL MEETINGS

1. The regular meeting of the General Council shall be held on the fourth Wednesday of each month except August, November, and December. The November meeting shall be held on the Tuesday before Thanksgiving. The December meeting shall be held on a date specified by the Co-Chairs. Notice of each General Council meeting shall be published in the RECORD prior to the meeting.

2. The regular General Council meeting in November shall be known as the Annual Meeting and shall be for the purpose of electing the MVCCA officers, approving the annual MVCCA membership dues and the MVCCA budget for the following year, receiving reports of officers and committees, and conducting any other business that may arise.

3. A special meeting of the General Council shall be called by the agreement of the three Co-Chairs, by the Board of Directors, or upon written request of ten member associations. The purpose or purposes of the meeting shall be stated in the notice of the meeting, which shall be mailed or sent by E-mail to the member associations no less than ten days before the date of the meeting.

4. A quorum shall consist of the authorized representatives of one-fifth of the member associations in good standing at the time of a meeting. The vote of a majority of the authorized

representatives present shall be necessary for the adoption of any matter voted upon by the General Council unless a greater proportion is required by the Articles of Incorporation, by the Bylaws, or by law.

5. All business of the General Council shall be conducted by the presiding Co-Chair, the other officers, and member associations' authorized representatives in attendance, except that a Standing Committee Chair or, in that Chair's absence, his or her authorized representative may introduce a motion of resolution falling within the purview of that Committee. Other attendees shall not be authorized to initiate any procedural/parliamentary matters require a vote or a ruling by the presiding officer and shall not be recognized until all authorized representatives, Board members, and Co-Chairs other than the presiding Co-Chair who wish to speak have been recognized once on any given issue. Only authorized representatives of member associations shall vote. All meetings of the General Council shall be open to the public.

6. Unless there is a special program agreed to in advance by the presiding Co-Chair or other change approved without objection or by two-thirds of member associations' authorized representatives present, each meeting of the General Council shall adhere to the following agenda and order of business. An agenda shall be published in the RECORD prior to each General Council meeting.

- a. Call to Order
- b. Approval of Minutes
- c. Treasurer's Report
- d. Committee and Other Reports
- e. Co-Chairs' Report
- f. Published Agenda Items and Resolutions
- g. Member Associations' Time
- h. Mount Vernon District Supervisor's Time
- i. Other Elected Representatives' Time
- j. Public Time

k. Adjournment

7. Member Associations' Time is scheduled so that member associations may raise matters of significance and so that new association presidents or other new authorized representatives may be introduced to the General Council.

8. Introduction of Resolutions and Other Communications Establishing MVCCA Policy Without Prior Publication in the RECORD.

a. Resolutions and other communications establishing MVCCA policy may be introduced only if a matter of urgency can be demonstrated to the General Council.

b. A matter of urgency must be recognized by a 2/3rds vote of the authorized representatives of member associations present and voting.

c. All motions, resolutions, and other communications establishing MVCCA policy that are adopted as a matter of urgency shall be published in the next issue of the RECORD.

ARTICLE VI. BOARD OF DIRECTORS

1. The Board of Directors shall be vested with the management and policy guidance of the MVCCA, subject to the Bylaws and the direction of the General Council. All corporate powers shall be exercised by or under the authority of the Board. No act of the Board shall conflict with action taken by the General Council or the provisions of the Bylaws.

2. The Board of Directors shall act for the MVCCA when, in the judgment of a majority of the Board, the necessity arises. The Co-Chairs shall report all actions taken by the Board at the next meeting of the General Council, and an action of the Board shall stand as an action of the MVCCA until the General Council acts otherwise. A Board action establishing and communicating a MVCCA position on a matter of public policy must be published in the next issue of the RECORD and presented to the General Council for ratification at the next meeting.

3. The Board of Directors shall consist of the officers elected at the Annual Meeting, the Chairs of the Standing Committees, the Editor of the RECORD, and the MVCCA representative to the Fairfax County Federation of Citizens Associations appointed by the Co-Chairs and ratified by the General Council, and any other persons elected directors by the General Council.

4. The Editor of the RECORD shall be responsible for the timely preparation and distribution of

the RECORD prior to each General Council meeting.

5. The MVCCA Representative to the Federation shall: regularly attend meetings of the Federation and report actions of the Federation to the MVCCA Board and the General Council.

6. In order to maintain the nonpartisan status and reputation of the Mount Vernon Council, no person who is an employee of, candidate for, or holding an elective or appointive policy-determining position with Fairfax County or who is an officer of a political party may serve as an officer or a member of the Board of Directors.

7. a. In the event of the death, disability, disqualification, nonresidency in the Mount Vernon Magisterial District or resignation of an officer, a successor shall be elected by the General Council at the next regular General Council meeting to serve the unexpired portion of the term of office in which the vacancy occurs.

a. In the event of the death, disability, disqualification, nonresidency in the Mount Vernon Magisterial District, or resignation of any other member of the Board, a successor shall be appoint by the Co-Chairs, subject to ratification by the General Council at its next meeting, to serve the unexpired portion of the term of office in which the vacancy occurs.

8. Any member of the Board who is not an officer may be removed from office with cause by the Co-Chairs with the concurrence of a two-thirds vote of those present and voting of the General Council in favor of such action at any regularly scheduled meeting of the General Council, provided that the notice of the meeting shall state that the purpose, or one of the purposes, of the General Council meeting is removal of the director.

ARTICLE VII BOARD OF DIRECTORS' MEETINGS

1. a. A regular meeting of the Board of Directors shall be held prior to each regular General Council meeting. Notice of the time and place of the meeting shall be published in the RECORD.

b. A special meeting of the Board shall be called by the Co-Chairs upon the request of three members of the Board. The time, place, and purpose of such special meeting shall be made known to all Board members.

2. A majority of the Board members shall constitute a quorum. Each Board member including the presiding Co-Chair shall have one vote except that Co-Chairs of a Standing Committee shall share one vote and a person who holds more than one position on the Board shall be limited to one vote.

3. All meetings of the Board shall be open to the public. The degree of participation by non-Board members in a Board meeting shall be subject to the consent of the presiding Co-Chair. The presiding Co-Chair, with the vote of a majority of the Board present and voting, may convene an executive session to discuss personnel and other matters requiring confidentiality.

ARTICLE VIII OFFICERS

1. The officers of the MVCCA shall consist of three Co-Chairs, a Secretary, and a Treasurer. A Co-Chair shall not serve for more than three consecutive terms but shall be eligible to serve again after an intervening period of one year. A Co-Chair shall not serve concurrently as the authorized representative of a member association. At the time of election, an officer must be a member in good standing of an association that is a member of the MVCCA in good standing. The Co-Chairs of the MVCCA may not include more than one member of the same member association.

2. The officers shall be elected by the General Council at the Annual Meeting for a term of one year. They shall serve from January 1 following their election until the following December 31. In the event an election is held on January 1 or thereafter, an officer shall serve from the time of election until the following December 31.

3. An officer may be removed from office at any time by the General Council with cause provided that the notice of the meeting shall state that the purpose, or one of the purposes, of the General Council meeting is the removal of the officer.

ARTICLE IX. DUTIES OF THE OFFICERS

1. The three Co-Chairs shall be of equal status, act by majority vote, and be vested, subject to the direction of the General Council and the Board of Directors, with the day-to-day management of the business of the MVCCA, and shall exercise all powers and perform all other duties usually incident to their office as chief executive officers of the MVCCA.

- a. The three Co-Chairs shall, by mutual agreement, rotate the function of presiding at meetings of the Board of Directors and the General Council.
- b. The three Co-Chairs shall appoint, subject to ratification at the next General Council meeting, all Standing Committee Chairs, the MVCCA's Representative to the Fairfax County Federation of Citizens Associations, and the Editor of the RECORD and shall coordinate and monitor their operations. Notice of these appointments shall be provided to the member associations in the RECORD prior to the General Council meeting at which they shall be proposed for ratification.
- c. The three Co-Chairs shall represent, or authorize a person or persons to represent, the MVCCA in its relations with other organizations and with Fairfax County and other

governmental authorities. The appointment of a MVCCA representative whose term exceeds thirty (30) days shall be ratified by the General Council at its next meeting, and, except as provided below, the appointment shall end upon assumption of office by the three newly-elected Co-Chairs and the General Council's ratification of the Co-Chairs' reappointment or appointment of a successor.

- d. The appointment of MVCCA representatives to the Southeast Fairfax Development Corporation (SFDC) shall be made by the Co-Chairs and ratified by the General Council each year in September to take effect at the SFDC Annual Meeting in November.

2. The Secretary shall prepare minutes of the meetings of the General Council and the Board of Directors, be custodian of the corporate records other than the Treasurer's records and of the corporate seal, be responsible for authenticating records of the MVCCA, and perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the three Co-Chairs or the Board.

3. The Treasurer shall collect membership dues and other revenues of the MVCCA, keep a record of member associations in good standing and of their properly designated representatives to the various MVCCA Standing Committees, maintain a list of names and addresses of all sub-scribers to the RECORD, and arrange for a list of member associations to be published in the RECORD at least once a year. The Treasurer shall be responsible for the disbursement of all funds of the MVCCA. All disbursements shall be made by check drawn against a MVCCA bank account. The Treasurer shall give a Treasurer's Report at each meeting of the General Council, which shall be published in the RECORD. The Treasurer shall prepare an annual MVCCA budget for the approval of the Board of Directors and for submission to the General Council at the Annual Meeting for its approval. The budget shall be published in the RECORD prior to being submitted to the General Council. The Treasurer shall give an annual report at the Annual Meeting in November.

ARTICLE X. ELECTION OF OFFICERS

1. A Nominating Committee shall be constituted at the September General Council Meeting consisting of five persons drawn from members in good standing of MVCCA member associations, none of whom shall be a current officer. The Nominating Committee shall be selected as follows: three members shall be elected by the General Council and two members shall be appointed by the three Co-Chairs. The Co-Chairs shall appoint the Chair of the Nominating Committee. Notice of the election of three members of the Nominating Committee by the General Council shall be published in the September RECORD. The Co-Chairs shall announce their two appointees at the September General Council meeting and publish the names of the entire committee in the October issue of the RECORD.

2. At the Annual Meeting of the General Council in November, the Nominating Committee shall submit a slate of nominees for the offices of the three Co-Chairs, Secretary and Treasurer. This slate of nominees shall be published in the November issue of the RECORD, along with MVCCA's notice to all member associations of the Annual Meeting. Additional nominations from the floor shall be permitted.

3. In the absence of additional nominations, the Nominating Committee's slate of nominees may be elected by unanimous consent. If there are additional nominations for a particular office, there shall be an election by secret ballot. The three candidates for Co-Chair who receive the highest numbers of votes of members present and voting shall be elected. The candidates for Secretary and Treasurer who receive the highest number of votes shall be elected.

ARTICLE XI. COMMITTEES

1. Standing Committees shall be:

- Budget and Finance
- Consumer Affairs
- Education
- Environmental Affairs and Recreation
- Health and Human Services
- Planning and Zoning
- Public Safety
- Transportation

2. Special Committees may be established and their members appointed by the Co-Chairs. Approval of a Special Committee shall be by a majority vote of the Board or the General Council. The membership, specific function, and term of a Special Committee shall be published in the next issue of the RECORD.

3. Standing Committees shall be made up of duly authorized representatives of MVCCA member associations in good standing. Committee representatives shall be appointed by their respective associations and their appointments recorded on the annual membership dues form. A subsequent appointment or change in appointment shall be received by the MVCCA Treasurer in writing or by E-mail at least 48 hours prior to the Committee meeting. In the absence of the association's representative of record or the association's president, the association may send another representative to participate in the committee's activities. That person may be requested by the Committee Chair to provide verification of his or her authority to vote or speak for the association; namely, a letter of authorization signed by the association's president or committee representative of record. If such verification is not received before the next MVCCA Board of

Directors meeting, any vote cast by the unauthorized association member shall be null and void.

4. Each member association shall have one vote on each Standing Committee.

5. The Chair of a Standing Committee shall be responsible for:

- a. Submission in writing of resolutions or other documents proposing to establish MVCCA policy. Each submission shall contain or be accompanied by relevant information upon which the Board and the General Council can base a decision, including minority opinions as appropriate.
- b. Maintaining contact with appropriate government authorities in order that the Standing Committee, the Board, and the General Council are informed of matters affecting the interests of MVCCA member associations.
- c. Assuring adequate funds are included in the MVCCA's annual budget to support committee activities, and approve all requests from Committee members for reimbursement of expenditures within the budgeted amount.

6. A vote by a Standing Committee shall be valid only when at least five authorized representatives to the Committee are present and voting at the Committee meeting.

7. Resolutions and other documents proposing to establish MVCCA policy that are adopted by Committees shall be presented to the Board of Directors for consideration. Such documents expressing MVCCA policy may be adopted, amended, returned to Committee for further consideration, or rejected by the Board. In the case of a Board-amended resolution that substantially changes the intent of the Committee resolution or other policy document in the opinion of the Committee Chair, both the originally approved Committee resolution or other policy document and the document as amended by the Board shall be presented to the General Council for consideration and both shall be published in the RECORD. In the event of Board rejection of a Committee resolution or other proposed policy document, such rejection will be made known to the General Council at the next regularly scheduled General Council meeting. At the request of the Committee Chair, a rejected resolution or other proposed policy document shall be published in the RECORD with the notation that it has not been approved by the Board.

8. The Chair of a Standing or Special Committee must be a member of a MVCCA member association in good standing. The Chair is not required to be an authorized representative of a member association.

9. The terms of all Standing Committee Chairs shall terminate upon the assumption of office by

the newly-elected three Co-Chairs and the General Council's ratification of the Co-Chairs' appointment or reappointment of the Standing Committee Chairs for the new year.

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10. All meetings of a Committee shall be open to the public. The participation of a person who is not an authorized representative of a member association is in the discretion of and subject to the consent of the Committee Chair.

ARTICLE XII. ANNUAL BUDGET

An Annual Budget shall be prepared by the Treasurer, approved by the Board, and submitted to the General Council for approval in November. No individual expenditure in excess of One Hundred Dollars (\$100) not falling within a category of expenditure contained in the budget approved by the General Council shall be authorized except by a majority vote of the General Council. The Board may require a bond of any officer authorized to disburse funds of the MVCCA, the cost of such bond to be assumed by the MVCCA.

ARTICLE XIII. ANNUAL DUES AND ASSESSMENTS

1. The membership year is January 1 through December 31. Annual MVCCA dues, effective as of January of the following year, shall be proposed by the Board of Directors and approved by the General Council at the Annual Meeting in November. Dues shall be due and payable on January 1 of each year, or upon admission as a member association. Any member association that fails to pay dues by March 1 shall be suspended from voting at General Council and MVCCA committee meetings and the association's subscriptions to the RECORD shall be suspended until the dues are paid. The membership of any association that shall still be in arrears on July 1 shall be automatically terminated.

2. MVCCA membership dues are based upon the number of households within the boundaries of the member association.

3. In addition to annual dues, the General Council by a two-thirds affirmative vote of authorized representatives of member associations present and voting shall have the authority to levy special assessments from time to time for legitimate purposes of the MVCCA.

ARTICLE XIII. FISCAL YEAR

The fiscal year of the MVCCA shall be the calendar year.

ARTICLE XIV. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the MVCCA in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation and these Bylaws.

ARTICLE XV AMENDMENTS TO THE BYLAWS

These Bylaws may be amended by the General Council by a two-thirds vote of the authorized representatives of member associations present and voting, provided that written notice of the text of the proposed amendment or amendments shall have been given to each member association with the notice of the General Council meeting not less than twenty-five (25) days before the General Council meeting.