

BYLAWS OF THE HOLMES RUN CIVIC ASSOCIATION, INCORPORATED

ARTICLE I – NAME

The name of this organization shall be Holmes Run Civic Association (the “Association”).

ARTICLE II – PURPOSE

The purpose of the Association, which is formed as a non-profit organization, is to promote, without affiliation with any political party, the best interests of the residents of the City of Alexandria, and in particular, to promote the general welfare of the residents of Holmes Run, as that area is defined in Article III, Section 1.

ARTICLE III – MEMBERSHIP

Section 1. Area Boundaries. The Association area is the triangle land from the I-395 at the former Landmark Mall site heading east between Duke Street and the Holmes Run and converging at Beatley Library behind Foxchase Shopping Center.

Section 2. Membership. Membership is limited to persons in households who are 18 years of age or older and living within said boundaries, and includes occupants of condominiums, apartments, and townhouses within the association area or individuals operating businesses or employed by businesses within said boundaries.

Section 3. Rights and Obligations of Membership. These shall include, but are not limited to: the right to vote in annual elections and on Civic Association matters. The obligation of membership may include the payment of annual dues.

Section 4. Dues. The Executive Board may charge annual dues to be collected from members subject to the approval of a majority of the membership present at any general meeting. The membership year shall run from January 1 through December 31. If/when dues is requested of members, to be in good standing, a member shall have paid dues for the current year to the best of their ability. It is the intent of the Association to include families of all income levels.

ARTICLE IV – EXECUTIVE BOARD

Section 1. Members and Powers. The Directors of the Association (the "Directors") shall be comprised of the elected officers (as defined in Article V, Section 1), the Director Emeritus, and four other at-large members of the Association who shall be elected by the Association. The Board is vested with the power to supervise and administer the business, property, and affairs of the Association, except as otherwise provided by the laws of Virginia.

Section 2. Terms of Office. Directors shall serve for a term of one year. They will assume their respective duties at the Board meeting held in November after they are

elected at the Annual Meeting to provide for a smooth transition. They shall hold office until the Board meeting held in November after their respective successors have been elected.

Section 3. Compensation. The Directors shall serve without compensation. They may be reimbursed for necessary expenses incurred in carrying out their duties.

Section 4. Executive Board Meetings. Adequate notice of every Board meeting shall be given to every member of the Board (preferably, at least by one week in advance). A quorum of the Board shall consist of at least three Board members.

Section 5. Transactions of the Board. Except as otherwise provided by the Articles of Incorporation, in these Bylaws, or by law, every act or decision done or made by a two-thirds majority of the Directors present at a Board meeting duly held at which a quorum is present shall be the act of the Board. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors at a duly convened meeting. The written consent shall include email.

Section 6. Resignations and Removal of Directors. Any Director may resign at any time by providing written notice to the Board, without prejudice to the rights, if any, of the Association under any contract to which the Director is a party. The Board may remove any of its members, with cause, at any meetings of the Board by a two-thirds vote of all of the Directors.

Section 7. Good Faith Actions of the Directors. Each member of the Association agrees to hold all Directors harmless for any acts or omissions done in good faith arising out of his or her service. The Association also claims, on behalf of the Directors, protections including, but not limited to, those set forth in the Virginia Nonstock Corporation Act (the "Virginia Act").

ARTICLE V – OFFICERS

Section 1. Titles of Officers. The officers shall be: a Chairperson; a Vice Chairperson; a Secretary; and a Treasurer, which may be combined with a Secretary, if/when dues is required of the membership.

Section 2. Election of Officers. The officers of the Association shall be elected by the Directors at the first meeting of the Directors after the Annual Meeting.

Section 3. Duties of Officers. Each officer shall perform all duties incident to the respective office and such other duties as may be required by law, the Articles of Incorporation, the Bylaws, or which may be prescribed from time to time by the Board.

Section 3A. Duties of the Chairperson. The Chairperson shall be the general manager and chief executive officer of the Association and shall, subject to the control of the Board, have supervision, direction, and control of the business and affairs of the Association. The Chairperson shall preside at meetings of the Association and of the Executive Board. The President shall appoint the chairs of committees (other than the Board) unless otherwise directed by the Association, and shall enforce these Articles. The Chairperson will also serve as an ex officio member of all committees, except the Nominations Committee and the Audit Committee. The Chairperson shall represent the Association at meetings of governmental agencies and civic associations and shall perform such other duties as may be required.

Section 3B. Duties of the Vice Chairperson. The Vice Chairperson shall preside at meetings of the Board or the Association in the absence of, or at the request of, the Chairperson. If the office of the Chairperson becomes vacant, the Vice Chairperson shall become Chairperson for the balance of the term for which the Chairperson was elected. In addition, the ~~First~~ Vice Chairperson shall receive and review the Association's monthly bank statements, shall represent the Association at meetings of governmental agencies and civic associations as requested by the Chairperson, and shall perform such other duties as may be required.

Section 3D. Duties of the Secretary. The Secretary shall prepare minutes of the meetings of the Board and the Association; keep records of Association correspondence and a book of minutes of all meetings of the Board and the Association to be available at all meetings of the Association; prepare a summary report of actions or recommendations by the Board for presentation to the Association by the presiding officer at the next regular meeting of the Association; and call meetings of the Board and Association to order. In addition, the Secretary shall certify all official communications that are issued on behalf of the Association and shall perform such other duties as may be required.

Section 3F. Duties of the Treasurer. The Treasurer shall keep and maintain in written form (or any other form capable of being converted into written form) correct books and records of accounts of the properties and business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. The books and records of accounts shall at all times be open to inspection by any Director. The Treasurer shall receive and be custodian for any funds received by the Association; issue receipts; and deposit all funds received in a bank protected by the Federal Deposit Insurance Corporation in the name of, and to the credit of, the Association within fourteen days of receipt. The Treasurer shall disburse the funds of the Association in accordance with the Association's budget and as ordered by the Board. The Treasurer shall present two reports at Board and General Membership Meetings: a Treasurer's Report, with an itemized statement of receipts and expenditures for the quarter preceding the scheduled General Membership Meeting and a cumulative report which shows a comparison to the approved budget. Copies of both reports should be attached to the minutes of the meetings. The Treasurer shall submit at the January Meeting a detailed report for the preceding twelve months. An audit shall be

conducted annually and must be completed by January 31 of the year following the audited year.

Section 3G. Duties of the Parliamentarian. The Parliamentarian shall ensure that the current version of Robert's Rules of Order or guidelines from any other reputable manual on parliamentary procedures (where Roberts Rules of Order are silent) are followed at all meetings of the Board and of the Association. The Parliamentarian also shall ensure that meetings of the Board and the Association are run in a smooth and orderly manner and shall perform such other duties as may be required.

ARTICLE VI – COMMITTEES

Section 1. Creation and Discharge of Committees by the Board. Standing committees and temporary committees shall be created and discharged by the Board in accordance with the needs of the Association, as the Board may from time to time deem necessary. Any member in good standing is eligible to sit on a committee.

Section 2. Creation and Discharge of Committees by the Membership. The membership of the Association may create additional committees (over and above those created by the Board) by a majority vote of those in attendance at a meeting, if the requirements of Article VIII, Section 2 are met. Suggested committees may include, but are not limited to: Park Clean Up; Parking and Traffic; Contributions; Housing; Audits; Social Activities; Newsletter; Nominations; and Bylaws.

ARTICLE VII – ELECTIONS

Section 1. Time of Election. The Annual Meeting for the election of the Board shall be held in October.

Section 2. Nominations. By July 1, the Chairperson shall present to the Board for its consideration a list of nominees to serve on the Nominations Committee. Once confirmed by a two-thirds majority of the Board, the Nominations Committee shall submit a slate of names to the membership for its consideration. Prior to the voting at the Annual Meeting, additional nominations may be taken from the floor. Committee members counting ballots will not be nominees of that ballot.

Section 3. Qualified Candidate. A qualified candidate is any member in good standing as of commencement of the Annual Meeting. Candidates who make their desire to serve apparent may run in absentia if they are unable to attend the Annual Meeting.

Section 4. Balloting and Voting.

Section 4A. Balloting. Prior to the Annual Meeting, the Secretary shall prepare one ballot listing the names of the candidates provided by the Nominations Committee. The

ballot shall contain extra space for each Board member position so that nominations from the floor or write-in candidates may be added.

Section 4B. Voting. Voting for the Board shall be by secret ballot by all members in good standing. Proxy voting is not allowed. The candidates with the most voters are elected, there shall be a run-off for the final Director role will be held between the two candidates who receive the lowest number of votes on such ballot. The vote of a majority of the members present at an election meeting is necessary to elect any candidate.

Section 5. Vacancies on the Board. Except as provided in Section 3B and Section 3C of Article V, if any office shall become vacant, the office shall be filled by a majority vote of the Board for the unexpired term subject to the approval by a majority of the members at the next scheduled Association meeting. The member elected to such an office will assume his or her duties immediately after the Board elects that member. If a majority of the members voting at the next scheduled Association meeting do not approve the election, then the member's office shall be vacated at the end of such meeting. If approved, the person shall hold the office until his or her successor is elected.

ARTICLE VIII – MEETINGS OF THE ASSOCIATION

Section 1. Meetings. The Annual Meeting of the Association shall be held in October, and in addition, regular meetings of the Association may be held throughout the year, or as may otherwise be deemed practicable by the Board. Special meetings may be called by a majority vote of the Board or upon receipt of a petition signed by twenty- five or more members in good standing. Notice of every meeting shall be provided to all members at least two weeks in advance of the meeting or, in cases of special urgency, shall be given by telephone or text message as far in advance of the meeting as circumstances permit. In cases of snow or other weather emergencies, members shall follow local school guidelines to determine whether the meeting may be cancelled on short notice. The same applies to unexpected national emergencies that may affect the ability of the group to meet in a public facility.

When authorized by the Executive Board, meetings of the association may be held remotely in a manner prescribed by the Board. Acceptable means of remote participation include video conferencing; telephone, Internet, or satellite-enabled audio conferencing; or any other technology that enables the remote participants to be clearly audible to one another.

Section 2. Quorum. Ten (10) members in good standing shall constitute a quorum for transactions of business at Association meetings. Except as otherwise provided in these Articles, all actions shall be taken on the basis of the votes of a majority of the members present and voting at an Association meeting.

Section 3. Parliamentary Authority. The current version of Robert's Rules of Order (Newly Revised) shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order that the Association may adopt.

Section 4. Limitations on Debate. The Chairperson may limit debate when necessary to expedite the progress of a meeting, but any member so limited may appeal the Chairperson's ruling. The Parliamentarian shall be available to verify the rules of procedure in such cases.

ARTICLE IX – FINANCE AND BUDGET

Section 1. Self-Sustaining. The Association shall be self-sustaining and shall operate in a fiscally responsible manner.

Section 2. Fiscal Year. The fiscal year of the Association shall be from January 1 through December 31.

Section 3. Annual Dues. Payment of annual dues is for the fiscal year. Annual dues may be paid at any time and are nonrefundable.

Section 4. Budget. The Treasurer shall present the budget, as approved by the Board, for the upcoming fiscal year. The budget shall separately identify all items requiring an expenditure of more than \$100 and include an estimate of revenues. The budget shall be approved (or amended and approved) by a majority of the members in attendance at the January Meeting. The budget may be amended at any regular or special meeting of the Association by a majority of the members in attendance at such meeting.

Section 5. Expenditure Authority. The approved budget is the authorization for any expenditures. Subject to the approval of the Board, the Chairperson shall have the authority to authorize any expenditures, up to \$250, on behalf of the Association. Any expenditure, over \$250, which is not included in the approved budget, must be authorized by the membership.

Section 6. Disbursements. All checks, drafts, or disbursements of the Association shall require the signature of the Treasurer or Chairperson for amounts up to \$250. All checks, drafts or disbursements in excess of \$250 shall require the signature of any two of the following officers: the Chairperson; the Vice Chairperson; Secretary; or the Treasurer.

ARTICLE X – INDEMNIFICATION AND INSURANCE

Section 1. Indemnification. To the fullest extent permissible by the provisions of the Virginia Act, the Association shall indemnify each of its officers and directors against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by such person by reason of such person's having been made or having been threatened to be made a party to a proceeding, as a result of their holding or having

held such position and performing services in that position. The Association shall advance the expenses reasonably expected to be incurred by such persons in defending against any such proceeding upon receipt of a written undertaking by such person of the obligation to repay such advances if he or she is found to have been culpable to a degree which precludes his or her being reimbursed under the provisions of the Virginia Act.

Section 2. Insurance. The Association may purchase and maintain insurance on behalf of any director or officer of the Association against any liability asserted against or incurred by the director, officer, or employee in such capacity or arising out of the director's or officer's status as such, whether or not the Association would have the power to indemnify the director or officer against such liability under the provisions of Virginia law.

ARTICLE XI – AMENDMENTS

Section 1. General Procedures for Amendments. These Bylaws may be amended by a two-thirds vote of Association members in attendance at a meeting at which the quorum requirements enumerated in Article VIII, Section 2 are satisfied. Proposed amendments must be submitted by the Board or by at least seven members in good standing to the Secretary at least 30 days prior to the next meeting. They must also be shared with Association members at least two weeks prior to a scheduled meeting. Proposed amendments not received within the prescribed time limits will be held over for the following meeting.

Section 2. Amendment by Unanimous Vote. These Bylaws also may be amended by unanimous vote at any Association meeting at which the quorum requirements enumerated in Article VIII, Section 2 are satisfied.

ARTICLE XII – SPECIAL ASSESSMENTS

A quorum of the members being present at the regular meeting of the Holmes Run Civic Association, the Bylaws of the Association were adopted by a unanimous vote on the ___th day of March, 20___, and amended by unanimous vote on _____.