



North Franconia Civic Association, Inc.

BY-LAWS

Revised and passed in August 2025

ARTICLE I NAME AND LOCATION.

The name of the corporation is North Franconia Civic Association, Inc., hereinafter referred to as the "Association". The principal office of the corporation shall be located at the home address of a member of the Executive Board, but meetings of members and the Executive Board may be held at such places within the State of Virginia, County of Fairfax, as may be designated by the Executive Board.

ARTICLE II DEFINITIONS.

As used in these By Laws

SEC. 1. "Association" means the North Franconia Civic Association, Inc.

SEC. 2. "Community" means the area bordered on the North by the Capital Beltway, on the East by St. John Drive, on the South by Franconia Road, and on the West by RF&P Railroad tracks, and includes the residential areas comprising Franconia Forest, Maple Grove, Green Meadows, St. John Drive, Valley View Drive, Briarview Court, Cobbs Road, Tilbury Road, and Howell Road.

SEC. 3. "Community Resident" means any person of legal majority having residency in the community.

SEC. 4. "Member" means any community resident granted and maintaining membership in the Association as provided for in these By Laws.

ARTICLE III MEMBERSHIP.

SEC. 1. Any community resident shall be entitled to membership in the Association upon application and payment of annual dues.

SEC. 2. Annual dues for initial or reinstated membership in the Association shall be those amounts approved by the membership at each annual meeting of the Association. The annual dues approved at each annual meeting shall take effect on the first day of the next calendar year and stay in effect until the last day of that calendar year.

- (a) Annual dues shall be payable upon application for initial or reinstated membership.
- (b) A new membership established after June 1 shall be considered paid for the current and following calendar years.
- (c) Annual dues for continued membership in the Association shall be payable by January 31st of each year. Membership for any year shall be suspended if the annual dues are not paid by March 31st of that year. Anyone making a contribution equal to ten years dues shall be granted a lifetime membership.

SEC. 3. Any member may resign from the Association at any time giving written notice to the Executive Board. Such resignation shall take effect on the date of receipt of such notice or at any time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SEC. 4. Any member may be expelled from the Association for cause by a "majority plus one" vote of the Executive Board.

ARTICLE IV MEETINGS OF MEMBERS

SEC. 1. Annual Meetings. Regular annual meetings of the members shall be held at least once each year. The target date for annual meetings will be on the third Saturday in September; however the President may adjust the meeting date as necessary.

SEC. 2. Special Meetings. Special meetings of the members may be called at any time by the President or by the Executive Board, or upon written request of one tenth (1/10) of the current membership.

SEC. 3. Notice of Meetings. Written notice of each meeting of the members shall be given by the Executive Board at least five (5) days before such meeting to each member. Such notice shall specify the place, day, and hour

of the meeting, and, in the case of a special meeting, the purpose of the meeting.

SEC. 4. Quorum. The presence at the meeting of one tenth (1/10) of the current members shall constitute a quorum for any action, except as otherwise provided in these By Laws. If a quorum is not present or represented at any meeting, the members in attendance are authorized, by a majority vote, to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present or represented.

SEC. 5. Voting Rights. Each membership is entitled to cast one (1) vote on each matter of Association business requiring approval by the membership. This means households of multiple adults may cast only one ballot.

SEC. 6. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the Association Secretary. Every proxy shall be revocable.

ARTICLE V EXECUTIVE BOARD: SELECTION: TERM OF OFFICE.

SEC. 1. Enumeration of Officers. The affairs of the Association shall be managed by an Executive Board comprised of the following officers:

- President
- Vice President
- Communications Officer
- Secretary
- Treasurer

Such other officers as the Executive Board may from time to time create by resolution.

All such officers shall be members of the Association.

Any changes in the composition of the Executive Board as a result of changes to the Bylaws shall take effect at the next election.

SEC. 2. Election of Officers. The election of officers shall take place at each annual meeting of the members. Election to the Executive Board shall be by

secret written ballot. Electronic means, e.g. email, survey apps, may be used to conduct elections before the annual meeting and shall be considered secure. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

SEC. 3. Nomination. Nomination for election to the Executive Board shall be made by a nominating committee. Nominations may also be made from the floor at the annual meeting subject to procedural rules adopted by the Executive Board. The Nominating Committee shall consist of a Committee appointed by the Executive Board prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Executive Board as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Written notice of such nominations shall be given to the members at least fifteen (15) days before each annual meeting of the members.

SEC. 4. Special Appointments. The Executive Board may appoint such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Executive Board may, from time to time, determine.

SEC. 5. Removal. Any member of the Executive Board may be removed from office for cause by a two-thirds (2/3) vote of all members or by unanimous vote of all other Board members.

SEC. 6. Resignation. Any officer of the Association may resign at any time giving written notice to the Executive Board. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SEC. 7. Vacancies. A vacancy in any office may be filled by appointment by the remaining officers of the Executive Board. The officer appointed to such vacancy shall serve for the unexpired term of his predecessor.

SEC. 8. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4. of this Article.

ARTICLE VI MEETINGS OF THE EXECUTIVE BOARD.

SEC. 1. Regular Meetings. Regular meetings of the Executive Board shall be held quarterly with notice, at such place and hour as may be fixed from time to time by resolution of the Executive Board.

SEC. 2. Special Meetings. Special meetings of the Executive Board shall be held when called by any two (2) officers, after not less than three (3) days notice to each officer.

SEC. 3. Quorum. A majority of the current officers shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the officers present at a duly held meeting at which a quorum is present shall be regarded as the Act of the Board.

SEC. 4. Proxies. At all meetings of the Executive Board, each officer may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable.

SEC. 5. Action Taken Without a Meeting. The officers shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the officers. Any action so approved shall have the same effect as though taken at a meeting of the officers.

ARTICLE VII POWERS AND DUTIES OF THE EXECUTIVE BOARD.

SEC. 1. Powers. In addition to the powers expressly provided in these By Laws, the Executive Board shall have power to:

- (a) adopt and publish rules governing Association activities; provided, that such rules are consistent with these By Laws;
- (b) exercise for the Association all powers, duties, and authority vested in or delegated to the Association and not reserved to the membership by other provisions of these By Laws;
- (c) declare the office of a member of the Executive Board to be vacant in the event such member is absent from three (3) consecutive meetings of the Executive Board; and
- (d) employ an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

SEC. 2. Duties. The duties of the Executive Board officers are as follows:

(a) President

The president shall preside at all meetings of the members and the Executive Board; shall see that orders, rules, and resolutions of the Executive Board are carried out; shall sign written instruments and shall designate and vest at least two (2) members of the Executive Board with the authority to sign all promissory note; and checks from such accounts as the Executive Board may from time to time determine.

(b) Vice President

The Vice President shall assist the President in all his/her work, preside at meetings in the absence of the President, and shall exercise and discharge such other duties as may be required of him/her by the Executive Board. In addition, the Vice President, when empowered by resolution of the Executive Board, shall act in the place and stead of the President in the event of his/her absence, inability, or refusal to act.

(c) Secretary

The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Executive Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Executive Board and of the members; and shall perform such other duties as required by the Executive Board.

(d) Treasurer

The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall cause the disbursement of funds as directed by resolution of the Executive Board; sign all promissory notes and checks from such accounts as the Executive Board may from time to time determine; keep proper books of account; prepare an annual budget and a statement of income and expenditures to be represented to the membership at its annual meeting, and deliver a copy of each to the members; keep appropriate current records showing the members of the Association together with their addresses and telephone numbers.

(e) Communications Officer

The Communications Officer shall be primarily responsible for communicating with members via email, managing the NFCA website and any social media, and any other duties as may be required of him/her by the Executive Board.

ARTICLE VIII COMMITTEES.

The Executive Board shall appoint a Nominating Committee as provided for in these By Laws, and a Membership Committee. In addition, the Executive Board may appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE IX PARLIAMENTARY PRACTICES.

Except as otherwise provided in these By Laws, should a matter be presented to a meeting of the Executive Board, the members, or an appointed committee for debate and decision, business will be conducted in accordance with the then current edition of Robert's Rules of Order.

ARTICLE X BOOKS AND RECORDS.

The books, records, and papers of the Association shall at all times, during reasonable hours, be subject to inspection by any member.

ARTICLE XI AMENDMENTS.

SEC. 1. These By Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present or by proxy.

SEC. 2. In the case of any conflict between the County, State or Federal law and these By-Laws, the government law shall control.

ARTICLE XII MISCELLANEOUS.

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.