

# WINSTON KNOLLS CIVIC ASSOCIATION BYLAWS

## **Article 1. Name**

Sect. 101. The name of this organization shall be the Winston Knolls Civic Association, herein referred to as the Association.

## **Article 2. Purpose**

Sect. 201. The purpose of this organization shall be to stimulate interest in and to devise and implement ways and means for the promotion of civic, community, and general welfare in the Winston Knolls area.

Sect. 202. The Association shall be nonpartisan and nonsectarian. It reserves the right, however, to advocate or oppose any legislation or regulation or other public or private proposal affecting the general welfare of the Winston Knolls area.

Sect. 203. The Association shall collectively represent the community in all matters affecting the general welfare before such organizations as homeowners' associations, governmental institutions, private industry, and others as appropriate.

Sect. 204. The Association shall not initiate action on any matter which would result in new mandatory and legally binding financial obligation of each member of the Association or of all households within the boundaries of the Association, except as provided for herein.

## **Article 3. Boundaries**

Sect. 301. The Association shall encompass the Winston Knolls Subdivision Sections 1, 2, and 3 of Fairfax County, Virginia.

## **Article 4. Membership**

Sect 401. Membership in the Association shall consist of adult property owners and adult renters within the boundaries of the Association and whose payment of dues is current.

Sect. 402. For purposes of dues and quorum, there is one membership per address.

Sect. 403. A new, continued, or reinstated membership is in effect immediately upon payment of dues.

Sect. 404. Termination of membership shall automatically deprive a member of all right to participate in the business and to receive benefits of the Association.

## **Article 5. Officers, Duties, Removal**

Sect. 501. The officers of the Association shall be the President, the Vice President, the Secretary, and the Treasurer. They shall be elected and serve for a period of one year or until their successors are duly elected and installed, in accordance with Articles 9 and 7. Any officer may be re-elected. All officers must meet association membership criteria and be paid members.

- Sect. 502. The President shall have general supervision of all proceedings subject to the Bylaws. He or she shall preside at all membership and Board meetings, preserve order and decorum, and insure that all officers and committees properly discharge their duties. He or she shall call meetings of the Board as may be necessary. He or she shall appoint committee chairpersons and coordinators, following prior consultation with the elected officers.
- Sect. 503 The Vice President shall perform such duties as may be assigned by the President and shall, in the absence of the President, assume the responsibilities and duties of The Office of the President.
- Sect. 504 The Secretary shall record minutes of all membership and Board meetings, shall keep all Association records not assigned elsewhere, shall maintain all official correspondence of the Association, and shall carry out such additional duties as directed by the President.
- Sect. 505 The Treasurer shall direct the collection of dues, keep an accurate account thereof, and pay all legitimate obligations as authorized by the Board. He or she shall also make an accounting of receipts and disbursements at each Board meeting and regular general membership meeting; develop the annual budget, based on the policy direction of the Board; maintain an accurate record assigning care and custody of all Association archives and property; and perform other necessary financial functions as directed by the President.
- Sect. 506 The Board is the governing body of the Association. Its membership shall consist of the officers of the Association as defined in Section 501 and the committee chairpersons as defined in Article 8. The Board shall direct necessary action, within the purpose and intent of the Bylaws, to protect the property rights and interests of the Association. It shall, when necessary, require the President to call special meetings of the Association. It shall recommend an annual budget for approval by the general membership. Each Board may also develop and adopt Standing Rules to clarify and facilitate the day-to-day operations of the officers and committees .
- Sect. 507 A recommendation that an officer be removed from office may be made by unanimous resolution of the other officers or by petition of twenty percent of the members of the Association, presented in writing at any regular or special general membership meeting. Following a hearing on the recommendation for removal at a regular or special general membership meeting, such officer may be removed from office by a two-thirds vote of the members at a subsequent regular or special meeting of the general membership. At the hearing, the officer concerned shall be afforded an opportunity to present any pertinent information on the matter. The officer concerned shall not preside at the hearing, but must relinquish this duty to another officer.

## **Article 6. Dues and Finances**

- Sect. 601. Annual dues for each household shall be established by the membership's approval of the Association budget. The dues year is from January 1 to December 31<sup>st</sup>. Failure to pay approved dues during the membership drive shall preclude the household from membership in the Association. Membership shall be reinstated for such households upon payment of the entire current year's dues. Dues for households new to the community after the start of the dues year shall be prorated for the remaining portion of the dues year.

- Sect. 602. The Board shall recommend an annual budget to the membership of the Association indicating programs and projects to be undertaken and reflecting projected income and expenditures. The proposed budget shall be presented during the Fall general membership meeting and shall be approved by a majority vote at the membership meeting. The proposed budget shall be subject to such amendments, deletions, or alternatives as may be approved by a majority vote at the general membership meeting. No expenditure of money shall thereafter be made except in conformity with the budget unless approved by a majority at any regular or special general membership meeting called for that purpose. The approved budget shall be the authority for the expenditure of all funds during the dues year or until its successor budget is duly approved.
- Sect. 603. All funds of the Association shall be deposited by the Treasurer in the Association's name in such accounts as may be appropriate in legally constituted financial institutions. Withdrawal of funds shall be done only upon checks duly drawn against an account and signed by the Treasurer, or the President in the absence of the Treasurer.
- Sect. 604. Annually and upon election the President-elect shall appoint an audit committee composed of three members, none of whom is a member of the Board. The Treasurer shall thereafter deliver all books of account to the audit committee. The committee shall conduct an audit and shall prepare a written report thereof for presentation at the first Board meeting of the new year. An audit may be called for at any point during the year by a majority vote of the Board.
- Sect. 605. No officer or member of the Association unless duly authorized by the President, shall have the authority to obligate the Association for any expenditure. The President may, in conformity with the annual budget, delegate to such officers and committee chairpersons the authority to obligate funds of the Association

## **Article 7. Elections**

- Sect. 701. A Nominating Committee of three members not currently members of the Board, shall be appointed by the President, and their names communicated to the membership. This committee shall place in nomination at the fall regular general membership meeting, or a duly called special meeting for this purpose, at least one person for each office to be filled. The list of nominees for election shall be communicated to the membership in advance of the meeting. At this meeting, nominations from the floor may be made by any member. All floor nominees must affirm their willingness to serve at the time of nomination. No member of the Nominating Committee may be placed in nomination by that committee.
- Sect. 702. All officers shall be elected for a term of one year, and may be re-elected, for no more than 5 consecutive terms in that office. No member may hold more than one office at any one time. Any office becoming vacant shall be filled by the Board. All elections shall be by secret, written ballot and a simple majority of the votes cast shall be required to elect. The Nominating Committee shall act as tellers of the ballots and announce the winners upon certification of all ballots cast. In the absence of contested positions, the membership may opt to elect by acclamation. All members in good standing, as defined in Article 4, are eligible to vote. A member in good standing who is not at the meeting may sign a statement designating another member in good standing attending the meeting to serve as his/her proxy.

Sect. 703. All officers shall assume their duties on January 1st of the new year.

## **Article 8. Committees and Duties**

- Sect. 801. All committee chairpersons and coordinators shall be appointed by the President following consultation with the other elected officers. All committee chairs, coordinators, and committee members must meet all association membership criteria and be paid members. The President may establish standing committees, such as those listed in this Article, to address ongoing problems or matters of concern. He or she may also appoint, from time to time, special committees to consider subjects not properly referable to a standing committee or for a special study of some subject.
- Sect. 802. Education Committee: It shall be the duty of this committee to consider and report on all matters relating to schools and to be a liaison with local PTAs and with the Fairfax County School System.
- Sect. 803. Public Service Committee: It shall be the duty of this committee to consider and report on all matters related to planning and zoning; public transportation; communications and mail services; roads, streets, and bridges; sanitary conditions affecting the public health; water, sewer, and gas projects; police and fire protection, traffic regulations, and all matters affecting the public safety; and questions relating to legislation which may affect the Association.
- Sect. 804. Membership Committee: It shall be the duty of this committee to promote membership in the organization. The Membership Coordinator shall assist the Treasurer in conducting the annual membership drive. The Directory Coordinator shall be provided membership drive information in a timely manner to facilitate the publication of the community directory and disseminate updates to the directory. The Welcome Wagon Coordinator shall greet new residents in the community and share with them WKCA and other community information. The Membership Coordinator, Directory Coordinator and Welcome Wagon Coordinator may serve as co-chairs of the Membership Committee and, in that capacity, shall each have voting privileges as a member of the Board.
- Sect. 805. Social Committee: It shall be the duty of this committee to plan and carry out special social and community activities sponsored by the Association.
- Sect. 806. Communication Committee: It shall be the duty of this committee to support the efforts of the association board to keep all residents informed on events and issues of interest to the community. The Newsletter Editor shall publish a newsletter of the Association distributed to each address within Winston Knolls. The newsletter shall contain announcements from the Board and from the committees, articles from members of the Association, and news and advertisements of general interest to the membership. The number of issues to be published shall be determined by the Board in coordination with the annual budget. The Newsletter Delivery Coordinator will arrange for the distribution of the newsletter to community residents. The Webmaster will maintain the Association website, in consultation with the officers, ensuring a regularly updated source of community information. The Newsletter Editor, Webmaster, and Newsletter Delivery Coordinator may serve as co-chairs of the committee and, in that capacity, shall each have voting privileges as a member of the Board.

- Sect. 807. Home Improvement Committee: It shall be the duty of this committee to arrange, where possible, for bulk purchases of items at advantageous prices to interested members and to provide home repair and improvement advice to the Association.
- Sect. 808. Neighborhood Watch Committee: It shall be the duty of this committee to maintain a neighborhood watch liaison with the West Springfield Police Station. It shall establish a Neighborhood Watch schedule for patrolling the Winston Knolls 1,2,& 3 areas using Neighborhood Watch volunteers from the Winston Knolls community. Neighborhood Watch issues shall be reported to the Winston Knolls residents via articles in the Knolls News or Neighborhood Watch alerts through the WKCA website.
- Sect. 809. Grounds Maintenance Committee: It shall be the duty of this committee to support and manage the beautification efforts in the Winston Knolls community. The committee shall manage the ongoing maintenance and upkeep of the area surrounding the Winston Knolls community sign, and of the sign itself, in accord with the provisions of the WKCA agreement with the Fairfax County Park Authority. The committee shall also manage the Huntsman Boulevard median mowing contract for the Winston Knolls area. If there are separate coordinators for each of these two activities, they may each serve as co-chairs and shall have voting privileges on the Board.

#### **Article 9. Meetings, Quorum, Procedures**

- Sect. 901. A Fall general membership meeting will be held between September 1 and November 30, at which time the officers are elected and the annual budget is approved.
- Sect. 902. The Board may increase the frequency of general membership meetings. An announcement of all general membership meetings shall be published in the Association's newsletter and on the Association website.
- Sect. 903. The Board shall meet upon the call of the President and notice of the date, time, and place of said meeting shall be given to each member of the Board by the Secretary or the President and posted on the Association website.
- Sect. 904. Special meetings of the membership may be called by the President or by a majority of the Board. The Secretary shall provide each member three days notice of the date, time, and place of such meeting.
- Sect. 905. Five percent of the membership of the Association, either through physical presence or by written proxy, constitutes a quorum at general and special membership meetings, required by this Article, and is necessary to transact any business binding the Association.
- Sect. 906. The physical presence of fifty percent of the Board members constitutes a quorum at Board meetings, required by this Article, and is necessary to transact any business binding the Association. All Board meetings are public and open to the membership.
- Sect. 907. Business of the Association shall be conducted in accordance with Robert's Rules of Order, Revised, except as set forth in the Bylaws.
- Sect. 908. The President may appoint a Parliamentarian to insure compliance with these rules and Bylaws. The Parliamentarian's term of office will coincide with that of the President.

- Sect 909. Officers, committee chairpersons and coordinators are responsible for providing Association records and property to the President or to their successor promptly at the completion of their term.
- Sect 910. December will be the transition month between outgoing and incoming officers, with all records and property of the association being turned over to the incoming officer(s) as early as is practicable to effect a smooth transition by December 31.

#### **Article 10. Bylaw Changes**

- Sect. 1001. Any proposed changes must be presented in writing to the President and must be acted upon by the Association within forty-five days following the next scheduled Board meeting. A copy of the proposed change will be made available to each member at least three days prior to the general or special membership meeting at which the amendment will be acted upon and posted on the Association website.
- Sect. 1002. Upon approval of two-thirds of the membership represented at a meeting, if those constitute a quorum, the amendment shall be adopted.
- Sect. 1003. Upon adoption, affected pages of the Bylaws will be changed to reflect the new amendment. Copies of affected pages will be made available, upon request, to each member. The revised bylaws will be posted on the Association website.

#### **Article 11. Fairfax County Federation of Civic Associations**

- Sect. 1101. The Winston Knolls Civic Association shall, upon meeting the requirements for membership, be a member of the Fairfax County Federation of Civic Associations.
- Sect. 1102. Two delegates to the Federation may be appointed by the President in accordance with provisions of Article 5.

#### **Article 12. Dissolution**

- Sect. 1201. Upon approval of a Motion of Dissolution by two-thirds of the Board, a special membership meeting shall be called to consider the dissolution of the Association. Seven days **written** notice of this meeting must be given each member. Upon approval of two-thirds of the membership present at that meeting, if those present constitute a quorum, the Association shall be dissolved and its assets shall be disbursed as determined by a majority vote of the members present at the meeting.

**As Amended**  
**January 27, 1983**  
**October 2, 2002**  
**November 6, 2002**  
**November 29, 2005**  
**November 20, 2008**