

By-Laws of the Broyhill Park Civic Association

As approved on May 16, 1984

Article I - Principal Offices

Section 1. Principal Office: The principal office of the corporation shall be located in Fairfax County, Virginia, at a location to be designated from time to time by the Board of Directors.

Article II - Membership

Section 1. Eligibility: There shall be one class of members open to all residents, eighteen or more years of age, and to all non-resident property owners of Broyhill Park Subdivision.

Section 2. Membership: Membership shall be annual, and shall be granted to all eligible persons upon payment of an annual membership fee of Five Dollars (\$5.00) per household.

Section 3. Voting: Each member shall be entitled to one vote. Members shall not have proxy or cumulative voting privileges.

Section 4. Rights: The membership shall have the sole right to (1) authorize expenditures of corporate funds except as otherwise herein provided, and to (ii) authorize the corporation to enter into any contract, agreement or arrangement of any kind or nature.

Article III - Activities

Section 1. Activities: In fulfilling the objectives of the corporation as set forth in the Articles of Incorporation, the corporation shall (i) be non-partisan and nonsectarian, (ii) may engage in such lawful activities as authorized by the membership and to effectuate the purposes of the corporation, (iii) may cooperate and affiliate with civic organizations and associations and such other organizations as may assist the furtherance of the purposes of the corporation and (iv) shall inform the members and/or residents of the community on matters of interest to the members and/or community by periodically publishing and distributing a newsletter.

Article IV - Registered Agent

Section 1. Designation: Pursuant to the applicable statute of the Commonwealth of Virginia, a registered agent shall be designated to accept service of process on the corporation and such other duties as required by law. The Board of Directors, with approval of the membership, shall designate the registered agent, who may serve without term until a successor is designated. The registered agent is an ex-officio and non-voting member of the Board of Directors and need not be counted as one of the directors mentioned in Article V, Section 2.

Article V - Election of Directors

Section 1. Eligibility: Only members of the corporation shall be eligible for election as a director.

Section 2. Number and Term of Directors: There shall be fifteen (15) directors of the corporation; the directors shall be divided into three classes, one class to serve for a term of one (1) year, the second class to serve for a term of two (2) years, and the third class to serve for a term of three (3) years. There shall be five (5) directors in the first class, five (5) directors in the second class, and five (5) directors in the third class.

Section 3. Election: All directors shall be elected by the membership; the election of directors shall be held at the annual meeting of the members.

Section 4. Officers of Board: The President of the corporation shall also be the Chairman of the Board of Directors, and the Secretary of the corporation shall also be the Secretary of the Board of Directors.

Section 5. Vacancies: The Board of Directors shall by election fill all vacancies occurring on the Board of Directors, and those so elected shall serve only until the next annual meeting of the members.

Section 6. Nominating Committee: The Board of Directors shall annually appoint a Nominating Committee consisting of at least two (2) members of the corporation. The Committee shall nominate one or more candidates eligible and willing to serve for each director vacancy and shall report its nominations to the membership either at the meeting preceding the annual meeting or in writing at least two (2) weeks prior to the annual meeting of the members.

Article VI - Board of Directors

Section 1. Duties: The Board of Directors shall manage the affairs of the corporation in compliance with the Articles of Incorporation and By-Laws of the corporation.

Section 2. Annual Meeting: The annual meeting of the directors shall be held following the annual meeting of the members.

Section 3. Special Meetings: Special meetings of the directors may be called, on not less than twenty-four (24) hours notice, by the Chairman, and shall be called by the Chairman upon the written petition of three directors.

Section 4. Removal of Director: A director may be removed from office pursuant to the provisions of the Code of Virginia, 1950, as amended, and in accordance with Article VII, Section 5.

Section 5. Expenditures: The Board of Directors may authorize lump sum disbursements of the corporate funds not to exceed \$200.00, and the disbursement of all budgeted funds as budgeted.

Article VII - Officers

Section 1. Officers: The officers of the corporation shall be a President, First Vice President, Second Vice President, Third Vice President, Fourth Vice President, Secretary, Treasurer, and the Registered Agent.

Section 2. Eligibility: The President shall be a member of the Board of Directors for a two (2) year term; all other officers shall be members of the Board of Directors for one (1) year terms each.

Section 3. Election: The Directors of the corporation, at their annual meeting, shall elect the officers of the corporation for the ensuing year.

Section 4. Duties: The duties of the officers shall be such as usually pertain to their respective offices and as herein defined:

a. President: The President shall preside at all membership meetings. The President shall appoint all committees and appointive offices not otherwise herein provided for, and shall be an ex-officio member of all committees except the Nominating Committee. The President shall have no vote at any meeting of the membership except that he shall have a vote in the event of a tie vote.

b. First Vice President: The First Vice President shall assist the President and shall, in the absence of the President, assume the duties and responsibilities of that office.

c. Second Vice President: The Second Vice President shall assist the First Vice President and shall, in the absence of the First Vice President, assume the duties and responsibilities of that office.

d. Third Vice President: The Third Vice President shall assist the Second Vice President and shall, in the absence of the Second Vice President, assume the duties and responsibilities of that office.

e. Fourth Vice President: The Fourth Vice President shall assist the Third Vice President and shall, in the absence of the Third Vice President, assume the duties and responsibilities of that office.

f. Secretary: The Secretary shall record the minutes of all membership meetings; shall keep a roll of the officers, directors, committee members, and members in good standing; shall cause to be published all official notices; and shall gather and preserve all written records.

g. Treasurer: The Treasurer shall receive and disburse all funds of the corporation in accordance with the procedures prescribed in the By-Laws, and shall maintain complete records of all transactions.

Section 5. Removal: An officer or director may be removed from office only for cause upon written complaint of a member or members of the corporation. Such complaint shall be submitted at a regular membership meeting. A hearing on the complaint shall be held at a regular or special membership meeting not less than two (2) nor more than six (6) weeks after submission of the complaint and after notice to the membership of such complaint. Disposition of the complaint shall be by secret written ballot and removal shall be by the affirmative vote of three-fourths (3/4) of the members present and voting.

Article VII - Membership Meeting

Section 1. Annual Meeting: The annual meeting of the corporation shall be held during the month of May of each year.

Section 2. Regular Meetings: Regular meetings of the members of the corporation shall be held during the months of September, February, and May.

Section 3. Special Meetings: Special meetings of the members of the corporation may be called by the President or by the Board of Directors. The purpose of the meeting shall be stated in the call of all special meetings.

Section 4. Quorum: The quorum at all meetings of the members of the corporation shall be fifteen (15) members.

Section 5. Decisions: Except as otherwise herein provided, decisions on all matters at a meeting of the members shall be by a majority vote of the members present and voting.

Section 6. Procedures: The By-Laws and the latest issue of Roberts Rules of Order shall govern the order of business and procedures of all membership meetings.

Section 7. Date, Time, and Place: The Board of Directors shall, from time to time, fix the time and place for all membership meetings pursuant to the By-Laws, and may change the month of regular meetings.

Article IX - Official Notice

Section 1. Official Notice: Official notice of all membership meetings shall be in writing, stating the place, day, and time of the meeting and shall be given (i) by delivering a copy thereof to the membership meeting and (ii) by mailing, postage prepaid or by hand deliver, a copy thereof to the membership, or a copy of the newsletter containing such notice, at least three (3) days prior to the day of the membership meeting.

Article X - Seal

Section 1. Seal: The seal of the corporation shall be a flat-faced circular die (of which there may be any number of counterparts) with the word "SEAL" and the name of the corporation engraved thereon.

Article XI - Indemnification of Directors, Etc.

Section 1. Indemnification of Directors, Etc.: Each person now or hereafter a director or officer of the corporation (and his heirs, executors and administrators) shall be indemnified by the corporation against all claims, liabilities, judgements, settlements, costs, and expenses, including all attorneys' fees imposed upon or reasonably incurred by him in connection with or resulting from any action, suit, proceeding, or claim in which he is or may be made a party by reason of his being or having been a director or officer of the corporation (whether or not a director or officer at the time such costs or expenses are incurred or imposed upon him), except in relation to matters as to which he shall be or has been finally adjudged in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of this duties as such director or officer.

In the event of any other judgement against such director or officer or in the event of a settlement, the indemnification shall be made only if the corporation shall be advised, in case none of the persons involved shall be or have been a director, by the Board of Directors of the Corporation and otherwise by independent counsel to be appointed by the Board of Directors, that in its or his opinion such director or officer was not guilty of gross negligence or willful misconduct in the performance of his duty, and in the event of a settlement, that such settlement was or is in the best interests of the corporation.

In the event the determination is to be made by the Board of Directors, it may rely as to all questions of law on the advice of independent counsel. Such right of indemnification shall not be deemed exclusive of any rights to which he may be entitled under any By-Law, agreement, vote of stockholders, articles of incorporation, or otherwise. For the purposes of the Article no director or officer shall be considered to be guilty of gross negligence or willful misconduct in the performance of his duties as such director or officer if such action or non-action is based upon a written opinion of counsel of the corporation.

Section 2. Indemnification - Advice of Counsel: The Board of Directors is authorized to employ counsel to advise them on any corporate matter, and any action taken by the Board of Directors pursuant to written opinion of counsel of the corporation shall relieve the Directors from any personal liability therefore, and the corporation shall hold the directors harmless from any loss resulting from any action of the directors if taken pursuant to such written opinion of counsel to the corporation.

Article XII - Amendments

Section 1. Amendments: The By-Laws of the corporation may be amended, repealed, or altered, in whole or in part, by a two-thirds (2/3) affirmative vote of those members present and voting at any membership meeting, provided the same was either proposed at the preceding annual or regular meeting or was published in the meeting at which it is to be considered.