

BYLAWS  
OF THE FAIRFAX COUNTY FEDERATION  
OF CITIZENS ASSOCIATIONS, INC.

ARTICLE I  
Name and Location

Section 1. Name: The Fairfax County Federation of Citizens Associations, Inc. is a Virginia nonprofit, nonstock corporation incorporated under the Virginia Nonstock Corporation Act (Chapter 10 of Title 13.1 of the *Code of Virginia*).

Section 2. Principal Office: The principal office of the Corporation, hereinafter called the Federation, shall be located in Fairfax County, Virginia, at a location as designated by the Board of Directors.

ARTICLE II  
Purpose

The purpose of the Federation is to promote the interests of citizens associations in Fairfax County and to further the common good and general welfare of the citizens of Fairfax County. The Federation is organized and operates on a nonprofit, nonpartisan, and nonsectarian basis.

ARTICLE III  
Membership

Section 1. Eligibility: A citizens association must be organized and operated for nonprofit, nonpartisan civic activity. Such association must represent at least ten housing units. This requirement may be waived by the Board of Directors.

Section 2. Membership: Membership shall be granted annually to each eligible association upon the payment of annual membership dues as determined by the membership.

Section 3. Member Association Delegates: Each member association representing fewer than 100 housing units shall be entitled to one delegate and one alternate delegate, each member association representing 100 through 1,000 housing units shall be entitled to two delegates and two alternate delegates, and each member association representing more than 1000 housing units shall be entitled to three delegates and three alternate delegates. The names of such delegates and alternate delegates shall be submitted to the Federation in writing.

Section 4. Member Association Dues: The membership year shall run from July 1 through June 30 of the following year. Written notice of any proposed change in dues for the following membership year shall be recommended by the Board of Directors, published in the notice of, and considered for adoption at, the annual meeting.

## ARTICLE IV Officers

Section 1. Officers: The officers of the Federation shall consist of a President, First Vice President, Second Vice President, Recording Secretary, Corresponding Secretary, and Treasurer.

Section 2. Eligibility: Any adult resident of Fairfax County may serve as an officer except that the President, First Vice President or Second Vice President may not be a candidate for or hold an elective office, serve on the Fairfax County Board of Zoning Appeals or the Planning Commission, or be an officer of a partisan political party

Section 3. Election and Term: The officers shall be elected by majority vote at the annual meeting and shall take office on July 1. They shall be elected annually and shall serve for a one-year term or until their successors are elected.

Section 4. Vacancies: Any vacancy occurring in an elected office shall be filled for the unexpired term by a majority vote at the next regular meeting. Pending the election of a new officer, the President may appoint a person to fill the vacancy temporarily.

Section 5. Nominating Committee: A Nominating Committee of five (5) persons shall be appointed by the President within thirty (30) days after assuming office. The Nominating Committee shall be chaired by the most recent Past President available to serve and shall consist of two District Chairs or District Representatives, and two member association delegates or alternate delegates. Members shall serve one-year terms concurrent with the membership year. The Nominating Committee shall propose a slate for one-year terms and nominations to fill unexpired terms created by vacancies. The Nominating Committee slate for the annual election shall be published in the notice of the annual meeting.

Section 6. Duties: In addition to those duties as directors of the Federation, the duties of the officers shall be such as usually pertain to their respective offices and as defined in these Bylaws.

- a. President: The President shall preside at all meetings of the Federation; shall appoint special committees; shall appoint non-elected directors as specified in Article VI, Section 1, and Federation representatives to non-Federation boards, authorities and commissions, subject to the approval of a majority of the directors; shall ensure that the duties of the elected officers and the committees are carried out; shall have general supervision of the Federation's affairs; shall ensure that all written records are preserved; and shall speak on behalf of the Federation. The President may assign any duty to another director or to a delegate. The President shall be *ex officio* a member of all committees except the Nominating Committee and the Audit Committee.
- b. First Vice President: The First Vice President shall preside at meetings of the Federation in the absence of the President; shall serve as the Membership Chair and maintain a current list of member associations and publish this list in the Federation Bulletin; shall organize an

annual membership drive; shall solicit dues payments from associations in arrears; and shall perform such other duties as may be assigned by the President.

- c. Second Vice President: The Second Vice President shall preside at meetings of the Federation in the absence of the President and First Vice President; shall maintain a current list of Federation appointees to various boards, authorities, commissions and other advisory groups; shall secure semi-annual activity reports from each such appointee; shall arrange Federation-sponsored events including training seminars and forums; and shall perform such other duties as may be assigned by the President.
- d. Recording Secretary: The Recording Secretary shall record the meetings of the Board of Directors and of the Federation; shall assume the duties of the President and Vice Presidents in their absences; and shall perform such other duties as may be assigned by the President.
- e. Corresponding Secretary: The Corresponding Secretary shall provide copies of all resolutions and positions approved by the Federation to appropriate local, state and/or federal officials and the news media and shall perform such other duties as may be assigned by the President.
- f. Treasurer: The Treasurer shall receive, deposit, and disburse all funds of the Federation and shall maintain complete and accurate financial records; shall prepare an annual financial report; shall chair the Finance Committee; and shall perform such other duties as may be assigned by the President.
- g. Immediate Past President: The most recent Immediate Past President able to serve shall serve as chair of the Nominating Committee; shall chair the annual Awards Selection Committee; and shall chair the annual awards banquet committee.

Section 7. Removal: A minimum of ten (10) member associations may petition in writing for consideration of removal of an officer from office. Such petition shall be submitted at a regular meeting. A hearing on the complaint shall be held at a regular or special meeting not more than two (2) months after submission of the complaint and after written notice of such complaint to all member associations and the Board of Directors. Disposition of the complaint shall be by ballot; removal shall require a three-fourths (3/4) vote.

## ARTICLE V Membership Meetings

Section 1. Regular meetings: Regular meetings shall normally be held monthly except during the summer on such date and at such time and place as designated by the Board of Directors.

Section 2. Annual meeting: The annual meeting shall be held in May.

Section 3. Special meetings: Special meetings may be called by the President, by a majority of the Board of Directors, or upon written request by five (5) member associations,

stating the purpose for such meeting. The meeting shall consider only the business stated in the notice.

Section 4. Quorum: The quorum for regular and special meetings shall be ten (10) percent of current member associations.

Section 5. Notice: Official notice of meetings shall be in writing and should be mailed at least ten (10) days or sent by e-mail or fax at least seven (7) days prior to the day of the meeting.

Section 6. Voting Privileges: Only delegates and alternate present and certified under Article III, Section 3, shall have the right to move, second, and vote. Delegations representing less than 100 housing units shall cast one vote; delegations representing 100 through 1000 housing units shall cast two votes; delegations representing more than 1000 housing units shall cast three votes. The right to speak or raise a point of order shall extend to (a) Directors identified in Article VI, Section 1, and (b) former Association Presidents (deemed Federation Members-for-life). Recognition of others present who may provide expertise on a specific subject matter shall be at the discretion of the presiding officer.

Section 7. Policy Decisions: Motions to adopt or amend policy positions of the Federation shall be submitted to the Board of Directors for consideration and, if recommended for membership action, published in the Federation Bulletin prior to consideration at a meeting. This requirement may be suspended by a two-thirds vote.

## ARTICLE VI Board of Directors

Section 1. The membership of the Board of Directors shall include the elected officers, the Immediate Past President, the District Representatives, the Chairs and Co-chairs of the Standing and Special Committees, the Newsletter Editor and the Web Site Coordinator. Each officer, standing committee, District Representative, the Immediate Past President, Newsletter Editor and Web Site Coordinator shall have one vote.

Section 2. Any adult resident of Fairfax County may serve as a member of the Board of Directors.

Section 3. Duties: The Board of Directors shall manage the affairs of the Federation in compliance with the Articles of Incorporation and these Bylaws. The Board of Directors may delegate authority to directors, individually or collectively, to make expenditures from Federation funds within the applicable limits of the budget.

Section 4. Meetings: The Board of Directors shall normally hold regular monthly meetings unless otherwise ordered by the elected officers. The date, time and place shall be determined by the Board. Meetings of the Board of Directors shall be open.

Section 5. Transition Meeting: The transition meeting of the outgoing and incoming Boards of Directors shall be held after the annual meeting and prior to July 1.

Section 6. Special Meetings: Special meetings of the Board of Directors may be called by the President with at least twenty-four (24) hours' notice and shall be called by the President upon the written petition of three (3) directors.

Section 7. Quorum. The quorum for meetings of the Board of Directors shall be eight (8) members.

## ARTICLE VII Committees

Section 1. Standing Committees: There shall be the following Standing Committees: Budget, Citizen Association Services, Education, Environment, Human Services, Land Use, Legislation, Public Safety, Resolutions, and Transportation.

Section 2. Composition: The committee chairs or co-chairs shall appoint the members of their committees, preferably with representation from each magisterial district.

Section 3. Duties: Committees shall follow procedures as stated in the parliamentary authority and shall perform such duties as determined by the President and by the job descriptions for the committees.

Section 4. A Finance Committee composed of the Treasurer and two other directors or delegates shall be appointed by the President. It shall be the duty of this committee to prepare and submit a draft budget for the next fiscal year to the Board of Directors at its April meeting, ensure publication of the budget recommended by the Board of Directors in the notice for the annual meeting, and present the proposed budget at the annual meeting for adoption. The Finance Committee may also submit amendments to the budget for the current fiscal year, which may be adopted by a majority vote.

Section 5. An Audit Committee of three members, a majority of whom shall not be directors, shall be appointed by the President each year, shall audit the Treasurer's accounts at the close of the fiscal year, and shall present its report at the regular meeting in September. The Audit Committee shall also audit the Treasurer's accounts whenever a new Treasurer is elected to fill an unexpired term.

Section 6. Special Committees: The President shall appoint such special committees as are necessary to carry out special projects of a temporary nature.

## ARTICLE VIII District Councils and Representatives

Section 1. District Councils: Each magisterial district having a District Council of citizens associations shall be eligible for representation on the Board of Directors.

Section 2. District Representatives: Each District Council may designate a District Representative to the Federation, who shall serve as liaison between the Federation and the district.

ARTICLE IX  
Parliamentary Authority

These Bylaws and the current edition of *Robert's Rules of Order Newly Revised* shall govern the order of business and procedures of all meetings.

ARTICLE X  
Amendment of Bylaws

The Articles of Incorporation and the Bylaws may be amended, in whole or in part, by a two-thirds (2/3) vote at any meeting provided that written notice of such proposed amendments shall have been sent to all directors and member associations within a reasonable time prior to the meeting at which they are to be discussed. The vote on the amendment(s) shall be taken at the next regular meeting.

Revised January 21, 1988

Revised May 24, 1990

Revised September 11, 1991

Revised May 20, 1993

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