

BY-LAWS OF
MIDDLERIDGE CIVIC ASSOCIATION, INC.

ARTICLE 1 – NAME

The name of this corporation shall be the Middleridge Civic Association, Inc., hereafter referred to as the Association.

ARTICLE 2 – MEMBERSHIP

Section 1. All adults residing in the Middleridge Community (defined in the Article of Incorporation) may become members upon paying dues.

Section 2. Members in good standing are those who have paid all current dues and are referred to as a member throughout these By-Laws.

Section 3. The annual dues shall be set by the Executive Committee, with the consent of the membership by a vote taken at the spring meeting and shall be by household.

(Updated 06/2018)

Section 4. Household membership fee shall entitle two (2) adult members to voting privileges.

ARTICLE 3 – FINANCES

The business of the Association shall be conducted by the Executive Committee which shall be comprised of the following officers--the President, Vice-President, Secretary, and Treasurer, and the unelected Chairperson of the appropriate committee of the Association pertaining to the business at hand. The Past Presidents of the Association shall be invited to all Executive Committee meetings and shall participate. The Executive Committee is empowered to collect and obligate funds on behalf of the Association; however, no funds may be obligated, nor may any obligation be incurred unless funds to satisfy that obligation are in the possession of or on deposit in the name of the Association. Any contemplated obligation in excess of \$500.00 shall be approved by the Executive Committee, not less than thirty (30) days before the obligation is incurred. If ten (10) percent of the membership objects to the budgeted expenditure in writing and delivered to an elected officer within fifteen (15) days of the report to the membership, a special meeting shall be called. If a quorum exists, a majority vote of those present at such meeting shall be binding upon the Executive Committee. If a quorum is not present at such meeting, the Executive Committee shall exercise its discretion whether to proceed with the expenditure.

(Updated 06/2018)

ARTICLE 4 – MANAGEMENT

Section 1. The officers of this Association shall be President, Vice-President, Secretary and Treasurer.

A. The President shall be the chief executive officer of the Association and shall preside at all meetings.

B. The Vice-President shall perform all the duties of the President in the latter's absence or inability to act. He/she shall assist the President with the official duties, when requested. The Vice-President shall also serve as the association delegate to Fairfax County Organizations. See Article 8. (Updated 03/2023)

C. The Secretary shall keep a correct and complete record of the proceedings of the Association. At each regular meeting he/she shall report the minutes of the previous meeting. He/she shall maintain a roll of guests present at each meeting. He/she shall conduct all correspondence ordered by the Association or its officers pertaining to Association business, and shall file copies of all correspondence, notices, or communications for preservation.

D. The Treasurer shall collect annual dues. With assistance from the Membership Chairperson, he/she shall maintain a record of members in good standing. He/she shall be custodian of the funds of the Association. At each regular meeting he/she shall report the state of the Treasury. Either the Treasurer or the Executive Committee may require an annual audit. The Treasurer shall annually present a written report of the Treasury to the Association. (Updated 10/2015)

Section 2. Removal from Office. A recommendation that an officer be removed from office may be made by unanimous resolution of all other members of the Executive Committee or by petition of ten percent (10%) of the members, presented in written form at any meeting to the Secretary. Following a hearing he/she may be removed from office by a two-thirds (2/3) vote of the members present. At this hearing, the officer concerned shall be afforded an opportunity to present any pertinent information on his behalf. The officer in question will not be permitted to vote on his/her own behalf. (Updated 06/2018)

Section 3. Standing Committees. The following are the suggested Standing Committees of the Association. In addition to their specific duties, it shall be the duty of each committee to consider, recommend and report to the Association concerning all matters under their jurisdiction and to cooperate with all other committees to insure efficiencies. The President shall appoint a Chairman for each Committee, and the Chairman shall be responsible for the organization of his/her committee. (Updated 06/2018)

A. Membership Committee. Jurisdiction: to contact applicants for membership and to assist the Treasurer in maintaining a roll of members and guests present at each meeting; organizing, supervising, and operating a system of block representatives to accomplish the above and to disseminate or collect information of specific interests to the members, to include distribution of community newsletter, notices, and an annual Association directory. (Updated 03/2023)

B. Publication Committee. Jurisdiction: to publish a periodic community newsletter and maintain an Association website and other social media sites. (Updated 03/2023)

C. Welcoming Committee. Jurisdiction: to call upon and welcome all new residents to the Middleridge Community.

D. Neighborhood Watch Committee. Jurisdiction: to recruit and coordinate training, through Fairfax County Police, of volunteers from the Middleridge community and maintain a schedule of patrols to promote crime prevention, safety, and security in the community; point of contact for police and fire protection, street identification signage, traffic regulation and public safety issues. (Updated 03/2023)

E. Grounds Committee. Jurisdiction: to coordinate with County Park Authority for maintenance of public parks and playgrounds, streams, and lakes in the community; coordinate with Virginia Department of Transportation and County Maintenance for maintenance service on roads, bridges, and sound barriers; coordinate with Dominion Energy for maintenance service of streetlights; administer, manage, and maintain Association / community landscape and common property. (Added 03/2023)

Section 4. Special Committees. The President shall have the power to appoint special committees to consider subjects not properly referable to a Standing Committee, or to study special subjects.

Section 5. Committee Reports. At each regular meeting or special meeting, if appropriate, each Committee shall be prepared to report on all matters which have been referred to it.

Section 6. Committee Hearings. Any member introducing a subject which is referred to a committee shall have the right to appear before the committee to which the subject was referred before a final report is prepared by the committee.

Section 7. Committee Limitations. Only the Executive Committee shall commit the Association to the advocacy of, or opposition to, any subject

ARTICLE 5 – MEETINGS AND ELECTION OF OFFICERS

Section 1. The regular meetings of the Association shall be held during the Fall and Spring unless otherwise prescribed by the Executive Committee and the membership is so advised. The meeting dates and times are to be publicized to all members. (Updated 10/2015)

Section 2. The President may call special meetings. Upon written request signed by a ten percent (10%) of the members, it shall be mandatory for the President to hold a special meeting within fourteen (14) days. Not less than three (3) days preceding any

special meeting, all members shall receive written notification including the date, time, place, and agenda of the special meeting. Any business which was not included in the written notification shall not be discussed at the special meeting.

Section 3. The Executive Committee shall place in nomination at least one member for each office.

- A. Prior to elections, nominations from the floor may be made by any member.
- B. Officers of the Association shall be elected at the Spring meeting.

Section 4. Officers shall be elected for a term of one (1) year and shall assume their duties at the conclusion of the Spring meeting. The President and the Vice-President may succeed himself/herself for no more than one (1) consecutive term; the Secretary and the Treasurer may succeed himself/herself for no more than four (4) consecutive terms. No member may hold more than one office at one time. Vacated offices shall be filled by a majority vote of the members present at the next regular meeting. Vacated offices may be temporarily filled by the Executive Committee until the next regular meeting.

(Updated 06/2018)

Section 5. All elections shall be by secret ballot, through written or electronic methods. Balloting may be dispensed with by a unanimous vote when there is but one candidate for an office. A plurality of the votes cast by members shall be required to elect. The Executive Committee will be responsible for counting the ballots, excluding those members who have been nominated for an elective office.

(Updated 03/2023)

ARTICLE 6 – PROCEDURE AT MEETINGS

Section 1. The association may establish a set of standing rules on debate and procedure which may at any time be suspended by unanimous consent. Robert's Rules of Order (Revised Edition) shall be the parliamentary guide. It shall govern the proceedings of meetings when not in conflict with the Articles of Incorporation and By-Laws and their amendments.

Section 2. The following shall be the order of business:

- A. call to order
- B. reading of minutes and approval
- C. report of Treasurer
- D. reading of communications
- E. reports of Standing Committees
- F. reports of Special Committees
- G. unfinished business
- H. new business
- I. adjournment

Section 3. The regular order of business may be suspended by a majority vote of the members, or by the President when necessary.

Section 4. Except as otherwise provided in the Articles of Incorporation and By-Laws, all business of the Association may be decided by a majority vote of the members at any meeting.

ARTICLE 7 – QUORUM

The Association shall have a quorum when ten (10) members in good standing are present to conduct business. (Updated 06/2018)

Section 1. Members may designate a limited proxy to another member for voting on specific, publicized issues by stating this in writing (or e-mail). (Updated 10/2015)

Section 2. Voting on specific issues may be accomplished through e-mail or other electronic methods if the issue is publicized and a specific timeframe for debate and voting has been established. (Updated 10/2015)

ARTICLE 8 – REPRESENTATION IN FAIRFAX COUNTY ORGANIZATIONS

(Updated 03/2023)

Section 1. The Association shall be represented at the Fairfax County Federation of Citizen Associations and the Braddock District Council of Community Associations by the Vice-President who will provide a summary of all meetings to the executive board. (Updated 03/2023)

Section 2. The name of the Vice-President shall be certified in writing to these organizations, and he shall serve until the incoming officer takes office. (Updated 03/2023)

ARTICLE 9 – AMENDMENTS

Proposed amendments to the By-Laws may be offered in writing by any member. Any proposed amendments must be publicized to the membership for a period of no less than 60 days. During the 60-day review period, members may provide comments for consideration by the Executive Committee. The Executive Committee will review any comments and finalize the amendments prior to the next regular meeting of the Association at which time it shall be put to a vote and shall become a part of the By-Laws if approved by two-thirds (2/3) of the members present. (Updated 7/11/2024)