



BYLAWS OF THE PARKLAWN CIVIC ASSOCIATION (PCA) INCORPORATED

ARTICLE I – NAME

The name of this association shall be Parklawn Civic Association, (the “Association”).

ARTICLE II – PURPOSE

The purpose of the Association, which is formed as a non-profit organization, is to promote, without affiliation with any political party, the best interests and general welfare of the residents of the Parklawn neighborhood, in Fairfax County, Virginia, as that area is defined in Article III, Section 1.

ARTICLE III – MEMBERSHIP

Section 1. Area Boundaries. The Areas/subdivisions eligible for Association membership are as follows:

- Barcroft Forest (Barcroft Lane, Fairfax Parkway, Parkhill Drive)
- Barcroft Palisades (Fairfax Parkway)
- Barcroft Terrace (Fairfax Parkway, Mary Meindl Court, Melvern Place, Morgan Street, Parkhill Drive) Glenview Heights (Glenview Court)
- Lincolnia (Crestwood Drive, Hillcrest Place)
- Lincolnia Heights (Edgemoor Lane, Hillcrest Place, Lincolnia Road, Oak Ridge Drive, Parramore Drive, Sano Street, Summit Place)
- Lincolnia Manor (Applegarth Court, Sano Street)
- Mulberry Grove (Sano Street)
- Parklawn (Arcadia Road, Bryce Road, Braddock Road, Chaco Road, Conrad Road, Crater Place, Crestwood Drive, Dakota Court, Everglades Drive, Ginger Drive, Guest Lane, Hawaii Court, Jewel Court, Lassen Court, Mesa Way, Morgan Street, Muir Place, Olympic Way, Sequoia Court, Summit Place, Tahoe Court, Teton Place, Tonto Court, Verde Court, Yellowstone Drive, Yosemite Drive, Zion Court)
- Sherry Heights (Landess Street)
- Twin Knolls I (Twin Knolls Court, Lincolnia Road)
- Wilcoff Valley (Edgemoore Lane, Lincolnia Road)

The Association area does not include Berlee Drive or any streets that intersect or empty into Berlee Drive unless noted otherwise.

Section 2. Membership. Membership is available to any household within the Area Boundaries defined in Article III, Section 1. A household consists of one or more people who live in the same dwelling with the same street address and also share living accommodation, and may consist of a single family or some other grouping of people. All members of the household that are 18 years of age

or older may be granted membership in the Association but each household is given only one (1) vote at Association meetings, including the Annual Meeting.

Membership requires the payment of annual dues on a household basis. (See Article III. Section 3. Dues.)

Section 2A. Rights and Obligations of Membership. Members in good standing are entitled to one (1) vote per household for any business presented for a vote at any General or Annual Meeting of the Association. Membership in the Association also includes, but is not limited to: the right to be a member of the Parklawn Civic Association community listserve (Yahoo! Group); the right to receive the Association's newsletter; be informed about community affairs; submit requests for consideration to the Executive Board.

Each adult member of the household may join the community Yahoo! Group listserve in order to receive electronic communications from the Board or general membership of the Association.

The obligation of membership is to pay annual dues.

Section 3. Dues. The Association requires membership dues to be paid annually on a household basis. The membership year shall run from January 1 through December 31. Members may pay their annual dues at the membership meeting held in January of each year or may pay prior to that by mailing payment (check or money order) to the Treasurer. Payment may also be made electronically via PayPal. Please go to <http://www.parklawncommunity.org/PCAJoin.html> for complete instructions.

A member who fails to renew his membership by paying dues by January 31 each year terminates his membership and shall have all rights and privileges forfeited including the right to vote in PCA elections. This right is restored with the payment of dues.

Individuals who pay dues on or after October 1 are considered paid through the next calendar year.

There are no proportionate dues for portions of the year or refund of dues for parts of a year.

The Executive Board may increase or decrease the annual dues to be collected from Members subject to the approval of a majority of the Membership present at the annual meeting in October (the "Annual Meeting").

Section 4. Suspension, Expulsion or Removal. The Association shall have the power to suspend, expel or remove any member for cause when the Association shall, with a majority of those present, vote for such suspension, removal or expulsion at any regular meeting.

A Member may have their membership suspended by the Board for conduct unbecoming a Member. Before any Member is suspended, written notice must be sent to the Member at least seven (7) days prior to the meeting at which the Board will consider the suspension. The written notice will include the reason for the suspension and when the Board will meet to consider the suspension. The Member has the right to defend himself/herself before the Board. Written notice of the Board's decision will be sent to the Member.

Section 5. Loss of Privileges. When any member of this Association is suspended, removed or expelled, or when any member resigns or severs connection with this Association, such member shall cease to have any voice in the management or control of the affairs of the Association.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. Members and Powers. The Board of Directors of the Association (the “Board”) shall be comprised of the elected Board Members (as defined in Article V, Section 1 as the President, Vice President, Membership Director, Treasurer and two (2) At-Large members) and the immediate Past President (for one calendar year). The Board is vested with the power to supervise and administer the business, property, and affairs of the Association, except as otherwise provided by the laws of Virginia.

Section 2. Terms of Office. Directors shall serve for a term of one year. They will assume their respective duties 30 days after they are elected at the Annual Meeting to provide for a smooth transition. They shall hold office until their respective successors have been elected and are seated on the Board.

Section 3. Board Meetings. Adequate notice of every Board meeting shall be given to every member of the Board (preferably, at least by one week in advance). A quorum of the Board shall consist of 2/3 of the Board, either in person, by proxy vote or participating via telecommunication. Any matter before the Board may be approved by a simple majority if a quorum is present.

Section 4. Special Meetings. A special meeting of the Board may be called at any time by the President or by agreement of 80% of the Board of Directors. Any Board Member may request an out-of-cycle Board meeting with at least one week’s notice to all other members of the Board. No business other than the business stated in the call or notice of such meeting shall be transacted.

Section 5. Transactions of the Board. Any action required or permitted to be taken by the Board may be taken without a meeting, if a quorum is present and a simple majority of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the meeting notes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors at a duly convened meeting. The written consent shall include email.

Section 6. Resignations and Removal of Directors and Committee Chairs. Any Director or Chairperson may resign at any time by providing written notice to the Board, without prejudice to the rights, if any, of the Association under any contract to which the Director or Chairperson is a party. The Board may remove any of its members, with cause, at any meetings of the Board by the affirmative vote of a majority of all of the Directors.

Section 7. Good Faith Actions of the Directors. Each member of the Association agrees to hold all Directors harmless for any acts or omissions done in good faith arising out of his or her service.

ARTICLE V – BOARD MEMBERS

Section 1. Titles of Board Members. The elected Board Members shall be: President; the immediate Past President, Vice President; Membership Director; Treasurer; and two At-Large members.

Section 2. Election of Board Members. The Board Members of the Association shall be elected by the Membership.

Section 3. Duties of Board Members. All Board Members shall perform all duties incident to the respective office and such other duties as may be required by law, the Bylaws, or which may be prescribed from time to time by the Board.

Any Officer or Board Member shall disclose and explain any conflict or potential conflict of interest in any matter before the Board or the Membership. The Board shall vote by a simple majority of a quorum to allow the Board member to discuss and vote on the matter

Officers shall be required to attend regular meetings of the Board (usually every month). Failure to attend these meetings or failure to perform the duties required by the position may result in a suspension of privileges and removal from Office. A vote must be taken by the Board to suspend and/or remove a Board Member from their position and will require at least a 2/3 majority of all Board members.

Section 3A. Duties of the President. The President shall be the general manager and chief executive Board Member of the Association and shall, subject to the control of the Board, have supervision, direction, and control of the business and affairs of the Association. The President shall preside at meetings of the Association and of the Board. The President shall appoint the chairs of committees (other than the Board) unless otherwise directed by the Association, and shall enforce these Articles. The President shall represent the Association at meetings of governmental agencies and civic associations and shall perform such other duties as may be required.

Section 3B. Duties of the Vice President. The Vice President shall preside at meetings of the Board or the Association in the absence of, or at the request of, the President. If the office of the President becomes vacant, the Vice President shall become President for the balance of the term for which the President was elected. In addition, the Vice President shall represent the Association at meetings of governmental agencies and civic associations as requested by the President, and shall perform such other duties as may be required.

Section 3C. Duties of the Membership Director. The Membership Director shall welcome new members, process membership applications, and turn them over to the Treasurer. The Membership Director shall welcome new neighbors and provide them with Welcome Packets. In addition, the Membership Director shall perform such other duties as may be required.

Section 3D. Duties of the Treasurer. The Treasurer shall keep and maintain membership records, and update the membership roster on a regular basis. The Treasurer shall keep and maintain in written form (or any other form capable of being converted into written form) adequate and correct books and records of accounts of the properties and business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

The books and records of accounts shall at all times be open to inspection by any Director. The Treasurer shall receive and be custodian for any funds received by the Association; issue receipts; and deposit all funds received in a bank protected by the Federal Deposit Insurance Corporation in the name of, and to the credit of, the Association within thirty days of receipt.

The Treasurer shall disburse the funds of the Association in accordance with the Association's budget and as ordered by the Board. The Treasurer, as necessary, shall present an itemized statement of receipts and expenditures. The Treasurer shall submit to the Association at each regular meeting a report of receipts and disbursements made during the interim of the meetings and shall submit at the January Meeting a detailed report for the preceding twelve months.

All checks, drafts, or disbursements of the Association shall require the signature of the Treasurer or President for amounts up to \$500. All checks, drafts, or disbursements in excess of \$500 shall require the signature of any of the following two Board Members: the President; the Vice President, or the Treasurer.

Section 3E. Duties of the At-Large Members. The duties of the At-Large Members are to provide assistance as assigned by the Board in accomplishing their duties as defined above. The At-Large

members will also have primary responsibility to serve as the Board's Secretary. The At-Large members will each be responsible for chairing one Board Committee, unless another Member of the Association volunteers to do so.

Section 3F. Duties of the Secretary. The Secretary shall be a non-elected position. The Secretary shall be a rotating position which the At-Large members will be primarily responsible for. The President or Vice President may also select a volunteer prior to each General meeting (4x a year) who shall prepare meeting notes and submit them to the Board.

The Secretary shall record meeting notes of all meetings of the Association and of the Board, shall maintain an accurate record of such notes to be read at any meeting of the Association or of the Board when called for the presiding officer. Meeting notes will be made available upon request to any Association Member in good standing.

The Secretary shall submit to the Board the meeting notes of any meeting within 3 days of the meeting. Association. Meeting notes must be forwarded to the PCA website administrator to be uploaded to the PCA website. The Secretary is also responsible for submitting to the PCA website administrator any proposed amendments to the Association's Bylaws so they may be posted to the PCA website for the Membership to review prior to the next scheduled Association meeting.

The Secretary shall be furnished, by the Treasurer, with an accurate record of the Membership.

ARTICLE VI – COMMITTEES & OTHER POSITIONS

Section 1. Creation and Discharge of Committees and Positions by the Board. Standing committees and positions as well as temporary committees and positions shall be created and discharged by the Board in accordance with the needs of the Association, as the Board may from time to time deem necessary.

Section 2. Committee Powers. The Association will rely heavily on committees to achieve a number of goals for the community. Committees shall make general decisions among themselves by a majority vote. All financial decisions or decisions that will require the use of the Association name shall require approval by the Board once approved by a majority vote at the committee meeting.

Committee members shall meet with the Board to resolve any disputes by majority vote. Committees shall provide the Board quarterly meeting notes of their meetings. If any pertinent information should arise between these times, the Committee Chair shall relay any pertinent information by emailing the Board. Any committee wishing to speak at a general meeting may do so with prior approval and notice to the Board.

Section 4. Creation and Discharge of Committees by the Membership. The membership of the Association, by a majority vote of those in attendance at a meeting at which the quorum requirements enumerated in Article VIII, Section 3 are satisfied, may create additional committees over and above those created by the Board. Suggested committees may include, but are not limited to: Events; Zoning Liaison; Neighbor 2 Neighbor Program/Property Maintenance; Improvement; Communications; and Architectural Review.

ARTICLE VII – ELECTIONS

Section 1. Time of Election. The Annual Meeting for the election of Board Members and members of the Board shall be held in October.

Section 2. Nominations. All Officer nominations shall be submitted for consideration to the Election Committee prior to October 1st. Once confirmed by the Board, the Election Committee shall submit a slate of names to the membership for its consideration. The ballot shall be posted on the website prior to the voting at the October Annual Meeting. Additional nominations may be taken from the floor. Nominees shall only be considered if they have been a member of the PCA for one full calendar year and their membership must be in good standing. Committee members counting ballots will not be nominees for that Board position.

Section 3. Qualified Candidate. A qualified candidate is any member whose dues are current or paid by the commencement of the Annual Meeting and who has been a member in good standing for six months prior to the Annual Meeting.

Section 4. Balloting and Voting.

Section 4.A. Balloting. Prior to the Annual Meeting, the Election Committee shall prepare the ballot listing the names of the candidates. The ballot shall list the names of candidates for Board Member positions in the following order: President; Vice President; Membership Director; Treasurer; and At-Large Members.

Section 4.B. Voting. Voting for Board Members and members of the Board shall be by secret ballot by all members present at the Annual Meeting whose dues are paid in full. Proxy voting will not be allowed.

If no candidate for a particular office receives a majority of the total votes cast on the ballot, there shall be a run-off between the two candidates who receive the highest number of votes on such ballot. The vote of a majority of the members present at an election meeting is necessary to elect any candidate.

The candidate elected to the position of Treasurer, if he or she is replacing the existing Treasurer, must be vetted by a criminal background check conducted by the Elections Committee. The criminal background check must be conducted within 10 business days of the election. Results of the criminal background check shall remain confidential and not be shared with any individual, organization or group other than those serving on the Elections Committee. If the elected candidate's criminal background check reflects any misdemeanor or felony financial crimes, crimes against property, larceny, assault, or any crimes against persons the candidate will be disqualified. The current Treasurer shall continue their duties until another candidate is found and elected by a simple majority of the Executive Board for the unexpired term.

Section 5. Vacancies on the Board. Whenever a vacancy shall occur in the Board, the following procedure shall be followed in filling such vacancy:

Section 5a. If the position of President is vacated, the Vice President, upon 2/3 majority approval by the Board, assumes the position of President for the unexpired term. If for some reason the Vice President is unable or unwilling to assume the position of President, the Board would have the authority to review candidates and select, by 2/3 majority, an individual to fill the unexpired term as long as that individual meets all the requirements of a Qualified Candidate (Article VII. Section 3.).

Section 5b. If any Board position, other than President, is vacated, the Board has the authority to review candidates and select, by a 2/3 vote, an individual to fill the unexpired term.

ARTICLE VIII – MEETINGS OF THE ASSOCIATION

Section 1. Meetings. The Annual Meeting of the Association shall be held in October, and in addition, regular meetings of the Association shall be held in January, April, and July, or as may otherwise be

deemed practicable by the Board. The meetings will be held on the second Monday of the designated months, unless the second Monday falls on a Federal, State or local holiday, in which case the meeting shall be held on a date specified by the Board.

Notice of every meeting shall be provided to all members at least one (1) week in advance of the meeting or, in cases of special urgency, shall be given by email as far in advance of the meeting as circumstances permit. Each call for such meeting shall state the time; place and purpose of such meeting and notice in writing of such meetings shall be presented (signs posted in the PCA area), emailed or delivered to members via the PCA Yahoo! Group, and posted on the Association's website. In cases of snow or other weather emergencies, members shall follow local school guidelines to determine whether the meeting may be cancelled on short notice. The same applies to unexpected national emergencies that may affect the ability of the group to meet in a public facility.

A quorum of the Association shall consist of 15 members in good standing. Any matter before the Membership must be approved by a simple majority of those members in good standing.

Section 2. Special Meetings. A special meeting of the Membership may be called at any time by a 2/3 majority vote of the Board or upon receipt of a petition signed by twenty-five or more Members in good standing.

No business other than the business stated in the call or notice of such meeting shall be transacted.

Section 3. Quorum. Fifteen (15) members in good standing shall constitute a quorum for transactions of business at Association meetings. Except as otherwise provided in these Articles, all actions shall be taken on the basis of the votes of a majority of the members present and voting at an Association meeting.

Section 4. Parliamentary Authority. The current version of Robert's Rules of Order (Newly Revised) shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order that the Association may adopt.

Section 5. Limitations on Debate. The President may limit debate when necessary to expedite the progress of a meeting, but any member so limited may appeal the President's ruling. The Vice President shall be available to verify the rules of procedure in such cases.

ARTICLE IX – FINANCE AND BUDGET

Section 1. Self-Sustaining. The Association shall be self-sustaining and shall operate in a fiscally responsible manner.

Section 2. Fiscal Year. The fiscal year of the Association shall be from January 1 through December 31.

Section 3. Annual Dues. Payment of annual dues is for the fiscal year. Annual dues may be paid at any time and are nonrefundable.

Section 4. Budget. The Treasurer shall present at the January Meeting of the Association the budget, as approved by the Board, for the upcoming fiscal year. The budget shall separately identify all items requiring an expenditure of more than \$100 and include an estimate of revenues. The budget shall be approved (or amended and approved) by a majority of the members in attendance at the Annual Meeting. The budget may be amended at any regular or special meeting of the Association by a

majority of the members in attendance at such meeting.

ARTICLE XI – COMPENSATION, INDEMNIFICATION AND INSURANCE

Section 1. Compensation. The Directors and members of Committees shall serve without compensation. However, they may be reimbursed for necessary legitimate expenses incurred in carrying out their duties.

Section 2. Obligation to Indemnify. In the absence of willful misconduct or knowing violation of any criminal law relating to the responsibilities or duties of Board Members, directors or committee members, no Board Member, director or committee member of the Association shall be liable to the Association or to the members for the consequences of actions taken within the authority vested in him or her under these Bylaws, including both express duties and those which are reasonably implied in the effective discharge of such authority.

The Association shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative; by reason of the fact that such person is or was a Director or committee member of the Association; provided such person is or was serving at the request of the Association in such capacity; and provided that such person:

- 1) He or she conducted himself or herself in good faith;
- 2) He or she believed:
 - a. In the case of conduct in his or her official capacity with the corporation that his or her conduct was in the best interests of the Association; and
 - b. In all other cases, that his or her conduct was at least not opposed to the best interests of the Association; and
 - c. In the case of any criminal proceeding, he or she had no reasonable cause to believe that his or her conduct was unlawful.
- 3) With respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful.

Section 2a. Notwithstanding anything in Section 2 above, unless a court of competent jurisdiction determines that, in view of all circumstances of the case, such person is fairly and reasonably entitled to expenses, no indemnification shall be made:

- 1) In connection with a proceeding by or in the right of the Association in which such persons has been adjudged to be liable to the Association; or
- 2) In connection with any other proceeding charging that such person received an improper personal benefit, whether or not involving action in an official capacity, in which such person has been adjudged liable on the basis such person received an improper personal benefit.

Section 3. No Limitation of Rights. The indemnification provided in this Article shall not be deemed exclusive of nor a limitation upon any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of the members of disinterested members of the Board, or otherwise, nor by any rights which are granted pursuant to

Section 4. Directors and Members Insurance. The Association may purchase and maintain insurance on behalf of any person who is or was a member of the Board or a committee thereof, or anyone acting at the direction of the Board, covering defense and liability expenses arising out of any action, suit or proceeding asserted against such person by virtue of such person's actions on behalf of the Association or at the direction of the Board, whether or not the Association would have the power to indemnify such person against liability under the provisions of this Article.

ARTICLE XII – AMENDMENTS

Section 1. General Procedures for Amendments. Proposed amendments must be submitted by the Board or by at least 10 members in good standing to the Board at least 30 days prior to the next meeting. They must also appear on the PCA website prior to a scheduled meeting. Proposed amendments not received within the prescribed time limits will be held over for the following meeting.

Section 2. Voting on Amendments to the Bylaws. These Bylaws may be amended by majority vote of Association members in attendance at a meeting at which the quorum requirements enumerated in Article VIII, Section 2 are satisfied.

A quorum of the members being present at the regular meeting of the Parklawn Civic Association, the Bylaws of the Association were adopted by a majority vote on this 30th day of January 2014.