

**BY-LAWS OF
THE WOODLEY HILLS COMMUNITY ASSOCIATION, INC.,
A VIRGINIA CORPORATION**

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ARTICLE I: General

Section 1.1. Name. Woodley Hills Community Association, Incorporated, referred to hereinafter as the “Association,” was organized on July 10th, 2007, as a membership organization under the Virginia Nonstock Corporation Act.

Section 1.2. Purpose. The purposes for which the Association is organized are to protect and promote the interests of the residents of the Membership Area to educate the residents of the Membership Area about conditions and developments that affect the Membership Area; to promote and strive for the maintenance, improvement and betterment of public facilities and services; to promote and encourage community and civic spirit and to foster good will and friendship among the residents of the Membership Area; to communicate with county, state and federal officials and with other civic and public organizations for the general welfare of the community, and to do and deal in and with any and all other things necessary and desirable, consistent with these purposes.

Section 1.3. Contraindications. The Association shall not impose or otherwise enact rules, regulations or restrictions upon the legal use of private property or take any other action outside the scope of the primary purposes of the Association. It shall be within the purposes of the Association to respect the use of private property as granted by law and in no way construe the purposes of the Association to interpret or otherwise attempt to impose any restriction or rule or regulation as if there were covenants running with the land.

Section 1.4. Effective Date: These bylaws become effective upon adoption and shall replace any previous revision. These bylaws and the Articles of Incorporation replace any previous bylaws and constitution of the Association.

ARTICLE II: Membership

Section 2.1. Eligibility. Membership in the Association shall be open to Households, as defined herein, residing within the “Membership Area”, defined as the following subdivisions in the Mount Vernon Magisterial District of Fairfax County, Virginia: Woodley Hills, Woodleigh Woods, Dawson Woods, Kings Hill, Mount Vernon Mews, Sedgewick Forest, Colonial Acres, Mount Vernon Walk, Mount Vernon Hills, Mount Vernon Estates, and any properties abutting these subdivisions which are not otherwise represented by an organization similar to the Association and whose membership in the

Association is considered by a majority vote of the Board of Directors of the Association to be in the best interest of the Association.

Section 2.2. Household. For purposes of membership in the Association, a Household shall consist of a group of individuals, whether or not related, sharing a common residence at an address within the geographic boundaries described in Section 2.1 above.

Section 2.3. Effectiveness of Membership. A Household's membership shall become effective upon payment of the membership fee as specified in Article III hereof. Membership shall automatically terminate upon removal of residence from the area or non-payment of dues.

Section 2.4. Good Standing. A Household that satisfies the criteria of this Article II and has paid its membership fee pursuant to Article III shall be deemed to be a "Member in Good Standing."

ARTICLE III: Membership Fee

Section 3.1. Amount of Membership Fee. The membership fee shall be decided by the Executive Committee in its discretion may establish, assessed per Household, and shall be payable annually. Becomes 2.3.

Section 3.2. Time and Manner of Payment. Membership fees shall become due annually on October 1 (the commencement of the Association's fiscal year) and must be paid not less than one week prior to the commencement of the Annual meeting for the election of officers if payment is made by personal check or not later than the commencement of the Annual Meeting if payment is made in cash.

Section 3.3. Adjustments of Membership Fee. Adjustments in the amount of the annual membership fee may be made at any time deemed necessary by the Executive Committee to address the needs of the Association, provided, however, that no increase above the maximum amount set forth in Section 3.1 shall become effective until it has been approved by a majority vote of members at a regular or special meeting, or in a referendum conducted pursuant to Section 4.8.

ARTICLE IV: Meetings, Voting, Quorum, and Referendum

Section 4.1. Annual Meeting. The annual meeting of the Association for the election of members of the Executive Committee and for other purposes shall be held on a weekday evening during the last two weeks of October or as soon as practicable thereafter.

Section 4.2. Special Meetings.

a. Generally. The Executive Committee may call a special meeting of the membership at any time for any purpose upon notification of the members as provided in Section 4.4 hereof.

b. Upon Request of the Membership. Subject to Section 4.8 below, the Executive Committee shall call a special meeting upon receipt of a written petition requesting such a meeting signed by not less than ten percent (10%) of the Members in Good Standing at the time the petition is submitted to the Executive Committee.

1. Such petition shall state with particularity the purpose for the requested meeting and a proposed date and time for the meeting.

2. The Executive Committee shall schedule the requested special meeting at a time, within its discretion, that is reasonably proximate to the date proposed in the petition, giving due consideration to such factors as, without limitation, the time-sensitivity of the subject matter, the need to verify the tendered signatures, and the publication date of the next Association newsletter to provide adequate advance notice of the meeting to the membership, provided, however, that in no event shall the date established for the requested special meeting be later than one month after the date upon which the valid petition was submitted to the Executive Committee.

Unless otherwise specified in the Meeting Notice, upon completion of action by the membership on the subject matter for which the special meeting was called, no new business may be raised or entertained.

Section 4.3. Meeting Notice. The Secretary of the Association shall provide notice to the members In good standing of each meeting of the membership in any manner reasonably designed to provide actual notice to the members in good standing. .

Section 4.4. Voting. The right to vote at all meetings of the Association shall be afforded only to Members in Good Standing, as defined in Section 2.4 above, subject to the following:

a. Manner of Voting. Voting on all matters requiring the action of the membership shall be by Household, with each Household entitled to cast only one vote. Subject to Section 6.4, voting shall be conducted using voting cards issued to each Member, or by such other method calculated to ensure accurate tabulation as the Secretary, in consultation with the Executive Committee, may designate.

b. Proxies. A member in good standing may be represented at any meeting by proxy.

1. Requirements. The proxy shall be in writing, signed by a representative of the Household, and shall designate by name the individual authorized to vote on the member Household's behalf (the "Proxy Holder") and the scope of the Proxy Holder's authority (e.g., to act on all matters, or any specified matter).

2. Construction. Unless otherwise specified within the document itself, a proxy will be assumed to: (A) grant the Proxy Holder complete authority to exercise the vote represented by the proxy according to his/her judgement, and (B) remain effective only for a single meeting, whether general or special, and to terminate upon the adjournment thereof.

3. Limitations. To hold a proxy for a member in good Standing, the Proxy holder (A) must be the voting representative of a Household that is itself a member in Good Standing; and (B) may not hold the proxy for more than three other Members in Good Standing.

4. Treatment of Defective Proxies. A proxy that is defective for failure to satisfy the provisions of subparagraph 1 hereof shall not be valid for any purpose. A proxy that is defective only because it fails to satisfy the requirements of subparagraph 3 shall not be valid for voting, but may be counted for the purpose of determining whether a quorum exists pursuant to Section 4.7 hereof.

Section 4.5. Meeting Procedures. Roberts= Rules of Order shall govern the proceedings of meetings when there is business transacted, except as modified by Sections 4.6 and 4.7 hereof.

Section 4.6. Preliminary Matters and Certification of Quorum, Order of Business.

a. Preliminary Matters and Certification of Quorum. Prior to the Call to Order of the Annual or any Special Meeting, the Secretary and the Chairperson of the Membership Committee shall:

1. Sign in those members registered on the official membership rolls of the Association who are present at the meeting;
2. Verify that such members are Members in Good Standing;
3. Properly register any proxies such members may hold;
4. Issue appropriate instruments of voting to such Members (e.g., voting cards or a ballot forms); and
5. Notify the President of the total number of Members in Good Standing present in person or by proxy at the meeting.

Upon completion of the foregoing procedures, the President of the Association shall publicly notify all persons present concerning the eligibility criteria for voting at the meeting and shall afford a brief period for any unregistered members to come forward to be recorded. Thereafter, the President shall certify whether or not a quorum exists.

b. Order of Business, Annual Meeting. The order of business at the annual meeting for the election of officers shall be as follows:

1. Call to order.
2. Reading and approval of minutes of previous regular meeting and any special meeting.
3. Report of Treasurer.
4. Reports of Committees.
5. Unfinished business.
6. Election of officers and Standing Committee Chairpersons.
7. New business
8. Adjournment.

c. Order of Business Special Meetings. The order of business at special meetings shall include only the call to order, transaction of the business specified in the Meeting notice, and adjournment.

Section 4.7. Quorum. Two (2) elected members of the Executive Committee and representatives of ten percent (10%) of the Members in good Standing present in person or by proxy (provided that not less than eight percent (8%) shall be present in person) at any regular or special meeting at the time a vote is taken shall constitute a quorum.

Section 4.8. Referendum in Lieu of Special Meeting. In lieu of a Special Meeting, and subject to the provisions of this Section 4.8, the Executive Committee may call for a referendum of the membership on any issue. The following shall govern the conduct of all such referenda:

a. *Notice.* The Executive Committee shall promptly notify the membership of the referendum by a special notice that shall be delivered either by mail or hand-carried by the Block Captains. Where a referendum is called in close proximity to the publication date of the Association newsletter, the notice may be included in such newsletter,

provided, however, that in such event a "Notification of referendum" and the deadline for the return of ballots shall appear prominently on the front page of such newsletter to alert members that the newsletter contains time-sensitive materials that require immediate attention. The referendum notice shall contain the following:

1. A clear and concise statement of the question(s) presented for consideration;
2. A narrative that clearly and in reasonable detail (a) describes the context and reason for the referendum; (b) sets forth the relevant arguments on each side of the issue; and, (c) explains the consequences, respectively, of a vote in favor of, and a vote against, the question presented (i.e., what action, if any, the Executive Committee expects to take in response to either outcome); and
3. The ballot the member is to use to cast its vote, which shall clearly and prominently display the deadline by which the ballot must be returned in order to be considered valid.

b. *Ballots.* The Secretary, subject to the approval of the Executive Committee, shall develop procedures to ensure the authenticity and individuality of ballots and prevent the possibility of multiple votes being cast by any member.

c. *Minimum Return Necessary for Validity.* Consistent with Section 4.8 hereof, a referendum shall not be considered valid for any purpose unless at least ten percent (10%) of the Members in Good Standing shall have cast and returned ballots on the question presented. Proxies shall not be used.

d. *Threshold Required for Action.* Subject to the foregoing subparagraph c, a simple majority of votes cast will constitute action by the membership except in the case of amendments to these by-laws or changes in the membership fee as to which Sections 9.1 and 3.3 shall respectively apply.

ARTICLE V: Executive Committee

Section 5.1. On all matters except those otherwise specified herein to require the action of the membership, authority to manage the affairs of the Association will rest with the Executive Committee.

Section 5.2. Composition.

a. The Executive Committee shall consist of the following: (1) the officers of the Association and the chairperson of each Standing Committee as specified in Sections 5.3 and 5.4 hereof, respectively, each of whom shall be elected pursuant to the provisions of

Section 5.7 and Article VI hereof; and (2) the Association's delegates to collective citizens association bodies as specified in Section 5.5 hereof, each of whom shall be appointed by, and serve at the discretion of, the President. Except as otherwise provided in these by-laws, each elected member of the Executive Committee shall be entitled to cast two votes on matters that come before the Committee, and each appointed member of the Committee shall be entitled to cast one vote. In no event shall any member of the Executive Committee be entitled to cast more than two votes.

b. The President of the Association shall act as Chairperson of the Executive Committee. The immediate Past President of the Association shall serve as an *ex-officio* member of the Executive Committee, but shall not be entitled to vote.

Section 5.3. Officers. The officers of the Association shall be:

- a. The President;
- b. The Vice President;
- c. The Secretary; and
- d. The Treasurer.

Each of the foregoing shall be a representative of a Member in Good Standing.

Section 5.4. Standing Committees. The Standing Committees of the Association shall consist of the following:

- a. Community Improvements
- b. Membership;
- c. Parks and Recreation; and
- d. Transportation

The Chairperson of each of the Standing Committees shall be a representative of a Member in Good Standing.

Section 5.5. Association Delegates to Collective Citizens Association Bodies (e.g., Mount Vernon Council of Citizens Associations, Fairfax Federation of Citizens Associations, etc.). From time to time, in the discretion of the Executive Committee, the Association may undertake membership in other district councils or countywide citizens associations. In such event, the President shall appoint, from among the members in Good Standing of the

Association, individuals to represent the interests of the Association in the committees of said organizations.

The individual(s) appointed to serve in each category above shall act as the Association's representative to all such bodies in which the Association may be a member.

Section 5.6. Special Committees. The President may, from time to time, direct the creation of special committees to investigate matters that may arise on an *ad hoc* basis and report back to the Executive Committee at a prescribed time recommendations for any action that may be warranted. The purpose(s) for each such committee, and any guidelines for such committee's conduct of business shall be set forth clearly in the President's directive creating the committee. The President may appoint the chairperson of any such committee who, in turn, with the concurrence of the President, may select members to serve on the committee. The chairmanship of such a special committee will not entitle the holder to vote with the Executive Committee.

Section 5.7. Election. An election of the Officers and Standing Committee Chairpersons shall be conducted annually at the Annual Meeting of the Association described in Section 4.1. Each such elected member of the Executive Committee shall take office upon the adjournment of the Annual Meeting at which the election was conducted and shall serve until the next annual election or until a successor is elected.

Section 5.8. Removal of Members of the Executive Committee.

a. *Elected Members.* Any officer or the chairperson of any Standing Committee may be removed from service for willful malfeasance or nonfeasance or incapacity to perform the duties of the position. Such removal shall require the affirmative vote of not fewer than five (5) of the elected members of the Executive Committee, none of whom may be the member who is the subject of the removal vote. For purposes of this Section 5.8(a), only elected members of the Executive Committee shall be entitled to vote on removal, and each such member shall be entitled to only one vote.

b. *Appointed Members.* Delegates appointed pursuant to Section 5.5 above may be removed at any time at the discretion of the President.

c. *Filling of Vacancies.* In the event of the failure to remain a Member in Good Standing, death, resignation, or removal from office of any officer or Standing Committee Chairperson, the President may nominate an individual to fill such vacancy on an acting basis. Upon the affirmative vote of a majority of the elected members of the Executive Committee, such nominee shall be elected and may serve in an acting capacity until the next annual election of the Association.

Section 5.9. Compensation. No officer or other member of the Executive Committee

shall receive any compensation for performing the duties of his office.

Section 5.10. Meetings and Quorum.

a. *Generally.* The Executive Committee shall meet once each month, except in August, at a uniform time and place, provided, however, that any such meeting may be suspended or canceled when, in the view of the President and majority of the elected members, exigent circumstances (including the lack of any business requiring action) warrant it.

b. *Special Meetings.* In addition to the regular meetings, the President may call a special meeting of the Executive Committee when, in his discretion, he determines such a meeting is necessary to dispose of pressing business.

c. *Quorum.* At any of its meetings, the presence of a majority of the elected members of the Executive Committee shall constitute a quorum.

ARTICLE VI: Conduct of Elections

Section 6.1. Nominating Committee. When it appears that a seat on the Executive Committee is or will become vacant by the date of the next annual election, the President may, in his discretion, appoint a Special Nominating Committee to consist of two members from the Executive Committee and three members at large. The members of the Nominating Committee shall elect a chairperson from among themselves. It shall be the charge of the Nominating Committee to identify and nominate at least one qualified person willing to run to fill the vacancy on the Executive Committee.

Section 6.2. Nominations at Large. Any member of a Household that is a Member in Good Standing who desires to serve on the Executive Committee may have his/her name placed on the ballot by delivering a written notification requesting such action to the Secretary of the Association not later than September 15. The request should clearly identify the office or Standing Committee chairmanship that the candidate is seeking and should provide a brief narrative explaining the candidate's relevant experience or reason for seeking the position in question.

Section 6.3. Notice of Candidates. The list of candidates for each office or Standing Committee chairmanship shall be published as part of the Meeting Notice announcing the meeting at which the election will be held as set forth in Section 4.3 hereof. In addition, nominations from the floor during the meeting shall be in order.

Section 6.4. Conduct of Voting for Election of Officers and Standing Committee Chairpersons.

The Chairperson of the Membership Committee shall bring to the Annual Meeting the

official list of Members in Good Standing of the Association. Elections shall be conducted using voting cards as specified in Section 4.4.a. except in the event that a position is contested, in which case, voting shall be by secret ballot given out by the Secretary. In the event that a position is contested by more than two candidates, and no candidate receives more than fifty (50%) of the votes cast in the initial balloting, a run-off election shall immediately be conducted between the two candidates receiving the highest number of votes.

Section 6.5. Tabulation of Votes. Unless otherwise waived by vote of a majority of the Members in Good Standing present at the meeting, the votes cast for members of the Executive Committee shall be tabulated by an Election Committee consisting of one judge and two tellers appointed by the President.

a. The Judge of election and each of the two tellers must be representatives of Members in Good Standing of the Association.

b. In contested races for President of the Association, each presidential nominee may, at his choosing, appoint one representative of a Member in Good Standing of the Association to observe the tabulation of ballots on the candidate's behalf.

Section 6.6. For each elected position on the Executive Committee, the candidate receiving the largest number of votes shall be declared the winner.

ARTICLE VII: Finances

Section 7.1. Source of Revenues. The revenue of the Association shall be derived from annual membership fees and from such other sources as may be recommended by the Executive Committee and approved by members of the Association.

Section 7.2. Payment of Association's Expenses. All authorized expenses of the Association shall be paid out of the Treasury. Authorization shall be by vote of a majority of the Executive Committee. Expenses in excess of 7 percent of the Association's annual budget for any item other than current operating expenses shall not be incurred unless authorized in advance by a vote of a majority of all members in Good Standing present and voting in person or by proxy: (a) at the Annual meeting of the Association; (b) at any Special meeting of the Association as to which action on such amendment has been specified in the Meeting Notice pursuant to Section 4.3; or (c) subject to Section 4.8, by referendum. For the purposes of this Section 7.2, Current operating expenses shall consist of those expenses included in the Association's most current approved budget that are not in excess of the limits set forth in the budget.

Section 7.3. Annual Audit of Accounts. The President, with the approval of the Executive

Committee, shall appoint a committee to audit the books before the annual election.

ARTICLE VIII: Duties of Officers and Executive Committee

Section 8.1. President. The President shall supervise the executive affairs of the Association; preside at all meetings of the Association; attest all public transactions by signing same; perform all other duties and exercise the prerogatives usual and customary to the office; and shall serve *ex officio* as a member of all committees. The President shall also be responsible for publishing the newsletter to the Association.

Section 8.2. Vice President. The Vice President shall, in the absence of the President, assume and discharge the duties of the President and assist the President in conducting the business of the Association and the Executive Committee.

Section 8.3. Secretary. The Secretary shall keep minutes and attendance records of all meetings; shall be responsible for the preparation and transmission of Meeting Notices as required by these by-laws; shall tabulate the votes cast for positions on the Executive Committee; and shall provide a listing of the officers and Standing Committee chairmen to the membership of the Association members as a part of the notice of the first regular or special meeting following the annual election.

Section 8.4. Treasurer. The Treasurer shall receive and disburse all funds of the Association and maintain an accurate account of all receipts and expenditures. The Treasurer shall pay all bills on order or direction of the Executive Committee, provided that the Executive Committee may delegate to the Treasurer authority to pay all bills coming within the terms of any budget that may be adopted by the Executive Committee. The funds of the Association shall be deposited in such bank or banks as directed by the officers of the Association. The Treasurer shall make the Association's books available to the Executive Committee for inspection at any time upon request.

Section 8.5. Executive Committee. The Executive Committee shall act for and in the name of the Association in all matters in which it is authorized to do so by the Articles of Incorporation and By-Laws, including matters delegated to it by action of the members at regular or special meetings. It shall transact all necessary or expedient business of the Association between such meetings. It shall meet as prescribed in Section 5.10 and a report of its proceedings shall be submitted to the next regular meeting of the Association.

Section 8.6. Duties of Standing Committees.

a. Community Improvements : This Committee shall be concerned with the promotion of appropriate civic improvement projects such as conditions of the roads and streets and with traffic laws and their enforcement.

b. Membership: This Committee shall solicit membership in the Association; shall welcome new residents to the community; inform them of the benefits of membership in the Association. The chairperson of the Committee shall recruit Block Captains, collect the dues of the Association, regularly update and maintain the accuracy of the Association's official list of Members in Good Standing, and shall be responsible to bring that list to the Annual and any Special Meetings of the Association.

c. Recreation: This Committee shall organize recreational activities and events for residents of the community.

d. Transportation: This Committee shall monitor issues related to transportation, road construction and development, mass transit, etc., that impact the residents of the Association.

ARTICLE IX: Amendments

Section 9.1. Amendments. These by-laws may be amended by a vote of two-thirds of all Members in Good Standing present and voting in person or by proxy: (a) at the Annual Meeting of the Association; (b) at any Special Meeting of the Association as to which action on such amendment has been specified in the meeting Notice pursuant to Section 4.3; or (c) subject to Section 4.8, by referendum.

Section 9.2. Amendments Pursuant to Petition. Amendments may be proposed by the Executive Committee upon written petition signed by representatives of ten percent (10%) or more of the Households that are Members in Good Standing of the Association.

ARTICLE X: Official Signature

Section 10.1. Signature. The official signature of the Association shall be "WOODLEY HILLS COMMUNITY ASSOCIATION, INC.," accompanied by the signature of the President of the Association, except, however, in the case of checks drawn upon the bank account of the Association, the signature of the President or Treasurer shall be required.

ARTICLE XI - Dissolution

Section 11.1. Dissolution. Upon dissolution of the Association, the Board of Directors shall pay all obligations of the Association and after such payment transfer and convey all remaining property of the Association to one or more domestic or foreign corporations, societies or organizations determined to be a tax-exempt organization as defined in section 503 of the Internal Revenue Code of 1986, 12 amended, and engaged in activities substantially similar to those of the Association.

ARTICLE XII - Indemnification

Section 12.1. The Association hereby indemnifies all Directors, Officers and the persons operating on its behalf to the greatest extent allowed by law.