

REVISED HCA BYLAWS

(Approved by the Membership on May 6, 2004)

ARTICLE I - NAME AND CORPORATE SEAL

1. The name of this organization is the Huntington Community Association, Inc., also known as Huntington and hereinafter referred to as the HCA.
2. The corporate seal shall have inscribed thereon the words "Huntington Community Association, Inc."; "2000", the year of incorporation; and "Corporate Seal".

ARTICLE II - PURPOSES

1. The HCA is organized and shall be operated as a non-partisan, non-profit organization for the purposes of:
 - a. Representing the interests of residents, and area citizen and homeowners associations in the Huntington area within the Mount Vernon and Lee Magisterial Districts of Fairfax County, Virginia before Fairfax County, State, and Federal government authorities and furthering the common good and general welfare of the people of Huntington.
 - b. Facilitating regular exchange of views and information on matters of civic interest among residents and associations with County, Regional, State, and Federal officials, and disseminating the views and information so gained to residents, area associations, and others.
 - c. Taking action on issues significant to the "Greater Huntington Community," as its members may deem appropriate.
 - d. Publishing the HUNTINGTON HIGHLIGHTS newsletter, which provides a public record of HCA meetings, resolutions, community activities, and other actions.

ARTICLE III - AREA

1. The HCA area crosses two Supervisory Districts in Fairfax County: in the Mount Vernon District, it is defined by the properties bounded by Richmond Highway (East), Telegraph Road (West), Cameron Run Creek (North), and the Huntington Metro property line (South). This area specifically includes Mount Vernon Drive, Foley Avenue, Fenwick Drive, Biscayne Drive, Victory Drive, Liberty Drive, Arlington Terrace, Farrington Avenue, Glendale Terrace, Fairview Terrace, Riverview Terrace, Blaine Drive, Fifer Drive, Metro View Parkway, Kathryn Street, and Huntington Avenue.
2. In the Lee District, the area includes those single family homes between Telegraph Road and North Kings Highway consisting of: James Drive, Fort Lyon Court, Timothy Place, Lenore Lane, and such single family homes in the same immediate area (Telegraph Road and North Kings Highway).

ARTICLE IV - GENERAL MEMBERSHIP

1. The HCA shall have one class of members that shall consist of individuals, eighteen (18) years of age or older, who reside, own property, or are business owners. Business owners must have a valid Fairfax County Business License, have no pending violations before any county or state agency, and be within the Huntington area as defined in Article III of the Bylaws.
2. Each member shall have one vote. Each business shall have one vote. Absentee voting shall be permitted by Electronic Mail (Email) or U.S. Mail, and shall be subject to membership verification. Proxy voting shall not be permitted.
3. Eligible citizens, as defined in the HCA Articles of Incorporation, applying for membership in the Corporation shall become a member upon payment of dues.

ARTICLE V - MEETINGS

1. The regular meeting of the HCA General Membership is held on the first Thursday of each month except July, unless otherwise ordered by the Board of Directors. Notice of General Membership meetings shall be published in the HUNTINGTON HIGHLIGHTS newsletter prior to each meeting.
2. The regular General Membership meeting in November shall be known as the Annual Meeting and shall be for the purpose of electing the HCA Board of Directors, approving the annual HCA membership dues and the HCA budget for the following year, receiving reports of officers and committees, and conducting any other business that may arise.
3. A special meeting of the General Membership shall be called by the agreement of a majority of the Board of Directors, or upon written request of ten members. The purpose or purposes of the meeting shall be stated in the notice of the meeting, which shall be mailed or sent by E-mail to the members no less than ten days before the date of the meeting.
4. A quorum shall consist of one-fifth of the members in good standing at the time of a meeting. The vote of a majority of the members present shall be necessary for the adoption of any matter voted upon by the General Membership unless a greater proportion is required by the Articles of Incorporation, the Bylaws, or by law.
5. All business of the General Membership meetings shall be conducted by the President or presiding officer and members in attendance, except that a Standing Committee Chair or, in that Chair's absence, his or her authorized representative may introduce a motion of resolution falling within the purview of that Committee. Other attendees shall not be authorized to initiate any procedural/parliamentary matters require a vote or a ruling by the President or presiding officer and shall not be recognized until all members, authorized representatives, and Board members, who wish to speak have been recognized once on any given issue. Only paid members of the HCA shall vote. All meetings of the General Membership shall be open to the public.
6. Unless there is a special program agreed to in advance by the presiding officer or other change approved without objection or by two-thirds of members present, each meeting of the General Membership shall adhere to the following agenda and order of business. An agenda shall be published and distributed at the start of each General Membership meeting.
 - a. Call to Order
 - b. Approval of Minutes
 - c. Treasurer's Report
 - d. Committee and Other Reports

- e. President's Report
 - f. Published Agenda Items and Resolutions
 - g. Member Time
 - h. Area Associations' Time
 - i. Invited Guests' Time
 - j. Other Elected Representatives' Time
 - k. Public Time
 - l. Adjournment
7. Area Associations' Time is scheduled so that Huntington area associations may raise matters of significance and so that new association presidents or other new authorized representatives may be introduced to the General Membership.
8. Introduction of Resolutions and Other Communications Establishing HCA Policy without Prior Publication in the HUNTINGTON HIGHLIGHTS newsletter.
- a. Resolutions and other communications establishing HCA policy may be introduced only if a matter of urgency can be demonstrated to the General Membership.
 - b. A matter of urgency must be recognized by a 2/3rds vote of the members present and voting.
 - c. All motions, resolutions, and other communications establishing HCA policy that are adopted as a matter of urgency shall be published in the next issue of the HUNTINGTON HIGHLIGHTS newsletter.

ARTICLE VI - BOARD OF DIRECTORS

1. The Board of Directors shall be vested with the management and policy guidance of the HCA, subject to the Bylaws and the direction of the General Membership. All corporate powers shall be exercised by or under the authority of the Board. No act of the Board shall conflict with action taken by the General Membership or the provisions of the Bylaws.
2. The Board of Directors shall act for the HCA when, in the judgment of a majority of the Board, the necessity arises. The President shall report all actions taken by the Board at the next meeting of the General Membership, and an action of the Board shall stand as an action of the HCA until the General Membership act otherwise. A Board action establishing and communicating a HCA position on a matter of public policy must be published in the next issue of the HUNTINGTON HIGHLIGHTS newsletter and presented to the General Membership for ratification at the next meeting.
3. The Board of Directors shall consist of the officers elected at the Annual Meeting, the elected President or designee of Citizens' Associations within the "Greater Huntington Community," Chairs of any Standing Committees, the Editor of the HUNTINGTON HIGHLIGHTS newsletter, the Huntington Public safety Coordinator, the HCA representatives to the Mount Vernon Council of Citizens Associations, Inc. (MVCCA) appointed by President, and any other persons elected directors by the General Membership.
4. The Editor of the HUNTINGTON HIGHLIGHTS newsletter shall be responsible for the timely preparation and distribution of the HUNTINGTON HIGHLIGHTS newsletter prior to each General Membership meeting.
5. The HCA Representatives to their respective MVCCA Committee shall regularly attend meetings of their committee, and report actions of the MVCCA to the HCA Board and the General

Membership. On matters on controversy or that directly affect the Huntington community, the committee representatives shall seek advice and consent from the Board of Directors

6. In order to maintain the nonpartisan status and reputation of the HCA, no person who is an employee of, candidate for, or holding an elective or appointive policy-determining position with Fairfax County or who is an officer of a political party may serve as an officer or a member of the Board of Directors.
7. In the event of the resignation, death, disability, disqualification, or non-residency in Huntington of the President, a successor shall be elected by the General Membership at the next regular General Membership meeting to serve the unexpired portion of the term of office in which the vacancy occurs.
8. In the event of the resignation, death, disability, disqualification, or non-residency in Huntington of any other member of the Board, a successor shall be appointed by the President, subject to ratification by the General Membership at its next meeting, to serve the unexpired portion of the term of office in which the vacancy occurs.
9. Any member of the Board who is not an officer may be removed from office with cause by the President with the concurrence of a two-thirds vote of those present and voting of the General Membership in favor of such action at any regularly scheduled meeting of the General Membership, provided that the notice of the meeting shall state that the purpose, or one of the purposes, of the General Membership meeting is removal of the director.

ARTICLE VII - BOARD OF DIRECTORS' MEETINGS

1. A regular meeting of the Board of Directors shall be held prior to each regular General Membership meeting. Notice of the time and place of the meeting shall be published in the HUNTINGTON HIGHLIGHTS newsletter.
2. A special meeting of the Board shall be called by the President upon the request of three members of the Board. The time, place, and purpose of such special meeting shall be made known to all Board members.
3. A majority of the Board members shall constitute a quorum. Each Board member including the President or presiding officer shall have one vote. A person who holds more than one position on the Board shall be limited to one vote.
4. All meetings of the Board shall be open to the public. The degree of participation by non-Board members in a Board meeting shall be subject to the consent of the President or presiding officer. The President or presiding officer, with the vote of a majority of the Board present and voting, may convene an executive session to discuss personnel and other matters requiring confidentiality.

ARTICLE VIII - OFFICERS

1. The officers of the HCA shall consist of a President, Vice-President, Treasurer, and a Secretary.
2. The officers shall be elected by ballot by the General Membership at the Annual Meeting for a term of one year. They shall serve from January 1 following their election until the following December 31. In the event an election is held on January 1 or thereafter, an officer shall serve

from the time of election until the following December 31.

3. An officer may be removed from office at any time by the General Membership with cause provided that the notice of the meeting shall state that the purpose or one of the purposes, of the General Membership meeting is the removal of the officer.

ARTICLE IX - DUTIES OF THE OFFICERS

1. The President is the Executive Officer of the HCA, and shall exercise all powers and perform all other duties usually incident to their office as chief executive officer of the HCA. The President shall appoint members, with the approval of the Board of Directors, to standing and special committees and shall be a member ex-officio of each committee. The signatures of both the President and the Secretary shall be required on all official statements of the HCA. The signatures of both the President and the Treasurer shall be required on all written contracts and financial obligations.
2. The Vice-President shall discharge the duties of the President in the event of the absence of the President and perform all duties incident to the office of the Vice-president and such other duties as from time to time may be assigned by the President or the Board of Directors.
3. The Treasurer shall collect membership dues and other revenues of the HCA, keep a record of members in good standing, maintain a list of names and addresses of all members. The Treasurer shall be responsible for the disbursement of all funds of the HCA. All disbursements shall be made by check drawn against a HCA bank account. The Treasurer shall give a Treasurer's Report at each meeting of the General Membership. The Treasurer shall prepare an annual HCA budget for the approval of the Board of Directors and for submission to the General Membership at the Annual Meeting for its approval. The budget shall be published in the HUNTINGTON HIGHLIGHTS newsletter prior to being submitted to the General Membership. The Treasurer shall give an annual report at the Annual Meeting in November.
4. The Secretary shall prepare minutes of the meetings of the General Membership and the Board of Directors, be custodian of the corporate records other than the Treasurer's records and of the corporate seal, be responsible for authenticating records of the HCA, and perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President and Board.

ARTICLE X - ELECTION OF OFFICERS

1. Nominations of officers from the floor shall be held at the October General Membership meeting of each year for the slate of nominees for the offices of the President, Vice-President, Treasurer, and Secretary. This slate of nominees shall be published in the November issue of the HUNTINGTON HIGHLIGHTS newsletter, along with HCA's notice to all members of the Annual Meeting.
2. In the absence of additional nominations, the slate of nominees may be elected by unanimous consent. If there are additional nominations for a particular office, there shall be an election by secret ballot. The candidates for officers who receive the highest numbers of votes of members present and voting shall be elected.

ARTICLE XI - COMMITTEES

1. Standing Committees shall be:
 - a. Neighborhood Inspection
 - b. Transportation
 - c. Development
 - d. MVCCA Committees
 - e. Public Safety
2. Special Committees may be established and their members appointed by the President. Approval of a Special Committee shall be by a majority vote of the Board or the General Membership. The membership, specific function, and term of a Special Committee shall be published in the next issue of the HUNTINGTON HIGHLIGHTS newsletter.
3. Standing Committees shall be made up of HCA members and duly authorized representatives of Huntington area associations in good standing.
4. The Chair of a Standing Committee shall be responsible for:
 - a. Submission in writing of resolutions or other documents proposing to establish HCA policy. Each submission shall contain or be accompanied by relevant information upon which the Board and the General Membership can base a decision, including minority opinions as appropriate.
 - b. Maintaining contact with appropriate government authorities in order that the Standing Committee, the Board, and the General Membership is informed of matters affecting the interests of the HCA members.
 - c. Assuring adequate funds are included in the HCA's annual budget to support committee activities, and approve all requests from Committee members for reimbursement of expenditures within the budgeted amount.
5. Resolutions and other documents proposing to establish HCA policy that are adopted by Committees shall be presented to the Board of Directors for consideration. Such documents expressing HCA policy may be adopted, amended, returned to Committee for further consideration, or rejected by the Board. In the case of a Board-amended resolution that substantially changes the intent of the Committee resolution or other policy document in the opinion of the Committee Chair, both the originally approved Committee resolution or other policy document and the document as amended by the Board shall be presented to the General Membership for consideration and both shall be published in the HUNTINGTON HIGHLIGHTS newsletter. In the event of Board rejection of a Committee resolution or other proposed policy document, such rejection will be made known to the General Membership at the next regularly scheduled General Membership meeting. At the request of the Committee Chair, a rejected resolution or other proposed policy document shall be published in the HUNTINGTON HIGHLIGHTS newsletter with the notation that it has not been approved by the Board.
6. The Chair of a Standing or Special Committee must be a member of the HCA or the duly authorized representative of a Huntington area association in good standing.
7. The terms of all Standing Committee Chairs shall terminate upon the assumption of office by the newly elected Board of Directors and the General Membership's ratification of the Boards' appointment or reappointment of the Standing Committee Chairs for the New Year.

8. All meetings of an HCA Committee shall be open to the public. The participation of a person who is not an authorized representative of a Huntington area association is in the discretion of and subject to the consent of the Committee Chair.

ARTICLE XII - ANNUAL BUDGET

1. An Annual Budget shall be prepared by the Treasurer, approved by the Board, and submitted to the General Membership for approval in November. No individual expenditure in excess of One Hundred Dollars (\$100) not falling within a category of expenditure contained in the budget approved by the General Membership shall be authorized except by a majority vote of the General Membership. The Board may require a bond of any officer authorized to disburse funds of the HCA, the cost of such bond to be assumed by the HCA.

ARTICLE XIII - ANNUAL DUES AND ASSESSMENTS

1. The membership year is January 1 through December 31. Annual HCA dues, effective as of January of the following year, shall be proposed by the Board of Directors and approved by the General Membership at the Annual Meeting in November. Dues shall be due and payable on January 1 of each year, or upon admission as a member. Any member that fails to pay dues by March 1 shall be suspended from voting at General Member and HCA committee meetings until the dues are paid. The membership of any member that shall still be in arrears on July 1 shall be automatically terminated.
2. In addition to annual dues, the General Membership by a two-thirds affirmative vote of members present and voting shall have the authority to levy special assessments from time to time for legitimate purposes of the HCA.

ARTICLE XIII - FISCAL YEAR

1. The fiscal year of the HCA shall be the calendar year.

ARTICLE XIV - PARLIAMENTARY AUTHORITY

1. The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the HCA in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation and these Bylaws.

ARTICLE XV - AMENDMENTS TO THE BYLAWS

1. These Bylaws may be amended by the General Membership by a two-thirds vote of the members present and voting, provided that written notice of the text of the proposed amendment or amendments shall have been published in the HUNTINGTON HIGHLIGHTS newsletter with the notice of the General Membership meeting.