

BYLAWS OF THE KINGS PARK WEST CIVIC ASSOCIATION, INCORPORATED

ARTICLE I – MEMBERSHIP

Section 1 – Membership Dues & Joining the Association

1. Eligible individuals may join the Association at any time by submitting a completed membership form and paying the specified dues. Thereafter, dues are payable annually during the Annual Membership Drive.
2. As to persons eligible for membership by residency, payment of the specified dues provides Association membership for each adult family member or roommate named on the membership form who resides at the eligible address listed on the form.
3. As to persons eligible only by property ownership, payment of the specified dues provides Association membership for each adult named on the membership form who owns (or co-owns) the property listed on the form that provides the basis for eligibility; such persons shall make a separate membership application from that submitted by the residents of that property and shall make a separate dues payments.
4. A dues payment covers the period beginning upon receipt of full payment and ending at the conclusion of the next Annual Membership Drive.
5. Membership dues shall be determined annually by the Board of Directors and specified within the budget.
6. Dues payments are non-refundable.

Section 2 – Eligibility in Adjacent Subdivisions

1. Adjacent subdivisions that share a significant commonality of interest with Kings Park West may seek eligibility for membership in the Association.
2. A subdivision seeking eligibility shall submit to the Association's Board of Directors a written request of the board of directors of the homeowner's association or other such body representing the subdivision or, in the absence of such a body, a petition signed by adult residents or property owners of at least thirty (30) percent of the units of the subdivision.
3. Upon receiving such a request, the Board of Directors shall consider the location of the requesting subdivision, its relationship to the Kings Park West subdivision, the commonality of interest between the subdivisions, and the potential for future conflicts of interest and shall determine whether to support, oppose, or take no position on the request.
4. The request shall thereafter be put to the membership for vote according to the procedures for amendments to these Bylaws. At the meeting at which the request is

considered, the Board of Directors shall present its findings and recommendation. Subdivisions whose eligibility is approved by the membership shall be listed in the following paragraph.

5. Pursuant to the preceding procedures, membership in the Association is open to all adult residents and/or property owners of the following subdivisions:

[NONE TO DATE]

ARTICLE II – BOARD OF DIRECTORS

Section 1 – Additional Qualifications

Directors shall be residents of Kings Park West sections 1 through 22 or section 25, the Waverlee Woods subdivision, or a subdivision listed in Article I, Section 2, Paragraph 5.

Section 2 – Terms

1. Directors shall be elected to two (2) year terms with the terms of the President, Vice-President, Secretary, and Treasurer beginning in even-numbered years and the terms of At-Large directors beginning in odd-numbered years, except that, to facilitate the transition to two-year terms, initial At-Large directors shall be elected in 2008 to one-year terms.
2. At the conclusion of their elected terms, directors shall continue to serve until their successors are duly elected and installed.
3. No person shall serve on the Board of Directors for more than two (2) consecutive terms. After serving two (2) consecutive terms, a director shall be ineligible for election to any board position until the election held at the Annual Meeting of Members in the following year. When determining consecutive terms served, a partial term of more than one (1) year shall be counted, a partial term of one (1) year or less shall not be counted, and board service prior to the approval of this provision shall not be counted.

Section 3 – Nominations & Elections

1. Elections shall be held at the Annual Meeting of Members, except that special elections to fill Board vacancies may be held at any meeting of members.
2. No individual shall be nominated without the individual's consent.
3. Prior to the April meeting of members, the Board of Directors shall establish a Nominating Committee to seek qualified candidates for the election to be held at the Annual Meeting of Members. The committee shall consist of (a) a Chairman, who shall be an At-Large member of the Board of Directors unless the upcoming election involves only At-Large positions, in which case the Chairman shall be the Vice-President, and (b) two or more Association members in good standing who are not board members. The President shall identify the committee members at the April meeting of members, and their names shall be published in the Herald. The committee shall make as many

nominations as it shall in its discretion determine but not less than the number of vacancies to be filled. The committee shall present a report of its work and its slate of nominees to the Board of Directors no later than 31 August of each year.

4. At the meeting of members, before the election is conducted, the Nominating Committee, if any, shall report on its work and present its slate of nominees. Additional nominations shall then be entertained from the floor, after which nominations shall be formally closed.
5. After nominations are closed, elections shall be conducted by secret ballot, provided however that when no nominees are opposed, they may be elected by acclamation.
6. The President, Vice-President, Secretary, and Treasurer shall be elected individually by plurality vote of the voting members of the Association.
7. At-Large directors shall be elected as a group by plurality vote of the voting members of the Association. All nominees for the open At-Large positions shall be listed together on the ballot, and each member in good standing may vote for as many nominees as there are open At-Large positions.
8. Installation of directors shall take place immediately following the elections.

Section 4 – Resignations & Replacement

1. Any director may resign by tendering written resignation to the President or, if the President is resigning, to the Secretary. The President or Secretary, as applicable, shall forward notice of the resignation to the other directors.
2. Before the resignation of the Treasurer is accepted, the President shall order a special review of the financial records of the Association and the preparation of a written report of the review's findings. After the Board of Directors has ensured that the accounts are in order, the resignation may be accepted.
3. Should the office of President become vacant, the Vice-President shall assume the office of President and complete the term to which the President had been elected. Should any other board position become vacant, the board may fill the vacancy on an interim basis until the next general meeting of members, at which time an election shall be held to select an individual to fill the vacancy and complete the term of the director being replaced.

Section 5 – Duties of the Board of Directors

1. The Board shall oversee the affairs and actions of the Association and shall fulfill the responsibilities and requirements of the Virginia Nonstock Corporation Act.
2. The Board shall set the scope of assignments of standing committees and shall establish special committees as needed to accomplish Association activities.

3. The Board shall formulate a proposed budget, to begin on 1 October, subject to approval of the members and shall be responsible for authorizing expenditures at variance from the approved budget.
4. The Board shall, when necessary, call special meetings of members to inform or obtain the decision of the members on matters of interest to the Association.
5. When it is impractical to call special meetings of members, the Board shall take necessary action, within the purpose and intent of the Articles of Incorporation and these Bylaws, to protect the rights and interests of the Association.

Section 6 – Additional Duties of Officers

1. The President shall (a) have general supervision of all proceedings subject to the Articles of Incorporation and these Bylaws, (b) preside at meetings, preserving order and decorum and conducting proceedings consistent with the Association's parliamentary authority, (c) ensure that all provisions of the Virginia Nonstock Corporation Act, the Articles of Incorporation, and these Bylaws are observed, (d) ensure that all Officers and Committees properly discharge their duties, (e) call meetings of the Board of Directors or members as may be necessary, and (f) appoint Committee Chairpersons, subject to the approval of the Board of Directors.
2. The Vice-President shall (a) in the absence of the President from a meeting of the Board of Directors or members, assume the responsibilities of that office, (b) be the primary liaison between the Association and sponsored organizations, and (c) perform such duties as may be assigned by the President.
3. The Secretary shall (a) record minutes of all meetings of the Board of Directors or members, (b) keep Association records other than the financial records held by the Treasurer, ensuring that they are maintained as required by the Virginia Nonstock Corporation Act, (c) prepare the statutorily required members list for each meeting of members and assist in determining the existence of a quorum at such meetings, (d) attend to Association correspondence, and (e) attend to other record-keeping duties as directed by the President.
4. The Treasurer shall (a) direct the collection of dues and keep an accurate account thereof, (b) pay all bills as authorized, (c) maintain an accurate record assigning care and custody of all Association assets, (d) make an account of receipts and disbursements at each meeting of the Board of Directors, and (e) perform other necessary financial functions as directed.

Section 7 – Meetings

1. The Board shall meet at least quarterly and upon the request of the President or any three (3) of its members.
2. Dates of all meetings will be disseminated to each director at least seven (7) days in advance of the meeting. Notice may be disseminated orally.

3. A majority of its members, to include the President or Vice-President or both, shall constitute a quorum for all business.

Section 8 – Action Without a Meeting

1. Any action that the board is required or permitted to take may be taken without a meeting as provided by the Virginia Nonstock Corporation Act.

2. For this purpose an electronic mail message shall be deemed a director's signed written consent to an action if the message (a) is sent from an email address customarily used by the director for Association matters, (b) states that the director consents to an action, and (c) includes the director's name in a manner that would customarily be interpreted as a signature.

3. All records constituting a director's written consent to action taken without a meeting shall be retained as records of the Association.

ARTICLE III – FINANCES

Section 1 – Fiscal Year

The fiscal year for the Association shall be from October 1 through September 30.

Section 2 – Annual Budget

1. The Board of Directors shall prepare a proposed budget reflecting projected income and expenditures for the coming year and present the proposed budget for approval by the general membership at the Annual Meeting of Members.

2. The proposed budget shall be subject to such amendments, deletions, or alterations as may be approved by a majority of members attending and voting at such meeting. Should the budget not be approved, the budget for the previous year shall continue in effect as the budget for the new fiscal year until a new budget is approved by the members.

3. The approved budget shall be the authority for the expenditure of all funds prescribed therein.

4. Any proposed expenditure not in conformity with the approved budget must be approved by the Board of Directors.

Section 3 – Authority to Obligate

1. The President may delegate to other directors and to committee members the authority to obligate funds of the Association in conformity with the approved budget. Any such delegation shall be made in writing signed by the President.

2. Without such delegation from the President or other authorization from the Board, no individual shall have the authority to obligate the Association for any expenditure.

Section 4 – Banking

1. All funds of the Association shall be deposited in a bank or banks insured by the Federal Deposit Insurance Corporation (FDIC). Funds shall be divided among banks and accounts as necessary to ensure that, at all times, all deposits are fully insured.
2. The withdrawal of funds shall be only by (a) checks drawn against the account(s) and signed by the President or Treasurer, provided however that the withdrawal of \$2,500 or more requires the signature of both the President and Treasurer or (b) debit card, which shall be used only according to internal control procedures established by the Board of Directors.

Section 5 – Audit

1. The Board of Directors shall annually appoint one or more persons to review the financial records of the Association and prepare a written report of findings for presentation to the membership at the Annual Meeting of Members.
2. The persons appointed may be one or more independent certified public accountants engaged to conduct an audit or a financial review, as the Board shall in its discretion determine.
3. In years in which the Board does not engage independent certified public accountants, the persons appointed shall be an audit committee composed of three (3) members of the Association, at least one of whom shall be an At-Large board member and at least one of whom shall be an Association member in good standing who is not a Board member.

ARTICLE IV – COMMITTEES

Section 1 – Standing Committees

1. The Standing Committees of the Association shall be Beautification and Gardening Group (B.A.G.G.); Communications; Community Support Services; Membership; Neighborhood Watch; Parks and Lake; Signs, Streets, and Sidewalks; and Special Activities.
2. Committees shall be chaired by an Association member in good standing. A committee chair appointment shall not be effective until approved by the Board of Directors. The appointment shall be for a period terminating at the end of the President's term of office, but the chair shall continue until a successor is appointed and approved.
3. The scope of each standing committee's assignment shall be reviewed and identified in writing by the Board of Directors at the beginning of each fiscal year.
4. Committees shall function within the scope of their individual assignments to achieve the goals of the Association as approved by the general membership or the Board of Directors and shall perform their duties in accordance with the Articles of Incorporation and these Bylaws.

5. Actions of committees shall be reported to the Association through the President.

Section 2 – Special Committees

1. Committees for special purposes may be formed as determined by the Board of Directors or by the membership.
2. The scope of each special committee's assignment shall be reviewed and identified in writing by the Board of Directors incidental to its formation.
3. Unless otherwise provided in the motion or resolution by which it is established, a special committee shall, unless discharged sooner, continue to exist until the completion of its specific assignments, at which time it shall automatically cease to exist.

ARTICLE V – LIABILITY & INDEMNIFICATION

Section 1 – Liability

1. Directors, officers, and committee members shall not be liable to the Association or any of its members for any mistake of judgment, negligence, or otherwise, except for their own individual willful misconduct or bad faith.
2. Directors, officers, and committee members shall have no personal liability to the Association with respect to any contract made by them on behalf of the Association so long as they reasonably believed that they had authority to obligate the Association.

Section 2 – Indemnification

1. The Association shall indemnify and hold harmless each of the directors, officers, and committee members from and against all contractual liability to others arising out of contracts made by them on behalf of the Association unless any such contract shall have been made in bad faith or contrary to the provisions of law.
2. Any indemnification payments shall be specifically authorized by the Board of Directors.

ARTICLE VI – MEETINGS OF MEMBERS

Section 1 – Scheduling & Location

1. Meetings of members shall be held in or about each September, January, and April on dates selected by the Board of Directors. The September meeting shall be deemed the Annual Meeting of Members of the Association.
2. Additional meetings of members shall be held on call of the President or the Board of Directors or on the written request of at least twenty-five (25) members in good standing. Such meetings shall be scheduled to occur within thirty (30) days of the call or request.
3. Meetings shall be held in or in reasonable proximity to Kings Park West at times that will facilitate attendance by the membership generally.

4. Members shall be notified of meetings as required by the Virginia Nonstock Corporation Act. To the extent reasonably possible, meetings shall be announced in the Herald and scheduled to occur no less than ten (10) days after scheduled Herald delivery.

Section 2 – Quorum

1. Fifty (50) members in good standing constitute a quorum necessary to consider and vote on amendments to the Articles of Incorporation or these Bylaws.
2. As to all other matters, twenty-five (25) members in good standing constitute a quorum.

Section 3 – Proxy

A member in good standing may be represented by proxy at any meeting of members. The proxy must be a member in good standing and must submit to the Secretary, prior to the start of such meeting, written evidence of his authority. No individual may serve as proxy for more than two (2) members.

ARTICLE VII – EXCLUDED ACTIVITIES

Section 1 – Public Office

Any member of the Board of Directors desiring to run for public office shall notify the Association in writing and shall not use that position for furtherance of ambitions.

Section 2 – Partisan Activities

Neither the Association, nor any member in the name of the Association, shall actively support any political party or faction thereof or any candidate seeking election to public office.

ARTICLE VIII – AMENDMENT OF BYLAWS

Section 1 – Amendment Procedure

1. Proposed amendments to the Bylaws must be presented to the Board of Directors for written dissemination to the membership at least two (2) weeks prior to the meeting of members at which they will be considered.
2. An amendment shall be adopted upon the approval of two-thirds (2/3) of the members present and voting at that meeting.

Section 2 – Notification of Amended Bylaws

Upon adoption, affected pages of the Bylaws will be changed. Copies will be made available to members upon request to the Secretary of the Association, and the Bylaws as amended will be published on the Association web site and in the subsequent Association Directory.

ARTICLE IX – PARLIAMENTARY AUTHORITY

Section 1 – Rules of Order

The rules contained in the current edition 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 the statutes of the Commonwealth of Virginia, the Articles of Incorporation, these Bylaws, and any special rules of order that the Association adopts.

Section 2 – Parliamentarian

The President may appoint a parliamentarian to ensure compliance with these rules, these Bylaws, and the Articles of Incorporation. The parliamentarian’s term of office will coincide with that of the President.