

## **Clifton Betterment Association – Bylaws (revised 12/11/2003)**

### **Article 1. Name**

The name of this organization shall be shown as the CLIFTON BETTERMENT ASSOCIATION (CBA), a non-profit association.

### **Article 2. Purpose**

The purposes for which the CBA is organized are to promote the interest and general welfare of the Town of Clifton in Fairfax County, Virginia, and to encourage the renovation, restoration, and the orderly development and improvement of the Town, and to further sponsor and support the cultural and recreational activities in the community.

### **Article 3. Membership**

Membership is open to any resident, landowner or registered operator of a business in the Town of Clifton, and any resident and/or landowner within the designated school district boundaries of the Clifton Elementary School. Should the school district boundaries be changed, existing members no longer within those boundaries may retain membership so long as there is no lapse in membership.

### **Article 4. Dues**

Membership dues for either individuals, households, landowners or business operators are \$25 per year, with free membership for Senior Citizens (65 and over). Procedures for invoicing and payment of dues shall be established by the Association and require membership approval at a regularly scheduled meeting of the Association.

### **Article 5. Voting**

Each Member in good standing shall be entitled to one vote, whenever votes are called for, provided, however, that no household, resident, business or landowner can exercise more than one vote regardless of multiple Memberships. There shall be no voting by proxy.

### **Article 6. Officers**

The elected officers of the CBA shall be:

1. President
2. 1<sup>st</sup> Vice President
3. 2<sup>nd</sup> Vice President
4. Secretary
5. Treasurer

### **Article 7. Duties of Officers**

President. The President shall be the chief executive Officer of the Association and shall preside at all meetings of the Association. The President shall be authorized to sign checks, drafts, and other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association, with limitations on the nature and amount of such payments as may be adopted by the Association, and statements and reports, including annual filing of tax returns and any other documents required to be filed with state or federal officials or agencies; and the President, upon approval of the Association shall be authorized to enter into any contract or agreement and to execute in the corporate name any instrument or other writing; and the President shall see that all orders and resolutions of the Association are carried into effect. The President shall have the right to supervise and direct the management and operation of the Association and to make all decisions as to policy and otherwise which may arise between meetings of the Association. The other Officers and employees of the Association shall be under the President's supervision and control during such interim period. The President shall perform such other duties and have such other authority and powers as the Association may from time to time prescribe by resolution adopted at a duly called meeting.

First Vice President. The First Vice President shall exercise the functions of the President during the absence or disability of the President, and shall have such powers and discharge such duties as may be assigned to him from time to time by the President or as the Association may from time to time prescribe by resolution adopted at a duly called meeting.

Second Vice President. The Second Vice President shall exercise the functions of the President during the absence or disability of the President and the First Vice President, and shall have such powers and discharge such duties as may be assigned to him from time to time by the President or as the Association may from time to time prescribe by resolution adopted at a duly called meeting.

Secretary. (a) The Secretary, or his or her designee, shall attend all meetings of the Association and record all votes, actions and the minutes of all proceedings in a book to be kept by the Secretary for that purpose and shall perform like duties for any other committees when required.

(b) The Secretary shall give, or cause to be given, notice of all meetings of the Association.

(c) The Secretary shall keep in safe custody the seal of the Association and, when authorized by the Association or the President, affix it to any instrument requiring it. When so affixed, it shall be attested by the Secretary's signature.

(d) The Secretary shall perform such other duties and have such other authority and powers as the President may from time to time prescribe or as the Association may from time to time prescribe by resolution adopted at a duly called meeting.

Treasurer. (a) The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements of the Association and shall deposit all monies and other valuables in the name and to the credit of the Association into depositories designated by the Association.

(b) The Treasurer shall disburse the funds of the Association as ordered by the President or as the Association may from time to time prescribe by resolution adopted at a duly called meeting, and prepare a yearly budget to be approved in the same manner, and financial statements each month or at such other intervals as the President or the Association shall direct.

(c) If required by the Association, the Treasurer shall give the Association a bond (in such form, in such sum, and with such surety or sureties as shall be satisfactory to the Association) for the faithful performance of the duties of that office and for the restoration to the Association, in case of the Treasurer's death, resignation, retirement, or removal from office, of all books, papers, vouchers, money and other property of whatever kind in the Treasurer's possession or under the Treasurer's control belonging to the Association.

(d) The Treasurer shall perform such other duties and have such other authority and powers as the President may from time to time prescribe or as the Association may from time to time prescribe by resolution adopted at a duly called meeting.

#### **Article 8. Term of Office**

Duly elected Officers shall hold office for a term of two (2) years and until their successors have been elected and qualified in accordance with these Bylaws or until their earlier death, resignation, removal, retirement, or disqualification. Elections, as specified in Article 9, shall be completed in sufficient time so that newly elected Officers may take office on January 1<sup>st</sup> of the year after their election. In the case of any vacancy, for whatever reason, prior to the completion of a term of office, the remaining elected Officers may appoint any duly qualified Member to serve out the remainder of a term.

#### **Article 9. Election of Officers**

- a.) Eligibility: Any Member in good standing who has been so for at least one (1) year prior to the commencement date of a term of office which is being sought is eligible to place his or her name in consideration for election to that office.
- b.) Call for Nominations: The Secretary of the Association shall announce a call for nominations as part of the formal agenda at each of the two regularly scheduled quarterly meetings prior to a vote pursuant to Article 9(d) for new Officers.
- c.) Nominations: Any Member in good standing can notify the Secretary, in writing, of his or her intention to seek a specific office. Any Member in good standing can submit to the Secretary, in writing, the nomination for a specific office, of any other eligible Member, so long as written consent by the nominated party is also included. Nominations may also be made from the floor by any Member during each of the two regularly scheduled quarterly meetings specified in Article 9(b). The Secretary shall include, as a part of the agenda for the final regularly scheduled meeting prior to a vote pursuant to Article 9(d), the names of those who have, to that date, been nominated for the various offices. Nominations shall remain open until the end of that meeting.
- d.) Election: Elections for Officers in cases where there is more than one nominee for an office shall be conducted by written, mailed ballot. The Secretary shall mail to each Member, following the last regularly scheduled meeting prior to January 1<sup>st</sup> of each election cycle, a confidential, anonymous ballot containing the names of all nominees for each office. The ballot shall also contain sufficient information to assure that each Member is aware that only one vote may be cast by each resident, household, landowner or business Member without duplication for multiple Memberships. The ballot shall also contain an address to which it must be returned, as well as a location where it can be dropped off, and a date by which the ballot must be received by the Secretary. The return date shall allow enough time for the Secretary as well as two other Members designated by the President to authenticate and count the ballots and publish the results of the

election prior to January 1<sup>st</sup> of the election cycle. It shall be the obligation of the Secretary to assure confidentiality of the voting process.

**Article 10. Meetings;**

There shall be, at minimum, regularly scheduled quarterly meetings of the Association. The meetings must be held within the Town of Clifton and may only be held following a minimum of two week's advance notice announcing the time, location, and agenda, including all subjects likely to require a vote of those attending. Notice shall be made by electronic mail, included on the CBA web site, and posted in both the Clifton Store and the Clifton Post Office. If the President is not present at a meeting, the 1<sup>st</sup> Vice President shall preside at such meeting. If both the President and 1<sup>st</sup> Vice President are not present at a meeting, the 2<sup>nd</sup> Vice President shall preside at such meeting.

**Article 11. Special Meetings**

Additional (non-regularly scheduled) meetings of the CBA may be called at any time upon a vote or written unanimous consent by at least three elected officers. Any such meeting shall be subject to the Notice requirements of Article 10, and only such matters as have been disclosed in the Notice are permitted to be voted upon at such meeting.

**Article 12. Quorum**

At least two elected officers and three additional Members shall constitute a quorum for the transaction of business at meetings, provided, however, that no business may be conducted without adherence to the Notice provisions of Article 10.

**Article 13. Fiscal Year**

The financial Fiscal Year of the Association shall end on June 30<sup>th</sup> of each year, or as the Association may from time to time prescribe by resolution adopted at a duly called meeting.

**Article 14. Amendments to Bylaws**

These Bylaws may only be amended by a majority vote of Members, conducted by mail ballot. Such balloting shall be conducted following two successive regularly scheduled meetings where the proposed amendment has been included on the written agenda of each meeting. The final form of the proposed amendment shall be printed on the ballots mailed to the membership.

**Article 15. Compensation**

No Officer of the Association shall receive, directly or indirectly, any salary, compensation, or emolument as compensation for his or her duties as an Officer, unless authorized by the resolution of the Association at a duly called meeting.

**Article 16. Indemnification**

In the event that any person who was or is a party to or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, seeks indemnification from the Association against judgments, fines, amounts paid in action, suit, or proceeding by reason of the fact that such person is or was an Officer or agent of the Association, then, unless such indemnification is ordered by a court, the Association shall determine, or cause to be determined, in the manner provided under the laws of the Commonwealth of Virginia whether or not indemnification is proper under the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth under the laws of the Commonwealth of Virginia; and, to the extent it is so determined that such indemnification shall be provided, such person may be indemnified to the fullest extent now or hereafter permitted by the laws of the Commonwealth of Virginia.

**Article 17. Indemnification Not Exclusive of Other Rights**

The indemnification provided in Article 16, above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles or these Bylaws, or any agreement, vote of Members or otherwise as to action in an official capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be an Officer or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

**Article 18. Insurance**

To the extent permitted by the laws of the Commonwealth of Virginia, the Association may purchase and maintain insurance on behalf of any person who is or was an Officer or agent of the Association.

**Article 19. Construction**

Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these Bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:

- (a) The remainder of these Bylaws shall be considered valid and operative; and
- (b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

**Article 20. Headings**

The headings are for organization, convenience and clarity. In interpreting these Bylaws, they shall be subordinated in importance to the other written materials.

**Article 21. Relation to the Articles of Incorporation**

These Bylaws are subject to, and governed by, the Articles of Incorporation of the Association.

**Article 22. Transition**

Upon approval of these Bylaws the then incumbent officers of the Association shall continue in office in an interim capacity until such time as an election is conducted in the time frame and under the procedures adopted herein.