

Bylaws of the Great Falls Citizens Association

Revised April 20, 2021

ARTICLE 1 – NAME AND OFFICE

The name of the corporation shall be the “Great Falls Citizens Association” (hereinafter, “GFCA”). GFCA shall maintain a registered agent with an office in the Commonwealth of Virginia.

ARTICLE 2 – PURPOSE

The purpose of GFCA, as a non-profit, non-partisan association, and as stated more specifically in Article V of the Articles of Incorporation, is to serve as a community organization to promote all aspects of community interest accruing to a common good and, in general, to preserve the historic, low density, semi-rural character of Great Falls and its natural resources.

ARTICLE 3 – MEMBERSHIP AND DUES

Qualification. Any citizen who is a bona fide resident of the community of Great Falls in Fairfax County, Virginia and who is eighteen years of age or older shall be eligible for membership herein and entitled to one (1) vote. Each eligible individual shall pay dues to qualify as a member in good standing. Membership shall become effective on the date that payment of dues is received by GFCA.

Public Participation. Any citizen, whether or not a member in good standing of GFCA, is invited and welcome to express views at all GFCA meetings, unless these expressed views are deemed to be offensive or uncivil by the presiding GFCA officer, director or committee chair.

Boundaries. The community of Great Falls shall be considered to be that area bounded on the north by the Potomac River, on the west by the Fairfax-Loudoun County line, on the south by Leesburg Pike (Route 7), and on the east by Towlston Road, Old Dominion Drive and Difficult Run.

Membership Dues and Fees. Membership dues, classes, and fees shall be determined by the Executive Board. Any permanent changes to dues, classes, and fees will be communicated to the membership in advance of the change. In addition, the Membership Committee will be able to offer promotions that provide special incentives including fee reductions or other benefits, with the approval of the Executive Board.

Definition of Good Standing. A member in good standing shall be defined as any person who meets the requirements of section 3.1 of this article, has paid the current year’s dues to the GFCA, and has made no unauthorized representations as described in section 3.5 of this article.

Unauthorized Representations. No member of the Executive Board shall publicly state a position or act in any other fashion as representing the GFCA, unless such position or act shall have been approved by the Executive Board or conforms to current Executive Board or GFCA positions. Any person deemed by a vote of two-thirds (2/3) or more of the Executive Board to have made an unauthorized representation shall no longer be in good standing with the GFCA.

ARTICLE 4 – OFFICERS AND DIRECTORS

Executive Board. The GFCA shall be governed and managed by an elected Executive Board comprised of seventeen (17) members: five (5) officers and twelve (12) at-large directors.

Officers. The GFCA shall have five (5) officers consisting of: President, Vice President, Secretary, Treasurer, and Past President. The President and Vice President shall be elected annually by the regular membership and serve one (1) year terms commencing on July 1st of each year. The other elected officers shall serve two (2) year terms commencing on July 1st. These Officers will operate the organization and execute Executive Board decisions within the guidelines of these Bylaws and established Policies and Procedures.

Duties of Officers.

President. The President shall: (i) preside at all meetings and shall be charged with the responsibility of conducting in good order all the affairs of the GFCA, (ii) appoint committee chairs and/or co-chairs, in addition to an optional Parliamentarian, with the advice and approval of the Executive Board, (iii) serve as ex-officio member of all committees except the Nominating Committee, (iv) sign or delegate signatory power for all legal documents of the GFCA, and (v) review or approve all external correspondence generated in committee or by the Executive Board that states a GFCA action, resolution, or position.

Vice President. The Vice President shall serve in the President's capacity during the President's absence or at the request of the President or Executive Board, on general or specific matters, as may be necessary.

Treasurer. The Treasurer shall: (i) receive all monies due the GFCA including payment of dues and keep proper records of all receipts and disbursements, (ii) present a written and/or electronic report of receipts and disbursements at all Executive Board meetings, (iii) prior to the annual meeting, prepare a balanced budget for approval by the Executive Board and presentation to the membership, and (iv) present a financial report in written and/or electronic summary form to the membership at the annual meeting in June.

Secretary. The Secretary shall: (i) keep records of all correspondence as directed by the President or by vote of the membership, (ii) make and maintain minutes of meetings of the membership and of the Executive Board, (iii) be custodian of the records of the GFCA and maintain them in good order, and (iv) have custody of the Seal of the Corporation, (v) keep track of attendance at the Executive Board meetings, (vi) maintain Conflict of Interest records.

Officers Committee. The Officers Committee shall be chaired by the President and include the GFCA officers. It may, among other actions, act on behalf of the Executive Board on time-sensitive matters where consideration by the Executive Board is impractical. The votes of four members of the committee shall be required to take any action on behalf of the Executive Board; a simple majority of a quorum will suffice on other matters before it. The Officers Committee may meet at times and as often as it deems necessary.

If the Officers Committee takes a position on behalf of GFCA and the Executive Board it shall notify the full Executive Board, as practicable, by email or other method within 24 hours of taking such a decision. A majority of the Executive Board may subsequently vote to overturn any such Officers Committee action.

Directors. The GFCA shall have twelve (12) at-large directors, who must be GFCA members in good standing. The Officers will also serve as directors, for a total of 17 comprising the full Executive Board.

Executive Board Powers. The powers of the Executive Board, directors and officers shall not exceed those stated in Article VII of the Articles of Incorporation. Parliamentary authority as stated in Article 11 of the Bylaws shall govern GFCA's affairs in all cases to which they are applicable and shall be consistent with these Bylaws. The Executive Board shall be charged with administering the affairs of the GFCA within the purposes and objectives of the association established by the membership and consistent with these Bylaws.

Executive Board Duties. The duties of the Executive Board members shall be to undertake acts necessary to conduct GFCA's affairs in keeping with the purposes stated in Article V of the Articles of Incorporation by (i) attending membership and Executive Board meetings and (ii) actively serving on at least one committee of the GFCA, (iii) serving as the Parliamentarian, and (iv) any other requirements as may be detailed in the PPM.

Liability and Indemnification. The GFCA shall indemnify every officer and director against any and all expenses, including counsel fees, reasonably incurred by or imposed upon any officer or director in connection with any action, suit or other proceeding (including the settlement of any such suit or proceeding if approved by the then Executive Board) to which (s)he may be made a party by reason of being or having been an officer or director of the GFCA whether or not such person is an officer or director at the time such expenses are incurred. The officers and directors of the GFCA shall not be liable to the members for any mistake of judgment, except for their own gross negligence, individual willful misconduct or bad faith. The officers and directors of the GFCA shall have no personal liability with respect to any contract or commitment made by them, in good faith, on behalf of the GFCA and the members shall indemnify and forever hold each such officer and director free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer or director of the GFCA may be entitled; and provided further that any contract, commitment or any agreement is made in good faith and in accordance with the provisions of the Articles of Incorporation and these Bylaws.

Resignation and Removal. Notice of resignation of an officer or director shall be in writing to the President or Executive Board. Any officer or director may be removed who fails to remain in good standing as a member of the GFCA or who has been found unqualified "for cause" in compliance with the PPM.

Conflict of Interest. No local supervisor, school board member, state legislator, or employee of any supervisor, school board member, or legislator shall be a member of the Executive Board. Members of the Executive Board shall resign, if and when they declare their candidacy for elected local or state office. Members of the Executive Board shall disclose a conflict of interest or appearance of a conflict of interest and abstain from voting on matters where a benefit could accrue. Upon request by the member, and on a case-by-case basis, the Executive Board may

conclude that the circumstance should not disqualify the member from voting. The material facts and decision taken will be made a matter of record.

Officer and Executive Board Vacancies. A majority of the members of the Executive Board may act to fill a vacant position for the unexpired term. Executive Board vacancies, as they may occur over the course of the year, may be filled by the Executive Board, but will be done in such a way as to keep expiring terms staggered evenly over the two-year election cycle. Officer vacancies will be filled in the same manner, except that in the case of a President vacancy, the Vice President will take that role and the Vice President vacancy will be filled in the manner prescribed herein. As with Executive Board vacancies, the person filling an officer vacancy will serve the remaining term of the person replaced.

ARTICLE 5 – MEETINGS

Membership Meetings.

Annual Meeting. The annual meeting of the membership of the GFCA shall be held on the second Tuesday of each June for the purpose of electing the officers and directors, receiving annual reports from the President, Treasurer and committees, and transacting such other business as shall properly come before them. If not practicable, another date may be chosen by the Executive Board. A written and/or electronic notice stating the place, day, and the hour shall be sent to each member at least ten (10) days prior to the meeting.

Regular Meetings. The regular membership meetings shall be held generally on the second Tuesday of each month and a written and/or electronic notice stating the place, day, and the hour of each meeting shall be sent to each member at least five (5) days before the meeting. The Executive Board may cancel any meeting or select alternate dates.

Special Meetings. Special membership meetings may be called by a quorum of the Executive Board or upon the written and/or electronic request of thirteen (13) members in good standing of the GFCA. A written and/or electronic notice of a special meeting stating the place, day, hour, and purpose for said meeting shall be communicated to the membership at least five (5) days prior to the meeting.

Quorum. A quorum of twenty (20) members shall be present to transact business at a membership meeting. Otherwise, a majority of members present may adjourn a meeting without further notice. When a quorum is present, a majority of votes present shall be required to pass actions and resolutions in all cases.

Electronic Voting. At the Executive Board's option, an electronic voting procedure may be employed as long as all materials and information necessary for voting members to make an informed decision on the matter will be provided as part of the voting communication.

(Revised by vote of the General Membership at the Annual Election of March 6, 2021 to permit electronic voting to elect members of the Executive Board.)

Executive Board Meetings.

Regular Meetings. The Executive Board shall meet generally on the third Tuesday of each month except in unusual circumstances as determined by the President and/or Executive Board. Sufficient notice of the meeting must be provided to Executive Board members.

Special Meetings. Special meetings may be called by the President or if requested by four (4) or more members of the Executive Board. Sufficient notice of the meeting must be provided to Executive Board members.

Electronic Meetings. A meeting may be conducted by electronic means including, but not limited to, conference telephone, video conferencing, or similar communication equipment that permits all persons participating in the meeting to hear and speak to each other. Participation in a meeting pursuant to this subsection shall constitute presence in person at such meeting.

Meetings by Other Means. At the discretion of the President or other Presiding Officer, a meeting may be held by email or other means to vote on one or more resolutions requiring Executive Board approval or consensus where discussion may not be necessary. In such cases, the resolution(s) will be distributed to all Executive Board members by email with a voting deadline that must be at least 48 hours from the time of distribution. Prior to that deadline, if any member of the Executive Board vetoes the request to conduct business on the matters at hand without a normal meeting, the matters will be deferred until an electronic or in-person Executive Board meeting is convened. A quorum of members voting is required for any action.

Quorum. A quorum shall be more than half of the current Executive Board members and a quorum is required to conduct business at all Executive Board meetings.

Majority Vote. A majority vote shall be required to pass actions. If a quorum is not achieved, a majority of the members present may adjourn a meeting.

Meeting Order. All meetings of the GFCA, unless otherwise prescribed in these Bylaws, shall be conducted according to the latest edition of Roberts Rules of Order, newly revised. The public is invited and welcomed to comment or express views relative to the business on the floor of any GFCA meeting. Any person may make a presentation to the Executive Board, upon prior request to, approval by, and under the direction of the President or presiding officer.

Resolutions. All resolutions shall be presented in writing and/or electronic means to the Executive Board and/or membership, and shall be included in the meeting notice, agenda and minutes. Resolutions may be presented from the floor at any Executive Board or membership meeting. Resolutions presented from the floor at a membership meeting, and properly moved and seconded, shall be deferred to the next membership meeting for a membership vote. At that second meeting, amendments and counter-resolutions to the original resolution may also be considered and voted on under proper procedure.

ARTICLE 6 – COMMITTEES

Chair and Co-Chair Appointments. The President will appoint committee chairs for each standing and special committee, with the approval of the Executive Board. The President shall be an ex-officio member of all committees except the Nominating Committee.

Chair and Co-Chair Duties. Each committee should have either (1) a Chairperson and Vice Chairperson, or (2) two co-Chairs, with duties as spelled out in the PPM.

Committee Meeting Order. All committee meetings of the GFCA, unless otherwise prescribed in these Bylaws or the PPM, shall be conducted according to the latest edition of 'Roberts Rules of Order, Newly Revised'. The public is invited and welcome to comment or express views relative

to the business on the floor of any GFCA committee meeting. Any person may make a presentation to a GFCA committee, upon prior request to and approval by the chair or co-chair.

Committee Procedure. All standing committees of the GFCA shall:

Investigate issues referred to the committee from the GFCA President by conducting diligent fact finding and community outreach.

Prepare a committee report on an issue referred to it after thorough investigation and debate among the committee members.

Submit all proposed resolutions to the Executive Board in writing and accompanied by the committee's report on the issue.

Standing Committees. In addition to the Officer's Committee, the Executive Board may establish other standing committees deemed necessary to the proper achievement of GFCA's mission and objectives. These will be detailed and chartered in the PPM, but initially will consist of:

Land Use and Zoning

Transportation

Long Range Planning

Environment and Parks

Communications

Membership

Special Committees. The President, with approval of the Executive Board, may establish special committees and subcommittees as deemed necessary to carry out the work of the GFCA. These special committees will be detailed in the PPM.

Committee Duties and Conduct. Roles, objectives, and duties of committees will be determined by the Executive Board and detailed in the PPM. Committee membership shall be determined as described in the PPM. Committees will comply with all relevant policies and procedures.

Conflicts of Interest. Committee members shall both disclose any conflict of interest or appearance of a conflict of interest and abstain from voting on matters where a benefit could accrue. Upon request by the member, and on a case-by-case basis, the committee members may conclude that the circumstance should not disqualify the member from voting. The material facts and decision shall be made a matter of record.

ARTICLE 7 – NOMINATING COMMITTEE

Every January the Executive Board, by a majority vote, shall confirm a chair and four (4) other members of the GFCA to serve on a Nominating Committee to nominate candidates for positions on the Executive Board. Before the January meeting, it is the responsibility of the Officers Committee to recruit the Chairperson and the candidates who will serve as members of the Nominations Committee. The Nominations Committee must consist of 5 members. No more than three (3) members of that committee, including the Chairperson, may be members of

the current Executive Board. The nominees shall be communicated to the GFCA membership at least fourteen (14) days prior to the May membership meeting.

The Nominating Committee shall, to the extent possible, formulate a slate that is geographically representative of the community of Great Falls. Progress and updates on the slate being developed will be provided each month at the Executive Board meetings. The final slate must be approved by a vote of a majority of the Executive Board in closed session either voting on the slate collectively, or, at the request of any Executive Board member, there will be a vote on an individual candidate who must be approved by a majority to be included on the slate.

A member of the Nominating Committee who is nominated for the office of President shall be automatically resigned from the Nominating Committee and replaced by another member appointed by the President.

Nominations may be made from the floor at the May membership meeting provided that the nominees so nominated consent in person or in writing and are GFCA members in good standing. All nominations shall be presented to the membership in the notice of the annual meeting. Write-in votes shall not be permitted nor counted at the annual election.

The chair of the Nominating Committee or a presiding officer appointed by the President shall preside or have a designee preside at the annual election in all aspects of the meeting and be responsible for counting the votes and posting of the results in a public format.

ARTICLE 8 – FINANCIAL

The fiscal year of the GFCA shall begin July 1st of each year and end the following June 30th.

An Annual Report for the previous fiscal year containing a proposed budget for the new fiscal year shall be formulated by the Executive Board on or before September 1 and shall be presented to the membership for approval at the next regular membership meeting. During the fiscal year, the Executive Board may reallocate funds within the approved budget without further approval of the membership but may not exceed the total budget expense approved.

The Treasurer shall issue a financial statement or make a report to the membership at a regular meeting on a semi-annual basis.

In each new fiscal year, the approved budget for the prior fiscal year shall remain in place as a continuing budget resolution until such time as the new budget is approved by the membership.

ARTICLE 9 – POLICIES AND PROCEDURES

The Executive Board may adopt policies and procedures to provide organizational guidance on internal practices to be followed by GFCA. Unless stated otherwise in the approved language, all such policies and procedures will be mandatory.

The official Policies and Procedures will be contained in a Policy and Procedures Manual (PPM), which will be maintained by the Officers Committee. Any proposed changes should be first submitted to and reviewed by the Officers Committee prior to Board action, and then approved by the Board.

Policies and Procedures may include any practices deemed advisable and approved by the Executive Board, either to guide the implementation of the Articles of Incorporation or Bylaws, or on any matter not in conflict with those documents.

ARTICLE 10 – CONFLICTS

In the event of any conflicts between governing documents, the following is the order of authority: First, the laws of the Commonwealth of Virginia and United States; second, the Articles of Incorporation of GFCA; third, these Bylaws of GFCA; fourth, the Policies and Procedures Manual of GFCA.

The Executive Board will act to resolve any questions or perceptions of conflicts, should they arise, and to do so in a timely way consistent with thoughtful consideration.

ARTICLE 11 – PARLIAMENTARY AUTHORITY

All questions of procedure or order of business including the duties of the Executive Board shall be addressed according to the latest edition of Roberts Rules of Order, newly revised. These rules shall govern the GFCA in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the GFCA may adopt.

ARTICLE 12 – AMENDMENT OF BYLAWS

The Bylaws of the GFCA may be amended at a membership meeting by two-thirds (2/3) vote of members present when there is a quorum, but with no less than thirteen (13) approval votes. Amendments must be proposed in writing at a previous meeting with written and/or electronic notification sent to members in good standing at least twenty (20) days prior to the next membership meeting where actions may be taken.

Adopted and Effective February 9, 1999

Amended May 11, 1999

General Revision December 11, 2012

Amended June 9, 2015

Amended November 14, 2017