

Woodlawn Association By-Laws

[Revised 2013]

ARTICLE I – NAME

The name of the association shall be THE WOODLAWN ASSOCIATION, hereinafter referred to as the “Association.”

ARTICLE II – PURPOSES

Section 1. The purposes of this organization shall be:

- A. Through joint effort of the members promote community projects that will maintain or improve the community.
- B. Provide for social activities where members can become better acquainted with other residents of the community and to promote activities for community participation.
- C. Keep all members apprised in a quarterly newsletter of all issues which have been addressed by the Board. This newsletter will be an open means of communication of all subjects considered appropriate by the Board. Input will be from the Board or from any member.
- D. Provide an objective avenue for discussion and resolution of misunderstandings and disputes which may arise between neighbors.
- E. Provide interpretation and enforcement of the Covenants of Woodlawn Association.

ARTICLE III – STATUS

Section 1. This Association shall be a nonprofit association, operated for the purposes specified in Article II.

Section 2. Officers shall not receive any stated compensation for their services, but the Board may, by a resolution of three quarters of the Board approving, authorize reimbursement of expenses incurred in the performance of their duties.

Section 3. Nothing herein shall constitute members of the Association as partners for any purpose. No member, officer, or agent of this Association shall be liable for the acts or failure to act on the part of any other member, officer or agent. Nor shall any member, officer or agent be liable for his acts or failure to act under these BY-LAWS excepting only acts or omissions to act arising out of willful malfeasance.

Section 4. The Association shall use its funds only to accomplish the purposes specified in Article II.

Section 5. In the event of dissolution of the Association, and after the discharge of all of its liabilities, the remaining assets shall be distributed among the current active members of the Association. Whenever more than two thirds of the members become inactive, this will be construed as a majority vote for dissolution of the Association.

ARTICLE IV– MEMBERSHIP, DUES AND VOTING RIGHTS

Section 1. All lot owners of record of the Woodlawn Subdivision, Stafford County, Virginia, are automatically members of the Association.

Section 2. Active members are those whose dues are current; whereas, those members whose dues are in arrears shall be considered inactive members.

Section 3. Voting privileges are limited to one vote for any one undivided lot owned.

Section 4. All active members shall have the right to vote in the election of officers of the Association; to vote on all other matters presented to the membership for a vote at any regular or special meeting of the membership; to present issues to the Association; or be represented by the Association.

Section 5. The annual dues shall be thirty dollars (\$30) per membership. Dues notices will go out on the business day closest to Feb. 1; dues payments are due by March 30 each year or they will be in arrears.

Section 6. At all meetings of members, an active member may vote in person or by proxy executed in writing.

Section 7. Associate Members: dues paying residents that are not lot owners of record. Associate members have all the rights of regular members of the Association with the exception of voting.

ARTICLE V – OFFICERS

Section 1. The officers of the Association, called the Board (ARTICLE VII), shall be a President, a Vice-President, a Secretary, a Treasurer, and five Delegates- at-Large. These officers shall perform the duties prescribed by these BY-LAWS and by the parliamentary authority adopted by the Association. The number of persons from any one household holding an officer's post during the same period of time shall be limited to one.

Section 2. All officers must be active members and shall be elected by ballot to serve for one year or until their successors are selected. Their term of office shall begin in November of the year in which they are elected. A simple majority of those votes cast shall constitute a valid election (see ARTICLE VI for quorum).

Section 3. No active member shall more than one office at the same time and no active member shall be eligible to serve more than two consecutive full terms in the same office.

Section 4. Any officer may be removed by a two-thirds majority vote of the active members at any Association meeting provided written notice of such action is given to all active members by the Secretary not less than (1) month in advance of the meeting.

Section 5. The President shall be the principal elective officer and preside at meetings of the Association and of the Board. The President shall be a member ex officio of all committees, except the nominating committee. The President shall communicate to the Association or to the Board such information or such proposals as would promote the welfare and increase the usefulness of the Association. Further, the President shall perform such other duties as are incident of the office of the President.

Section 6. In the event of the President's temporary disability or absence, the Vice-President shall perform the duties of the President. In the event of the concurrent disability or absence of both the President and the Vice-President, the Secretary shall perform the duties of the President. The Vice-President shall perform such other duties as the President may assign.

Section 7. The Secretary shall give notice of and attend all meetings of the Association and the Board, shall keep a record of all proceedings, shall maintain the membership records and prepare the quarterly newsletter. The Secretary shall maintain the Association's correspondence files and shall provide safekeeping for all important documents and records belonging to the Association.

Section 8. The Treasurer shall maintain a record of all sums received and expended for the use of the Association and shall make disbursements authorized by the Board. Funds may be drawn there from only upon the signature of the Treasurer or the President. The Treasurer shall make a report of the financial status of each meeting of the Association and the Board. The funds, books and vouchers shall at all times be subject to inspection and verification by the Board or by an audit committee appointed by the President.

Section 9. The five Delegates-at-Large shall serve as points of contact for questions, suggestions and problems posed by anyone in the subdivision. It shall be the Delegates' responsibility to present these concerns to the Board for resolution and to provide feedback to the concerned residents. Delegates-at-Large may serve on any committee and shall perform such other duties as the President may assign.

ARTICLE VI – MEETINGS

Section 1. The regular meeting of the Association shall be held in the months of April and October, unless otherwise scheduled by the Board.

Section 2. The regular meeting in April shall be known as the Annual Meeting and shall be for the purpose of approving the annual budget, the Association program of work and activities, and for any other purpose that may arise. The regular meeting in October shall be for the purpose of electing officers and for any other purpose that may arise.

Section 3. A special meeting of the Association can be called by the President or the Board or upon written request of 15% of the active members of the Association. The purpose of the meeting shall be stated in the call. Except in the case of emergency, at least three days' notice shall be given to the active membership. The meeting must be held within ten (10) days after the date of the distribution of the notice.

Section 4. A simple majority vote of active members present or represented by proxy shall pass any issue, except an amendment to the BY-LAWS (ARTICLE VIII) or removal of officers which requires a two-thirds majority (ARTICLE V).

ARTICLE VII – THE WOODLAWN ASSOCIATION BOARD

Section 1. The Officers of the Association shall constitute The Woodlawn Association Board, referred to in these BY-LAWS as the "Board."

Section 2. The Board shall have general supervision of the affairs of the Association, its business meetings, fix the hour and place of meetings, make recommendations to the Association, and shall perform such other duties as are specified in these BY-LAWS. The Board shall be subject to the orders of the Association, and none of its acts shall conflict with action taken by the Association.

Section 3. The Board shall meet at least quarterly to insure compliance with the purpose of the Association as stated in these BY-LAWS. The time and location of each meeting will be decided by the Board. There must be at least five (5) Board members present at a meeting to establish a quorum.

Section 4. The Board shall, by majority vote, fill any vacancies of any office by appointment and such appointment shall be valid only until the annual election is held.

ARTICLE VIII – AMENDMENTS

Section 1. Proposed amendments to these BY-LAWS shall be presented to the Board for study. All such amendments shall be presented to the active membership to vote on.

Section 2. A two-thirds majority vote of the active members of the Association present and voting at any membership meeting shall be required to amend these BY-LAWS.

Section 3. The text of any proposed amendment of these BY-LAWS shall be given to all active members at least 30 days prior to the Association meeting at which said proposed amendment is to be voted on.

ARTICLE IX – COMMITTEES

Section 1. The President, subject to the approval of the Board, shall annually appoint such standing and special committees as may be required by the BY-LAWS or as the President may find advisable.

Section 2. A committee chairman and two active members constitute the Nominating Committee appointed by the President. It shall be the duty of this committee to nominate candidates for the offices to be filled at the annual meeting in October. Before the election at the annual meeting in October, any active member may notify an officer about an interest in a particular position and request that his or her name be included on the ballot.

Section 3. A Finance Committee, chaired by the Treasurer, shall be appointed promptly after the election. This committee shall be composed of the Treasurer and two other active members appointed by the President. It shall be the duty of this committee to prepare a budget and to submit it to the Association at the annual meeting in April. This committee can submit supplements to the budget for the current year.

Section 4. A Program of Work and Activities Committee, chaired by the Vice-President and consisting of five members, shall be appointed by the President promptly after the annual election. The committee shall plan the programs and activities for the Association. This plan shall be submitted to the Association for its approval at its annual meeting in April.

Section 5. A Directory Committee, chaired by the Secretary, shall be appointed by the President promptly after the annual election. This committee shall be composed of the Secretary and three other active members appointed by the President. It shall be the duty of this committee to prepare and maintain a subdivision directory consisting or a listing of all members, a copy of the BY-LAWS, a copy of the COVENANTS, and any other information they deem appropriate. Funding for this directory can be by the sale of advertising space in the directory to reputable businesses.

ARTICLE X – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these BY-LAWS and any special rules of order the Association may adopt.

ARTICLE XI – LIMITS OF AUTHORITY

Section 1. The Association shall address itself to broad issues of concern to the community as a whole and shall refrain from taking on matters which are problems between residents/members which should be settled by the individuals themselves, except as stated in ARTICLE II, Section 1 (D).

Section 2. The Association shall not involve itself in the enforcement of civil laws which are already enforceable through the action of civil authorities.

ARTICLE XII – EXPENDITURE AUTHORIZATION

The President may direct the expenditure of funds as provided for in the budget without further approval. The President may direct the expenditure of unbudgeted funds not to exceed two-hundred dollars (\$200) for any one item with the annual limit not to exceed six-hundred dollars (\$600) without further approval by the Board. Unanticipated expenditures, with the Board's approval, shall be limited to the funds available.