

**AMENDED AND RESTATED BYLAWS  
OF THE  
“SOUTH COUNTY FEDERATION” (A VIRGINIA NON-STOCK, NON-PROFIT  
ORGANIZATION)**

**ARTICLE I - NAME AND CORPORATE SEAL**

**Section 1. NAME**

The name of the association shall be the “South County Federation” (hereinafter “Federation”).

**Section 2. OFFICES**

Any office or offices of the Federation as may be required shall be designated by the Board of Directors.

**Section 3. CORPORATE SEAL**

The corporate seal of the Federation shall be determined by the Board of Directors of the Federation.

**Section 4. FISCAL YEAR**

The fiscal year of the Federation shall be from January 1 to December 31 and the books of the Federation shall be closed at midnight of December 31.

**ARTICLE II - PURPOSES**

The Federation is organized and shall be operated as a non-profit organization for the following purposes:

- a. To further the interests of members and the general welfare of residents of Southeastern Fairfax County, Virginia.
- b. To facilitate the regular exchange of views and information on local, regional, state and national matters of civic and environmental interest to its members with county, regional, state and federal officials, and to disseminate the views and information so gained to members and others.
- c. To represent the interests of its members before county, state, and other governmental and nongovernmental entities.
- d. To cooperate with and to promote activities relating to the common interests of other homeowners, citizens or civic associations and organizations.
- e. To comply with all tax exemption requirements enabling the Federation to operate as a non-profit organization under applicable federal tax laws.
- f. To conduct or engage in all lawful activities in furtherance of the foregoing purposes and to take such other action on issues as the Membership may deem appropriate.

### ARTICLE III - DEFINITIONS

- a. "Association Member" shall mean any association as defined in Article IV, "Membership."
- b. "Board of Directors" shall mean the duly authorized representatives of Association Members in good standing, and shall also be referred to as the "Membership."
- c. "Federation" shall mean the South County Federation, a non-stock, non-profit corporation organized under the laws of the Commonwealth of Virginia.
- d. "Individual Member" shall mean any individual person residing in the Membership Area who has paid his/her dues.
- e. "Membership Area" shall mean that geographic area whose boundaries extend to the South to the Occoquan River; to the East to the Potomac River, to the North (from east to west) to the southern boundary of Fort Belvoir, the Fairfax County Parkway, I-95, the Franconia Springfield Parkway, the Fairfax County Parkway (to include any portion of the Mount Vernon Magisterial District on the north side of the Parkway), Lee Chapel Road to Route 123, to the West, a line drawn from the intersection of Lee Chapel Road and Route 123 to the head of Sandy Run, Sandy Run to its mouth at the Occoquan River.
- f. "Non-Resident Member" shall mean any person not residing in the Membership Area who has paid his/her dues.

### ARTICLE IV - MEMBERSHIP

#### Section 1. VOTING MEMBERS

- a. Homeowners Associations—Any Homeowners Association with duly constituted by-laws and a membership of five (5) or more members, whose member homes are located in the Membership Area, may apply for membership in the Federation upon submission of a membership application provided by the Secretary and shall become a member upon payment of applicable dues. No Association controlled by a developer or builder shall be a Member.
- b. Civic Associations—Any Civic Association with duly constituted by-laws and a membership of fifteen (15) or more members, whose member homes are located in the Membership Area, and the Non-Aligned Caucus as defined in paragraph c below, may apply for membership in the Federation upon submission of a membership application provided by the Secretary and shall become a member upon payment of applicable dues.
- c. The Non-Aligned Caucus shall consist of a minimum of five (5) Individual Members who are not members of or represented by an eligible Association, and which are located in the Membership Area. Each caucus member must be an Individual Member of the Federation. All residents/occupants of an individual household shall be considered as one household. If an individual household later becomes represented by an Association, such individual household shall no longer be a member of the caucus. The caucus is exempt from Federation dues, but in all other respects shall have the rights and responsibilities of, and shall be considered, an Association Member. Once per year on or before December 31, the caucus shall meet and elect its representative for the following fiscal year.

- d. Each Association Member shall designate the individual who shall be its representative at meetings of the Federation and its committees and who may vote and act for the Association Member at such meetings; provided, that any Association Member may designate another individual to be its alternate representative empowered to vote and act in the absence of its regular representative.
- e. All votes shall be cast by the duly authorized representative/alternate of each Association Member, and each Association shall be entitled to the following number of votes:

<u>Members/Households</u>	<u>Votes</u>
5 to 14 members	1
15 to 49 members	2
50-149 members	3
150-299 members	4
300 or more members	5

- f. The Association Members and the Non-Aligned Caucus together shall be referred to hereinafter as the “Voting Members” or “Membership.”

**Section 2. NON-VOTING MEMBERS**

- a. Any individual residing in the Membership Area applying for membership shall become a member upon submission of a membership application provided by the Secretary and upon payment of applicable dues.
- b. Individual members may present their views, serve on and vote in committees, and be elected to serve as an officer. With the exception of committee votes, an Individual Member may not vote upon any matters coming before the Federation.
- c. Any interested individual not residing in the Membership Area may apply for membership in the Federation, and shall become a Non-Resident Member only upon submission of a Membership Application provided by the Secretary, payment of applicable dues, and approval by the Board of Directors. A Non-Resident Member may not serve as any officer of the Federation, and may not vote.

**Section 3. TERMINATION OF MEMBERSHIP**

- a. Voting and non-voting members of the Federation may be terminated by resignation or for non-payment of dues. A member may resign at any time upon giving written notice of its intention to resign to the President or Secretary. Membership will be terminated automatically if annual dues have not been paid before April 1 of each year.
- b. Voting and non-voting members of the Federation may be expelled for good cause by a two-thirds vote of the Membership present, after notice and opportunity to be heard.

## ARTICLE V - BOARD OF DIRECTORS

### Section 1. MEMBERS

The Board of Directors of the Federation shall consist of the duly authorized representatives of all Association Members in good standing, and shall be referred to in these Bylaws as the "Membership."

### Section 2. POWERS

- a. The Membership shall have the power to supervise, control, direct, and manage the affairs of the Federation, subject to the Articles of Incorporation and these Bylaws. The Membership shall determine the Federation's policies or changes, shall resolve any questions or issues related to interpretation of these Bylaws, and shall have discretion in the disbursement of its funds. The Membership may adopt such rules and regulations for the conduct of its members as it shall deem advisable, and may, in the execution of the powers granted, appoint such agents, as it considers necessary.
- b. Without limiting the general powers conferred, the Membership shall have the authority to purchase or otherwise acquire for the Federation any property, rights or privileges, provided, however, that the Federation shall not acquire any real property or make or issue any mortgages, bonds, or deeds of trusts. The Membership shall have authority to determine who, in addition to the President, shall be authorized to sign bills, notes, receipts, and contracts on behalf of the Federation.

### Section 3. QUORUM

A quorum shall consist of not less than one-fourth of the duly authorized representatives of Voting Members in good standing as of April 1 of each year.

### Section 4. COMPENSATION

All members of the Board of Directors shall serve without compensation.

## ARTICLE VI – OFFICERS

### Section 1. ELECTED OFFICERS

The officers of the Federation shall consist of a President, a Vice-President, a Secretary, a Corresponding Secretary, a Treasurer and the Immediate Past President. No officers shall be eligible for re-election to the same office for more than two consecutive terms. The officers of the Federation may not include more than one representative of any Association Member.

### Section 2. TERM OF OFFICE

All officers (except Immediate Past President) shall be elected by ballot and shall serve from January 1 following their election until the following December 31, or until their elected successors take office. In the event an election for any officer is held after January 1, such officer shall serve from the time of election until the following December 31.

### **Section 3. DUTIES**

The officers of the Federation shall perform the duties prescribed by these Bylaws as delineated in Article VII below.

### **Section 4. COMPENSATION**

All officers of the Federation shall serve without compensation.

### **Section 5. REMOVAL, VACANCIES, AND NEW OFFICERS**

Any officer may be removed by a vote of two-thirds of the total Voting Members, with each Voting Member having one vote, for good cause after notice and opportunity to be heard. Any vacancy occurring in an office because of death, resignation, or removal, except the office of President, shall be filled by election at any meeting provided that fourteen (14) days prior written notice of the meeting is given.

### **Section 6. ANNUAL BUDGET**

An Annual Budget shall be prepared by the Executive Committee and submitted for approval to the Membership at the Annual Meeting. No individual expenditure in excess of \$100.00, not contained in such budget, shall be authorized by the Treasurer, except by majority vote of the Executive Committee at any scheduled meeting; subject, however, to an annual cumulative limit of \$500.00. No individual expenditure in excess of \$250.00, not contained in such budget, shall be authorized by the Executive Committee, subject to an annual cumulative limit of \$1000.00, except by majority vote of the Membership at any meeting of the Membership. However, such limitations shall not apply to advance expenditures of the Federation for printing and mailing or for projects that are self-sustaining. The Membership may require a bond of any officer authorized to disburse funds of the Federation, the cost of such a bond to be assumed by the Federation.

## **ARTICLE VII - DUTIES OF THE OFFICERS**

### **Section 1. PRESIDENT**

- a. The President shall serve as the chief executive officer of the Federation, and shall be vested, subject to the direction of the Membership, with the day-to-day management of the Federation. The President shall preside at all meetings of the Federation; sign or authorize the signature of all Association correspondence; be an alternative signatory on checks on the Federation bank accounts; countersign all Federation checks; perform all duties customary to the Office of President and conduct or supervise all of the affairs of the Federation in accordance with policies approved by the Membership.
- b. The President shall appoint, subject to ratification by the Membership, all standing and special committee chairpersons and members; the Federation's representatives of any organization to which the Federation is a member; and shall coordinate and monitor the operations thereof. Notice of these appointments shall be provided to the Membership prior to or at the Membership meeting at which they shall be proposed for ratification. In addition, the President shall represent, or authorize a delegate to represent, the Federation in all dealings with other

organizations and with Fairfax County and other governmental authorities. A delegate's appointment shall end upon the assumption of office by a newly elected President.

- c. The President shall have the authority to sign, execute, and deliver in the name of the Federation correspondence, powers of attorney, contracts, and other authorized obligations by the Membership, and all such documents, instruments and things as may be required or permitted by the Membership to be signed, executed and delivered by the President of the Federation, and shall have such other powers as may be provided for by the Membership or by these Bylaws. A copy of each signed document or instrument, executed or delivered in the name of the Federation shall be made available for review upon request at any regular meeting of the Membership.

## **Section 2. VICE-PRESIDENT**

- a. The Vice-President is authorized to act in place of the President whenever the President shall be incapable of carrying out official duties or whenever the President shall designate the Vice-President as his/her official delegate, alternate, or representative. The Vice-President shall be responsible for preparing and maintaining all membership records of the Federation and shall perform such other duties as from time to time may be assigned by the President or the Membership.
- b. The Vice-President shall become the President in the event that the Office of President is declared vacant.

## **Section 3. SECRETARY**

The Secretary shall keep minutes up to date on a monthly basis of meetings of the Membership and the Executive Committee, and shall maintain all records, other than financial records, of the Federation. Such minutes shall be available for review at each regular meeting of the Board, and at other times by appointment made with the Secretary. The Secretary shall see that all notices are given in accordance with these Bylaws, shall be custodian of the corporate records and of the seal, and shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Membership. The Secretary shall also have the authority to affix the Federation seal to any instrument requiring it, and when so affixed, the Federation seal may be attested by the signature of the Secretary. The Secretary shall be assisted by the Corresponding Secretary.

## **Section 4. CORRESPONDING SECRETARY**

The Corresponding Secretary shall assist the Secretary in receiving and disseminating all correspondence of the Federation and in carrying out duties of the Secretary whenever the Secretary shall designate the Corresponding Secretary as his/her adjunct.

## **Section 5. TREASURER**

The Treasurer shall collect dues, keep a record of members in good standing, maintain all financial records of the Federation, be responsible for the collection and disbursement of all funds of the Federation, and shall provide a written report at each regular meeting of the Federation on the financial and membership status of the Federation. All disbursements shall be made by check drawn against a Federation bank account, signed by the Treasurer and the President, by the Treasurer and one other officer or by the President and one other officer. The Treasurer shall enter regularly in books of the

Federation to be kept for that purpose full and accurate accounts of all monies received and paid out by the Treasurer on the account of the Federation. The Treasurer, in conjunction with the Executive Committee, shall prepare an annual budget to be submitted in writing to the Membership at the Annual Meeting. The Treasurer shall also make a year-end financial report, which has been reviewed by an appointed representative of the Membership at the first regular Membership meeting of the new fiscal year. All financial records of the Federation shall be made available for inspection at the Federation's office by appointment made with the Treasurer.

**Section 6. IMMEDIATE PAST PRESIDENT**

- a. Upon the installation of a new President, the current President, with his/her consent, will assume the position of Immediate Past President for a period not to exceed two (2) one-year terms. The Immediate Past President shall perform such duties as may be delegated to him/her by the Executive Committee or the Membership.
- b. In the event the office of the President becomes vacant and is thereafter filled by the Vice President, the Immediate Past President shall continue to serve in that capacity until a successor President is elected.

**ARTICLE VIII - ELECTION OF OFFICERS**

**Section 1. ELECTIONS**

All officers shall be elected by written ballot. The candidate for each office receiving the highest number of votes shall be elected.

**Section 2. NOMINATION OF OFFICERS**

Nomination of candidates for office shall be presented by a Nominating Committee, which shall consist of three or more Voting Members appointed by the Executive Committee, or shall arise from the floor at the Annual Meeting. The Nominating Committee shall conduct the election, count the ballots, and determine the candidate with the highest number of votes for each office.

**Section 3. ABSENTEE AND PROXY VOTING**

Absentee voting, proxy voting and voting by mail shall not be permitted.

**ARTICLE IX - COMMITTEES**

**Section 1. EXECUTIVE COMMITTEE**

The elected officers, the chairpersons of any authorized standing committees, and the Immediate Past President, shall constitute the Executive Committee, which shall be empowered to act on behalf of the Membership within policy guidelines established by the Membership. The Executive Committee shall exercise those additional powers, which the Membership shall, from time to time, delegate to it. Fifty (50) percent of the persons holding membership on the Executive Committee, or four (4) such persons, whichever is greater, shall constitute a quorum.

## **Section 2. STANDING COMMITTEES**

- a. Standing committees may be established by the Membership at any meeting. The specific functions of all standing committees shall be determined by the Membership.
- b. Only Association Members and Individual Members may vote at each standing committee meeting, or subcommittee thereof. Each such member shall be entitled to one vote on any committee matters.

## **Section 3. SPECIAL COMMITTEES**

Special committees may be established by the President, or by the Membership at any meeting. The specific function and term of any special committee shall be announced at the next Membership meeting subsequent to its formation. The President shall appoint the members of such special committees, subject to ratification by the Membership.

# **ARTICLE X - MEMBERSHIP MEETINGS**

## **Section 1. REGULAR MEETINGS**

The Federation shall meet monthly, except for the month of August, unless cancelled by the Executive Committee for good cause. Notice of each regular meeting or the cancellation thereof shall be provided to each voting and non-voting member in accordance with that member's designated notification, pursuant to Section 5 below, and shall be posted on the Federation's website, if any, prior to the date of such meeting.

## **Section 2. ANNUAL MEETING**

The regular meeting of the Federation in December shall be known as the Annual Meeting and shall be for the purpose of electing officers, receiving reports of officers and committees, and for any other business that may arise.

## **Section 3. SPECIAL MEETINGS**

Special meetings of the Membership may be called by the President or upon written request of five Voting Members. The purpose of the special meeting shall be stated in the call, and submitted in writing to the Secretary at least fourteen (14) days in advance of the special meeting. A summary written notice of each special meeting shall be provided to each member in accordance with that member's designated notification, pursuant to Section 5 below, at least seven (7) days in advance of the meeting, and shall be posted on the Federation's website, if any, prior to the date of such meeting.

## **Section 4. CONDUCT OF MEETINGS**

All business of the Federation shall be conducted by the presiding officer. All meetings shall be conducted in accordance with the parliamentary procedure as contained in the most current edition of Roberts Rules of Order.



## **Section 5. NOTICE**

- a. Whenever any notice is required to be given by law, by the Articles of Incorporation or by these Bylaws, such notice may be given personally, by mail, or by electronic mail, addressed to each member at its address or e-mail address, as it appears on the membership records of the Federation.
- b. Whenever any notice is required to be given by law, by the Articles of Incorporation, or by these Bylaws, a waiver thereof signed by the member entitled to such notice, whether before or after the time stated therein, shall be equivalent to giving such notice. Attendance at any meeting shall constitute waiver of notice of such meeting, excepting attendance for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

## **ARTICLE XI - ANNUAL DUES AND ASSESSMENTS**

### **Section 1. ANNUAL DUES**

The Membership shall prescribe the annual dues payable by each voting and non-voting member.

### **Section 2. DUES COLLECTION**

- a. Dues shall be due and payable on the first of January of each year or upon admission as a Member. Dues for members admitted after October of each year shall be credited for the following year.
- b. Any member that fails to pay its annual dues before April 1 of each year shall be terminated automatically from the Federation.

## **ARTICLE XII - AMENDMENT OF BYLAWS**

### **Section 1. REVISIONS TO BYLAWS**

Proposed additions to, amendments of, or repeals of these Bylaws may be submitted by any Association Member in good standing, by the Executive Committee, or by any special committee established for that purpose, and will be adopted at any meeting by two-thirds vote of the authorized representatives of Association Members present and voting. Notice of the text of the proposed addition, amendment or repeal shall be given to each Association Member with notice of the meeting not less than fourteen (14) days prior to the scheduled date of such meeting. A quorum for purposes of this Section 1 only shall be one-half of the Association Members as of April 1.

### **Section 2. EFFECTIVE DATE**

The revised Bylaws shall be effective seven (7) days after approval by the Membership.

### **ARTICLE XIII - LIMITATION ON LIABILITIES**

Nothing herein shall constitute members of the Federation as partners for any purpose. No members of the Federation shall be liable for the acts or failure to act on the part of any other member, officer, agent or employee of the Federation, nor shall any member, officer, agent or employee be liable for his acts or failure to act under these Bylaws, excepting only acts or omissions arising out of his or her willful misfeasance.

Amended and Restated: September 9, 2003