

**BY-LAWS**  
**WOODBIDGE POTOMAC COMMUNITIES CIVIC ASSOCIATION, INC.**

**As Amended and Ratified December 1, 2009**

**ARTICLE 1: Title, Purpose and Policy**

**1.1 Title**

This Association shall be known as the Woodbridge Potomac Communities Civic Association, Inc., hereinafter referred to as the "Association" or "WPCCA".

**1.2 Purpose**

The Association shall exist to unite the communities of Woodbridge, (Potomac Communities), and adjacent areas as necessary (hereafter referred to as the "Area") to promote the civic interests and social and community welfare to include (but not limited to) reviewing and providing input on the land use, environment, transportation and development of these communities and participation in civic matters within Prince William County, Virginia.

Said corporation is organized exclusively for charitable, educational, and recreational purposes, and to promote the social welfare in the Woodbridge Magisterial District and Prince William County, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (4) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, directors or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purposes clause hereof. No substantial part of the activities of the corporation's function shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing and distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under §501(c)(4) of the IRC, or corresponding section of any future federal tax code.

**1.3 Non-Partisan, Non-Political Policy**

The Association is a non-partisan, non-political group. The Association may provide a public forum for political candidates or other special interest representatives, provided that an equal opportunity to speak at the same forum is provided all legitimate opposition candidates or representatives of the issue or issues at hand.

## **1.4 Non-Special Interest Policy**

The Association shall not engage in activities, interests, or policies which seek exclusively to promote, support, or endorse the interests of a particular occupational, business, commercial or other special interest organization.

## **ARTICLE II: Membership**

### **2.1 Membership**

Any resident, business, non-profit organization or property owner in the "Area", eighteen years of age or older, shall be eligible for membership in the Association. A member in good standing shall be defined as any member who is a resident or business owner in the Woodbridge Magisterial District. Membership shall require annual registration and attendance at one meeting a year.

### **2.2 Honorary Membership**

The Board of Directors may extend an honorary Membership to any person who shall not otherwise meet the membership requirements stated in Article 2, Section 2.1. Honorary Members shall have all the rights and privileges of members with the exception of being a member of the Board of Directors.

## **ARTICLE III: Organizational Structure**

### **3.1 Overview**

The Association shall consist of members, the Board of Directors (the "Board"), and Committees.

### **3.2 Membership**

**3.2.1** The membership shall consist of all members of the Association.

**3.2.2** The members of the Association shall have the right to attend and speak at all general, annual or special membership meetings, and committee meetings and shall have the right to present motions and vote on questions on the floor of meetings, to call a special meeting upon presentation to the Chairman of a written petition signed by at least ten members and shall have the right, upon approval of an appropriate motion, to direct the Board of Directors to take specific actions on behalf of the communities. The Board of Directors shall have the authority, upon majority vote of the Board members, to not take such actions if the Board deems that action to be in conflict with these By-laws or the best interests of the Association.

### **3.3 Duties and Responsibilities**

#### **3.3.1 Board of Directors**

**3.3.1.1** The Board of Directors shall consist of at least five members of WPCCA, but no more than nine members.

**3.3.1.2** The initial Board shall consist of members who volunteer to serve on the Board. Upon adoption of these By-laws, a formal nomination and election

process shall be instituted in a written policy. In the event of resignation or death of a Board member, the Board may appoint a temporary replacement until a new Board member can be elected by the membership.

#### **3.3.1.3 Chairman**

The Chairman shall preside over the Board and WPCCA meetings; shall serve as the sole public spokesperson for the Association, except as specifically delegated; shall conduct official WPCCA business and correspondence; shall serve as an ex-officio member of standing and ad hoc committees; shall appoint delegates/representatives subject to the approval by the Board to any organization with which WPCCA may be affiliated and shall assume all other duties and powers as sanctioned by the Board in order to insure the orderly functioning of the Association.

#### **3.3.1.4 Vice Chairman**

The Vice Chairman shall act in the capacity of the Chairman in the latter's absence or inability to act, and shall perform other duties at the discretion of the Chairman.

#### **3.3.1.5 Secretary**

The Secretary shall keep the minutes of the Board and WPCCA meetings; shall conduct official correspondence requested by the Chairman; shall keep all official permanent records and files of the Association; and shall perform other duties at the discretion of the Chairman. Depending on the workload of the Association, the above duties maybe divided among the Secretary, and two assistant positions, Corresponding Secretary and Historian, which may be appointed positions to serve at the pleasure of the Chairman.

#### **3.3.1.6 Treasurer**

The Treasurer shall keep the books and accounts of the corporation, and other duties as directed by the Board.

#### **3.3.1.7 Committee Chairs**

The chair of each committee shall schedule, announce and preside over Committee meetings; shall prepare and submit Committee reports; shall appoint Committee members; shall conduct routine business and correspondence on Committee related matters in the name of the Association on approval of the Chairman; shall attend Board meetings; and shall perform other duties at the discretion of the Board.

#### **3.3.1.8 Removal of Board Members**

The Board of Directors, by 75% affirmative vote of its entire composition, shall move for the removal of a Board member. Such a motion shall be carried to the floor of the next meeting, after providing written notice of that motion in the notice of the meeting. Such motion shall require a two-thirds vote of the members present.

### **3.3.1.9 Term of Office**

Board members shall serve for an initial period of up to three years, beginning with the installation at the first meeting. The terms of the Board members shall be staggered, with at least one Board member elected each year for a three year term.

## **ARTICLE IV: Voting and Quorum**

### **4.1 Right to Vote**

Each member in good standing shall have the right to cast one vote on each issue(s) or question(s) before the Association.

### **4.2 Quorum**

**4.2.1 Association Meetings** – A minimum of five members in attendance, two of which must be officers, shall constitute a quorum for WPCCA meetings.

**4.2.2 Board of Director Meetings** – A minimum of three members of the Board of Directors shall constitute a legal quorum.

### **4.3 Voting Percentages Required**

Except where otherwise specified in these By-laws, all questions shall be decided by a simple majority vote of a legally constituted quorum of the Board.

## **ARTICLE V: Financial Affairs**

### **5.1 Deposits and Disbursement of Money**

All receipts of the Association, either from dues, refunds or gross income from other sources (including contributions) shall be deposited intact and maintained in a local Virginia bank in the name of the Association. All disbursements from the Association's accounts will be made by bank check, signed by the Treasurer and countersigned by either the Chairman, Vice-Chairman or other agent authorized by the Board of Directors.

### **5.2 Limits of Indebtedness**

No financial obligation shall be incurred in the name of the Association in excess of the funds available in the Association's accounts.

### **5.3 Audit of Accounts**

The Treasurer shall surrender the books of the Association to the Chairman at the Annual Meeting. The Chairman shall direct that the books be audited by an outside contractor or by a committee of the Association appointed by the Chairman subject to the approval of the Board of Directors. The books shall be presented to the newly installed officer at the next scheduled meeting.

## **ARTICLE VI: Schedule of Events**

### **6.1 Annual Meeting**

An Annual Meeting of the members shall be held in October. The time and place of the Annual Meeting shall be announced by the Chairman no later than 30 days prior to the Annual Meeting. Members in good standing shall be notified by mail or e-mail to their last known address

### **6.2 Board of Director Meetings**

The Board of Directors shall meet at least nine times a year at a time and place called by the Chairman. Emergency meetings may be held by electronic means. Any actions requiring a vote must be confirmed at the next regular meeting.

### **6.3 General Meetings**

Will be held as needed.

### **6.4 Special Meetings**

The Chairman shall have the authority to call a Special Meeting. The Chairman shall be required to call a Special Meeting when presented by a written notification signed by no less than ten Association members. Notice of a Special Meeting shall be provided by the Chairman no later than 30 days prior to the meeting. Such notice shall identify the matter or matters to be undertaken and no other business shall be transacted at that Special Meeting.

**6.5** All meeting notices may be sent electronically.

## **ARTICLE VII: Adoption, Amendments and Limitations**

### **7.1 Amendments**

A proposed amendment to these By-laws shall be submitted in writing to the Secretary at least 20 days prior to the Board meeting. The Secretary shall read the proposed amendment at the next scheduled meeting of the Association. The proposed amendment shall be stated as a motion, and if seconded, it shall be placed on the agenda of the next meeting of the Association for discussion and vote.

### **7.2 Ratification**

An amendment shall be enacted by two-thirds of those present at a membership meeting. The By-laws, or any amendment, shall become effective immediately upon ratification by two thirds vote of those members in good standing and present at a general membership meeting.

### **7.3 Affiliation**

Affiliation with other civic groups, federations, conventions, or association of civic groups is permitted, provided that such does not conflict with the purpose and policy of the Association as stated in Article I.

#### **7.4 Limitations**

The Association shall not exist for the purpose of profit, it shall not engage in political partisan, religious, or other special interest activities.