

WOODBIDGE POTOMAC COMMUNITIES CIVIC ASSOCIATION, INC. BYLAWS

As Amended and Ratified December 22, 2025

ARTICLE I: 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 is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

These purposes include, but are not limited to:

1. Educating residents about land use, zoning, transportation, environmental matters, and community development affecting the Woodbridge and Potomac Magisterial Districts;
2. Hosting public meetings, workshops, and forums to facilitate communication between residents, developers, public officials, and other stakeholders;
3. Providing opportunities for residents to express community concerns and feedback regarding development proposals and community planning issues;
4. Preparing educational materials, reports, or recommendations based on community input;
5. Endorsing or opposing specific development projects solely on the basis of their community impact, and disseminating those positions as part of the Association's charitable and educational mission; and
6. Supporting neighborhood improvement initiatives, beautification efforts, and community welfare activities.

The Association shall not participate in or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

Advocacy relating to local development or planning decisions may be conducted only to the extent permitted under Section 501(c)(3) and shall not constitute a substantial part of the Association's activities.

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

The Association recognizes three types of membership:

1. **General Membership.** General Membership is open to all residents and property owners age 18 or older within the Woodbridge and Potomac Magisterial Districts. General Members enjoy full voting rights and are eligible for Board service.
2. **Organizational Membership.** Organizational Membership is open to all businesses, nonprofit organizations, and homeowners' associations operating within the Woodbridge and Potomac Magisterial Districts. Each Organizational Member may designate any representative to cast its single vote at WPCCA meetings.

Organizational Members are not eligible to serve on the Board of Directors. However, an organization's representative may be eligible for Board service in their individual capacity as a General Member if they independently meet all General Membership requirements.

3. **Honorary Membership.** Honorary Membership is automatically conferred upon all currently serving members of the Prince William Board of County Supervisors and the Prince William County School Board who represent the Woodbridge or Potomac Magisterial Districts. The Board of Directors may also grant Honorary Membership to any other individual at its discretion.

Honorary Members enjoy full voting rights but are not eligible to serve on the Board of Directors.

2.2 Automatic Renewal

All memberships renew automatically on January 1 each year.

2.3 Standing and Reinstatement

A member shall be deemed not in good standing if they fail to attend at least one meeting per calendar year. The Board shall review all members' standing at its first meeting of the new calendar year.

A member not in good standing may be reinstated by (1) attending any meeting, and; (2) requesting reinstatement. The presiding officer shall call for a voice vote, and a simple majority may vote to reinstate the member immediately.

2.5 Hybrid or Virtual Attendance

Attendance at in-person, hybrid, or virtual meetings counts equally for good-standing and quorum.

2.6 Code of Conduct

All members, guests, and meeting attendees are expected to conduct themselves in a respectful, courteous, and orderly manner. Individuals shall not engage in disruptive behavior, personal attacks, harassment, intimidation, or any conduct that interferes with the business of the Association or the ability of others to participate.

The Chair may issue a verbal or written warning to any individual whose conduct violates this Code. When necessary to maintain order, the Chair may direct an individual to leave a meeting.

Serious or repeated violations of this Code of Conduct may result in temporary suspension of participation privileges, including the ability to speak at meetings or attend meetings for a defined period. Any suspension shall be imposed by majority vote of the Board of Directors and shall be communicated to the individual in writing, including the reason for the action and the duration of the suspension.

Nothing in this section shall be interpreted to limit the Association's ability to contact law enforcement or take other appropriate action in response to threatening, unsafe, or unlawful behavior.

ARTICLE III: Organizational Structure

3.1 Overview

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

3.2 Membership

The membership shall consist of all members of the Association.

The members of the Association shall have the right to attend and speak at all Annual, General, or Special 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 membership. 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 bylaws or the best interests of the Association.

3.3 Board of Directors

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

The initial Board shall consist of members who volunteer to serve on the Board. Upon adoption of these bylaws, a formal nomination and election process shall be instituted in a written policy.

3.3.1 Roles and Responsibilities

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.

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.

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.

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

Member. A Board Member shall participate in the governance and oversight of the Association and shall share equally in the responsibilities of the Board of Directors. Board Members are expected to attend Board and general membership meetings; review materials necessary for informed decision-making; contribute to policy discussions; and vote on matters before the Board.

Board Members may be assigned additional duties by the Chairman or by majority vote of the Board of Directors as needed to support the effective operation of the Association.

3.3.2 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.

3.3.3 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.

3.3.4 Board Vacancies

A Board seat shall be deemed vacant upon the resignation or death of a Board member.

A Board seat may also be declared vacant by a majority vote of the Board of Directors if a Board member misses three (3) consecutive Board meetings without good cause.

In addition, if no candidate is elected to fill one of the Association's five required Board seats, that seat shall be deemed vacant. This provision applies only to the five required Board seats and does not apply to any additional Board seats authorized up to the maximum of nine.

Upon the occurrence of any vacancy, the Board of Directors may appoint a qualified individual to fill the seat for the shorter of one full term, or the remainder of the previous Board member's unexpired term. Appointees shall assume all rights and responsibilities of Board membership immediately upon appointment.

The Board of Directors may, at its discretion, waive one or more eligibility or qualification requirements when necessary to fill a vacant Board seat, provided that no otherwise qualified individual is willing to serve. Any such waiver shall apply only to the specific vacancy for which it is granted.

3.4 Committees

The Association may maintain standing committees including, but not limited to Land Use, Outreach & Events, Public Safety, and Community Development. Committee Chairs shall be appointed by, and report regularly to the Board.

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 as required; and shall perform other duties at the Board's discretion.

Committees are advisory bodies unless specifically authorized to act by the Board.

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 General, Annual, and Special Meetings

A minimum of five members in attendance, two of which must be officers, shall constitute a quorum for Annual, General, and Special Meetings.

4.2.2 Board of Directors 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 bylaws, all questions shall be decided by a simple majority vote of a legally constituted quorum of the Board.

4.4 Proxy Voting

Members in good standing may vote by proxy. Proxies must be submitted in writing or by email before the meeting. Proxies count toward quorum.

4.5 Electronic Voting

Voting may not occur by email, text message, or online forms. All votes must occur during duly called meetings.

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: Meetings

6.1 Annual Meeting

An Annual Meeting of the members shall be held in October. Notice of the meeting time and location shall be provided by the Chairman to all members in good standing no later than 30 days prior to the Annual Meeting.

6.2 Board of Directors 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.

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 Meeting Notices

All meeting notices may be sent electronically.

ARTICLE VII: Adoption, Amendments and Limitations

7.1 Amendments

A proposed amendment to these bylaws 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 bylaws, 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.

7.5 Dissolution

Upon dissolution of the Association, all assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or to a state or local government for a public purpose.