

KINGS PARK CIVIC ASSOCIATION, INC.

BYLAWS

(Revised Bylaws 2006)

ARTICLE I - BOARD OF DIRECTORS

Section 1: Duties. The Board of Directors (the Board) is the governing body of the Corporation. It shall consist of the elected officers of the corporation and the immediate past President of the Corporation. The Board shall have general supervision over the affairs of the Corporation, make recommendations to the Corporation, and perform other such duties as are specified in, or permitted by, these Bylaws, in accordance with the purposes of the Corporation as set forth in the Articles of Incorporation. The Board may issue Rules and Regulations governing the business of the Corporation.

Section 2: Meetings. Meetings of the Board shall be held at the call of the President or upon written request of a majority of the Board. The President shall fix the time and place of Board meetings, which shall be open to the general membership. Each member of the Board shall have one vote on any matter brought before the Board. Meetings may be held by conference call or in any other manner permitted by law.

Section 3: Quorum. Four directors shall constitute a quorum.

ARTICLE II - OFFICERS

Section 1: Officers. The Officers of the Corporation shall be the President, First Vice President, Second Vice President, Third Vice President, Secretary, and Treasurer.

Section 2: Duties. The officers shall have the following powers and duties:

- a. President. The President shall call the annual meeting and any other meetings of the membership, shall call meetings of the Board of Directors, and shall preside at all such meetings if present, unless he/she delegates such duties. He/she may establish or disband standing, temporary, or ad hoc committees of the Corporation, appoint chairs of the committees, and appoint special officers with the consent of a majority of directors present and voting. The President shall serve as ex-officio member of any committee. The President may designate and appoint representatives to federations, organizations, conferences, and other gatherings, or to perform other designated tasks, as appropriate. The President shall perform such other duties and functions as are customary and shall be permitted to vote on questions before the Board or the Corporation notwithstanding his/her duties as presiding Officer.
- b. First Vice President: He/she shall serve in the President's stead in the absence of the President. In the event of the resignation, death, or removal of the President, the First Vice President shall become President. He/she shall perform other duties as directed by the President.

c. Second Vice President: In the absence of both the President and the First Vice President, the Second Vice President shall serve in the President's stead. He/she shall perform other duties as directed by the President.

d. Third Vice President: In the absence of the President, the First Vice President, and the Second Vice President, the Third Vice President shall serve in the President's stead. He/she shall perform other duties as directed by the President.

e. Secretary: The Secretary shall maintain a role of the officers of the Corporation, the Directors of the Corporation, the members of the Corporation, the members of each committee, and all special officers of the Corporation. He/she shall keep the minutes of each membership and Board meeting, copies of the legal documents of the Corporation, and copies of other documents which, in his/her discretion, should be kept as records of the Corporation.

f. Treasurer: The Treasurer shall receive, disburse, and account for all funds, securities, and/or other valuable property and assets of the Corporation. He/she shall pay the obligations of the Corporation through available funds, consistent with these bylaws, the Rules and Regulations of the Board, the budget, and any further Board or membership resolutions. He/she shall file and maintain all required tax reports and other financial information. He/she shall maintain a copy of the budget and year-end balance sheet. He/she shall complete a year-end balance sheet within sixty (60) days of the end of the Corporation's fiscal year. The Treasurer shall also draft a budget of the Corporation for submission to the Board for its consideration.

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h. Immediate Past President: The immediate past president is a member of the Board and shall perform such duties as directed by the President.

Section 3: Vacancies.

a. Resignation: Any officer, except the President, may resign by tendering a written resignation to the President. Before the resignation of the Treasurer is accepted, the President shall review the financial records of the Corporation, or appoint an auditor to do so, and present the results of that review to the Board. The President may then accept the resignation of the Treasurer if so authorized by the Board. The President may resign through written resignation to the Secretary.

b. Removal: Upon a two-thirds (2/3) vote of all members in good standing of the Corporation, an officer of the Corporation may be removed from office, provided that the vote shall be taken only upon a motion properly made and seconded at the meeting preceding the meeting at which the removal vote is taken and the officer has had a chance to respond to the allegations at an open meeting, and it is further provided that such a vote shall be by secret ballot.

c. Filling Vacancies: Should the office of President be vacant, the First Vice President, or in his or her absence, the Second or Third Vice President, in order, shall assume the office and serve the remainder of that term as President. In the event any other officer's position is vacant, the President shall call a membership meeting for the purpose of electing a successor, who shall serve for the remainder of the term.

ARTICLE III - MEMBERSHIP

Section 1: Residents, age eighteen (18) and over, and property owners in the Kings Park Subdivision are eligible for membership in the Corporation. Membership is individual and non-transferable. To become a member, a prospective member must fill-out a membership application approved by the Board and pay the required dues.

Section 2: Dues shall be assessed by household. All adult members of a household which pays its dues are members in good standing.

Section 3: Membership shall continue for thirty days after the beginning of the next membership year, after which it shall automatically terminate, without notice, if the appropriate dues are not paid for the new year.

ARTICLE IV - ELECTION OF OFFICERS

Section 1: All officers of the Corporation shall be elected at the annual meeting of the Corporation for a term of one year. Election of officers shall be by secret ballot of members in good standing of the Corporation present. Proxy votes are not permitted for the election of officers. In the event there is only one candidate for a particular office, election may be by acclamation. Election shall be by a majority of members present and voting. If no candidate achieves a majority of votes for an office, a second vote shall be taken between the two candidates receiving the highest number of votes in the preceding ballot.

Section 2: Taking Office. The officers of the Corporation and the Board of Directors shall take office upon their election at the annual meeting.

Section 3: Qualifications. The officers of the Corporation shall be residents of the Kings Park Subdivision and shall be members in good standing of the Corporation.

ARTICLE V - MEMBERSHIP MEETINGS

Section 1: Annual Meeting. The annual membership meeting of the Corporation shall be held at the call of the President between May 1 and July 30 of each year.

Section 2: Notice. Notice of the annual meeting shall be made no sooner than sixty (60) days before and no later than five (5) days before the meeting by publication in a newsletter distributed to the members of the Corporation, mail, special notice, or by electronic notice in such member has consented thereto.

Section 3: Special Meetings. Special meetings of the Corporation may be called by the President on his own motion, must be called pursuant to the written request of five (5) members of the Board of Directors, or must be called if requested by a petition signed by twenty (20) members in good standing of the Corporation. The President shall call such a meeting within thirty (30) days of his receipt of a proper request from the Board or petition from the membership. Any such petition from the membership must state the purpose of the meeting. Notice of any such special meetings shall be made no sooner than sixty (60) days and no later than three (3) days before any such meeting.

Section 4: Quorum. Ten members in good standing of the Corporation shall constitute a quorum. Roberts' Rules of Order Newly Revised shall govern the conduct of any membership meeting, unless a majority of members in good standing, present and voting, suspend such rules upon proper motion, which among other matters, shall state the rules to be followed.

Section 5: Voting. Except as otherwise provided in these Bylaws, a simple majority of those members in good standing of the Corporation present and voting shall constitute a final decision in each and every matter brought before the Corporation for a vote.

Section 6: Proxies. Except as otherwise provided in these Bylaws, a member in good standing of the Corporation may be represented by proxy at any meeting of the Corporation. The proxy must be submitted to the Secretary prior to any vote. No one person may serve as proxy for more than five (5) absent members.

ARTICLE VI - FINANCIAL MANAGEMENT

Section 1: Dues. The Board shall establish a membership year and shall set an amount of annual dues, which shall not exceed \$50.00 per member. New members may join the Corporation at any time by paying the required dues. The Board is authorized to establish pro-rata dues.

Section 2: Budget. The Board shall establish a fiscal year and shall approve by majority vote of those present and voting a budget for that fiscal year no later than sixty (60) days after the start of the fiscal year. Copies of the budget must be made available to the general membership. The Board may amend the budget at any time. The budget may establish a discretionary fund not to exceed \$250.00 to be expended by the President as he/she may deem necessary for the purposes of the Corporation.

Section 3: Year-End Statement. No later than sixty (60) days after the end of the fiscal year the Treasurer shall provide a year-end balance sheet to the Board and make it available to the membership.

Section 4: [left blank]

Section 5: Contracting Authority. The Board of Directors must ratify any contract entered into by the Corporation, with the exception of expenditures made by the President pursuant to any discretionary authority given to him/her in the budget.

Section 6: Banking. All funds of the Corporation, except a petty cash fund not to exceed \$100.00, shall be deposited in a bank organized and existing under the laws of the Commonwealth of Virginia. Only the President and Treasurer shall have the authority to withdraw funds or draw checks against such account.

ARTICLE VII - ACTIVITIES OF THE CORPORATION

Section 1: The Corporation may engage in such activities as are consistent with its purposes.

Section 2: The President and Board of Directors shall consider the advisability of establishing a committee for membership, creating publications, and establishing a neighborhood watch program.

Section 3: No officer, member, or committee shall publicly advocate or oppose any measure, matter, or thing of Corporation concern, as a representative of the Corporation, without approval of the Board of Directors.

Section 4: Neither the Corporation, nor any member in the name of the Corporation, shall engage in or support partisan politics and/or religious activities.

Section 5: The Board of Directors may authorize affiliations with federations, conventions, or associations of civic groups provided that such affiliations do not conflict with the purposes of this Corporation as provided for in the Articles of Incorporation.

Section 6: The Corporation shall not sue any person, organization, or Corporation unless authorized by a two-thirds (2/3) vote of the complete Board. This provision shall not apply to counterclaims or cross-claims in any case in which the Corporation is a defendant.

Section 7: Registered Agent: The President shall appoint a Registered Agent for the Corporation in accordance with Article II, Section 2. The Registered Agent must be a member of the Board of Directors or a member of the Virginia State Bar.

These Bylaws may be amended by a two-thirds (2/3) vote of the members present and voting at any regular meeting of the Corporation, provided that the specific amendments be introduced at a regular membership meeting at least seven (7) days prior to, and no greater than sixty (60) days prior to the meeting at which voting occurs. The membership must be provided with three (3) days written notice of any meeting at which such a vote will occur.

These revised Bylaws, if approved, shall take effect on May 1, 2006.

These revised Bylaws were approved by a vote of the Board of Directors on _____, 2006 by a majority vote of those Directors present and voting.

Donna Stecker, Recording Secretary