

## Bylaws of the Waterford Citizens' Association

[Modifications proposed for consideration of the WCA Board June 17  
and vote of members, June 24]

### PREAMBLE

The residents of the Waterford Area, in order to foster community action, to further the common good and general welfare of the community, to secure improvements, to preserve its unique history as a National Historic Landmark, and to maintain the Waterford Area as a desirable and attractive community in which to live, do hereby establish this Association, a nonprofit, nonstock corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia, as amended. The name of this organization is the Waterford Citizens' Association.

### ARTICLE ONE

#### Membership

**Section 1. Eligibility.** There shall be two classes of membership of the Association comprised of the following categories:

##### (a) Regular Members

**(1) Individual Adult Member.** Every resident or property owner of the Waterford Area who is eighteen (18) years of age or older, who notifies the Secretary of his or her desire to become a regular member, and who pays the dues assessed by the Association for an Individual Adult Member, shall be eligible for membership in the Association and to participate in all Association activities, and shall be entitled to one (1) vote. Individual Members are prohibited from also joining as Household Members in order to gain additional voting rights.

**(2) Household Members.** Two or more residents who reside together in a common household and who otherwise meet all of the requirements of an Individual Household Member, who notify the Secretary of their joint desire to become regular members, and who pay the dues assessed by the Association for Household Members, shall be eligible for membership in the Association and to participate in all Association activities, and shall be entitled to one vote for each Household Member to a maximum of two (2) votes. Household Members are prohibited from also joining as Individual Members in order to gain additional voting rights.

**(3) Business Member.** The owner of any enterprise that is licensed to conduct business by the County of Loudoun and whose principal place of business is located within the WCA's defined membership area, who notifies the Secretary of his or her desire to become a regular member, and who pays the dues assessed by the Association for a Business Member, shall be eligible for membership in the Association and to participate in all Association activities, and shall be

entitled to one (1) vote. If the Business Member is also an Individual or Household Member, the member will be limited to a maximum of one vote and will not be entitled to vote twice, as both a Business Member and Individual or Household Member.

**(4) Nonprofit Member.** The president of any entity that has qualified as a tax-exempt organization under the revenue laws of the United States or of the Commonwealth of Virginia and whose headquarters or principal address is located within the WCA's defined membership area, who notifies the Secretary of the organization's desire to become a member, and who pays the dues assessed by the Association for a Nonprofit Member, shall be eligible for membership in the Association and to participate in all Association activities, and shall be entitled to one (1) vote. If the Nonprofit Member is also an Individual or Household Member, the member will be limited to a maximum of one vote and will not be entitled to vote twice, as both a Nonprofit Member and an Individual or Household Member.

**(5)** Any Individual Adult Member or Household Member, who loses, or has lost, eligibility for membership because of a change in residence or a change in the definition of the WCA membership area under Section 2 may continue to be a voting member in good standing for the remainder of that year's membership term.

**(b) Associate Members.** Any person not eligible for membership as a Regular Member who demonstrates a commitment to the objectives of the Association, who notifies the Secretary of his or her desire to become an Associate Member, and who pays the dues assessed by the Association for an Associate Member, shall be eligible for membership in the Association and to participate in all Association activities, but shall not be entitled to vote or to serve as an officer or standing-committee chairperson.

**Section 2. Definition of Waterford Area.** For the purposes of determining eligibility for membership, the Waterford Area shall mean the territory defined in the map attached to these Bylaws as Exhibit 1.

**Section 3. Determination of Eligibility.** The Secretary is empowered to make reasonable inquiry to determine the eligibility of any applicant for membership. In any instance in which the Secretary believes an applicant does not meet the requirements for membership, eligibility shall be referred by the Secretary to the Board of Directors for final determination.

**Section 4. Transfer.** A member may not transfer his or her membership to any other person.

## **ARTICLE TWO**

### **Meetings, Voting and Quorums**

#### **Section 1. Meetings**

**(a) Annual Meeting** - The annual membership meeting shall be held in the first quarter of each year.

**(b) Regular Meetings** - Regular meetings of the Association will be held at the discretion of the Board of Directors, with a minimum of one meeting held in each quarter of the year. The annual meeting also shall constitute the regular meeting for the first quarter of the year.

**(c) Special Meetings** - Special meetings of the Association for emergency action, special projects and the like, may be called by the President at any time.

## **Section 2. Voting**

**(a) Voting arrangements.** Each Regular Member in good standing shall be eligible to vote as provided in Article One, Section 1(a), at any membership meeting at which such Regular Member is present. **Being "present" is defined as: being in physical attendance, if an in-person meeting; or connected to the applicable internet platform, if an online meeting.** Members will have the option of applying to vote by absentee ballot (as described in Section (b) below) at the annual election of Officers only. **Members will have the option of voting online (as described in Section (c) below) at the annual election of Officers, under specific circumstances.** A complete and current list of the members entitled to vote at any meeting, along with their addresses and voting classification, shall be maintained at all times by the Secretary and shall be available for inspection by any member at any meeting or at such other times upon reasonable request.

**(b) Absentee Ballots.** A Regular Member in good standing may request an absentee ballot if he or she is unable to vote in person at the annual election of officers. Absentee ballots will not be provided for any other election or vote of any kind. Members in good standing must request an absentee ballot from an Election Officer who will provide an official ballot to the absentee voter no later than five (5) days before the start of the regular fourth quarter meeting. The absentee voter must return the completed ballot to an Election Officer no later than two (2) hours before the start of the meeting at which the election is to be held. Ballots submitted after the deadline or to anyone other than an Election Officer will not be counted. Ballots may be submitted by mail, in person or electronically. Only the official ballot will be counted, therefore electronic submissions must contain a scanned, voted copy of the official ballot.

**(c) Online Voting.** **If the annual vote for Officers is conducted during a meeting using an internet meeting platform, the Election Officers will conduct the online voting.**

**Section 3. Quorum.** Fifteen (15) Regular Members, including the Officers, shall constitute a quorum for the transaction of business at any validly called meeting.

**Section 4. Notice.** Notice of the annual meeting and all regular meetings shall be given to all Members in writing (i.e. e-mail, delivered or mailed flyer) no less than ten (10) or more than thirty (30) days in advance. Notice of special meetings shall be given to all Members in writing at least three (3) days in advance. Notice shall include the time, place and purpose of the

meeting. This section shall not prohibit the Secretary from notifying any other persons of any meeting.

**Section 5. Waiver of Notice.** Any notice required by the Articles of Incorporation, these Bylaws, or the laws of the Commonwealth of Virginia may be waived in writing by any person entitled to such notice. The waiver or waivers may be executed either before, at, or after the event with respect to which notice is waived. Each member or director attending a meeting without protesting the lack of proper notice prior to the conclusion of the meeting shall be deemed conclusively to have waived such notice.

## ARTICLE THREE

### Dues

**Section 1. Annual Dues.** The annual dues shall be determined by vote of the Regular Members at the annual meeting each year. Annual dues shall be for the one-year period ending upon the adjournment of the next annual meeting.

**Section 2. Good Standing.** A Member shall be considered in good standing only if his or her dues are paid in full and they meet all other requirements for membership provided in Article One, Section 1.

## ARTICLE FOUR

### Officers and Directors

**Section 1. Officers.** The Officers of the Association, consisting of the President, Vice President, Secretary, and Treasurer, shall hold office for ~~a one (1)~~ **two (2)** year term or until their successors are duly elected. At all times during their term of office, the officers must be Regular Members of the Association in good standing. The ~~Board~~ **Officers** shall be empowered to act for the Association between meetings. All actions of the ~~Board~~ **Officers** shall be reported to the first meeting of the Association following the action.

**(a) President.** The President shall preside at all meetings of the membership and of the Board, shall prepare an annual budget in consultation with the other Officers for submission to the Members for vote at the annual meeting following his or her election, and shall perform such other duties as are incident to his or her office or are properly required of him or her by the Members.

**(b) Vice President.** The Vice-President, in the absence of the President, shall perform all the duties of the President.

**(c) Secretary.** The Secretary shall record the corporate minutes of the membership and Board meetings in such form as to be a permanent record, and shall maintain such other records as may be required of him or her by the President or the Members. The Secretary shall have charge of the correspondence, notify Members of meetings, notify Regular Members of their election to office, keep a roll of Members in good standing, including their address and voting category, and shall carry out such other duties incident to the office of Secretary as the President may request or the Members may assign.

**(d) Treasurer.** The Treasurer shall collect, receive and safely keep all monies due or belonging to the Association, including membership dues. He or she shall pay out monies belonging to the Association only upon concurrence of the President. Disbursement of available funds shall be made within thirty (30) days of member approval or, if the obligation is billed at a later date, within thirty (30) days of the billing date. The Treasurer's books at all times shall be open to inspection by the Board and the Members. The Treasurer shall report in writing to the Members at every regular meeting the condition of the Association's finances, including all unpaid liabilities and conformity with the annual budget. At the annual membership meeting, the Treasurer shall render an account of all monies received and expended during the previous fiscal year. The Treasurer shall maintain a current list of Members, organized by class and category that have paid the annual dues and shall provide the list and any revisions to the Secretary.

The offices of Secretary and Treasurer may be held by the same person.

## **Section 2. Nominations, Elections and Vacancies**

**(a) Nominations.** Nominations for Officers shall be made by a Nominating Committee. This committee shall consist of three regular members in good standing elected by the Regular Members at the regular meeting held in the second quarter of the year. The committee shall report its slate of Officers for vote by the Regular Members at the next regular meeting held in the third quarter. Members of the Nominating Committee may not be included in the slate of proposed Officers and may not nominate any member of their respective households. The Nominating Committee shall solicit input from Regular Members, hold at least one formal meeting, confer with prospective candidates, and vote on the committee's proposed slate of Officers.

**(b) Nominations from the Floor.** At the regular meeting held in the third quarter, after the Nominating Committee reports its slate of Officers, the President shall call for nominations from the floor for each Officer. Each nomination must consent to the nomination, must be seconded, and must receive a majority vote of regular members present. Candidates duly nominated from the floor shall then be added to the slate of candidates presented by the Nominating Committee.

**(c) Officers of Election.** At the regular meeting held in the third quarter, the President shall appoint two Officers of Election, who shall perform the following duties: (1) preside over the elections held pursuant to paragraph (d) below, (2) prepare written ballots listing the names of all duly nominated candidates for each office in random order as determined by a drawing conducted by the Election Officers, (3) distribute those ballots to Regular Members attending the regular meeting in the fourth quarter, to members who have requested absentee ballots, (4) collect ballots showing the votes cast by the regular members and by absentee voters, (5) tally the votes cast, and (6) report the election results to the regular members.

**(d) Elections.** Elections shall occur at a regular meeting held in the fourth quarter. The Officers of Election shall permit each candidate to make a three-minute statement to the regular members before voting begins. Each candidate will be permitted to provide his or her three-minute statement in writing for distribution to absentee voters, to be delivered along with the official ballot. The Officers of Election shall (1) ascertain the number of Members and the voting power of each, (2) determine the number of Members represented at the meeting and by absentee ballot, (3) count all votes, (4) determine, and retain for a reasonable period, a record of the disposition of any challenges made to any determination by the inspectors, and (5) certify their determination of the number of members represented at the meeting and their count of the votes. No ballots or votes from in-person voters, nor any revocations thereof or changes thereto, shall be accepted by the inspectors after the closing of the polls. No absentee ballots shall be accepted after the deadline dictated by Section 2(b).

**(e) Vacancies** - Should an office become vacant during the year, the President shall appoint a Regular Member of the Association in good standing to assume that office and to serve the remainder of the term of such office.

**Section 3. Removal of Officers.** The Regular Members may remove any officer of the Association if such action, in the judgment of the Members, is in the best interest of the Association. Appointment or election to an office shall not establish or create contract rights to that office. A vote on removal of an Officer may occur at any regular or special membership meeting by a two-thirds vote provided such proposed action has been included in the meeting notice.

#### **Section 4. Board of Directors**

**(a) Composition.** The Board shall be comprised of the President, Vice President, Secretary, Treasurer and chairs of all Standing Committees, all of whom shall be Regular Members in good standing.

**(b) Quorum.** A quorum of the Board shall consist of ~~five~~ **seven** or more members of the Board and must include the President **and at least one-two other Officers**. All actions of the Board shall only be taken upon the affirmative vote of a majority of Board members present and comprising a quorum at a meeting convened upon no less than three (3) days advanced written notice.

**(c) Ex-Officio members.** The Board may include non-voting *ex-officio* members, designated by the duly-elected Officers. Among these, the Board shall include as non-voting *ex-officio* member one designated representative of the Waterford Foundation Executive Board.

## ARTICLE FIVE

### Standing Committees

**Section 1. List of Committees.** There shall be ten (10) standing committees of the Association, as indicated below, and the chairperson of each shall be appointed by the President ~~duly-~~ elected Officers, on the basis of recommendations to the President. Standing Committee Chairs shall be appointed for a two (2) year term, renewable for up to two additional consecutive two (2) year terms.

Audit  
Fundraising  
Membership

Beautification  
Cemetery  
Preservation

Cooperative Infrastructure  
Environment and Water  
Traffic and Streets

Special Events

## ARTICLE SIX

### General Provisions

**Section 1. Calendar.** The fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of December of each year.

**Section 2. Amendments.** Amendments to the Articles of Incorporation and these Bylaws shall be adopted upon receiving a two-thirds vote of those Regular Members present and comprising a quorum, provided that notice of the proposed amendment shall have been presented at the last prior Regular Meeting.

**Section 3. Procedures.** All meetings of the Association shall be conducted in accordance with Roberts Rules of Order.

**Section 4. Construction.** All words used in these Bylaws will be construed to be of such gender or number as the circumstances require.

## **ARTICLE SEVEN**

### **Dissolution**

The Association may be dissolved at any time by recommendation of the Board of Directors approved in writing by more than two-thirds of the Regular Members in good standing. In the event of the dissolution of the Association, whether voluntary or involuntary or by operation of law, none of the assets of the Association shall be distributed to any Member, but after payment of all lawful debts of the Association, its property and assets shall be given to a charitable organization or organizations of the kind described in Section 501 of the Internal Revenue Code of 1954, such organization or organizations to be selected by the Board of Directors.

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