

# **Civic Association of Hollin Hills**

## **Bylaws – Approved Changes as of June 14, 2007**

Adopted December 13, 1990 (Amended 1994, 1998, 2000 and 2007)

### **ARTICLE I - PURPOSE**

The Association is organized to promote the common good and welfare of the people of the community of Hollin Hills, including the provision of swimming, tennis and other recreation facilities for the community, and for other non-profit purposes.

### **ARTICLE II - MEMBERS**

Section 1. A household may be admitted to membership upon application and payment of the charges and fees prescribed by or pursuant to these bylaws. Each voting member shall have the rights and privileges set forth in Articles Six and Seven of the Articles of Incorporation or elsewhere in these bylaws.

Section 2. A household that is not eligible for voting membership but that has a membership in any recreational facility operated on Association property shall be a Recreation Member. Each Recreation Member shall be entitled to vote as a voting member of the association on matters relating to each recreational facility in which the Recreation Member holds a membership, but shall have no vote as to other matters. The Board of Directors may establish membership charges for Recreation Members, which shall not exceed the membership charges for a voting member, and which may be paid from the funds of the Pool or Tennis Club.

Section 3. Membership shall be terminated when the household fails to pay any fees or charges within the time prescribed in these bylaws, or ceases to fulfill the requirements for eligibility for membership prescribed in the Articles of Incorporation.

### **ARTICLE III - FEES AND CHARGES**

Section 1. The membership year for the Association shall be May 1 to April 30.

Section 2. Prior to April 20 of each year, the voting membership at its spring meeting shall approve any changes in membership charges. Membership charges, except as the membership may otherwise determine, shall be uniform for all voting members. Notice of any proposed change in membership charges shall be given in accordance with the provisions of Article IV, Section 3.

Section 3. Eligible households may become members at any time during the year. The Board of Directors may reduce or eliminate membership charges for the first membership year after residents have moved into Hollin Hills.

Section 4. On or before May 1 of each year, the Membership Secretary shall notify each person eligible for voting membership and all non-voting members of the charges applicable for such membership year to the membership or participation rights for which such person is eligible. Except as the membership may otherwise determine, payment of such charges shall be due on or before May 31. Members shall continue in good standing from the time of payment of charges applicable thereto until such charges are again due. Members who fail to pay charges within the prescribed times shall thenceforth cease to be members but may be reinstated upon payment of such charges within the membership year.

#### ARTICLE IV - MEMBERSHIP MEETINGS AND VOTING

Section 1. The spring meeting of the Association shall be held between March 15 and April 20 of each year and a fall meeting of the Association shall be held between November 1 and December 15 of each year, at hours and places to be determined by the Board of Directors. At the spring meeting the voting membership shall review the financial results for the prior year and approve a budget for the next fiscal year. At the fall meeting the voting membership shall conduct elections of officers and members of the Board of Directors.

Section 2. Special meetings may be called by the President or the Board of Directors or by written petition to the President of not less than twenty-five (25) members. The President (or, in the President's absence, the Vice President) shall set the date for any meeting called by written petition, provided that the meeting shall be held within forty-five (45) days of the date the petition is received.

Section 3. Notice of all meetings shall be given to each member in good standing not less than ten (10) days in advance of the meeting, and not less than twenty-five (25) nor more than fifty (50) days in advance of any meeting to consider an amendment to the Articles of Incorporation or the Bylaws. The date of the notice shall be the date the notice is mailed or otherwise transmitted. The notice shall state the agenda for the meeting, but matters not on the agenda may be addressed at the spring or fall meeting. The meeting notice for the purpose of adopting the budget and any changes in the membership charges (See Art III Sec 2) shall include the budget to be adopted and the membership charges as approved by the Board of Directors. The notice shall include a discussion of each unusual and/or non-recurring expenditure consisting of more than five (5) percent of the total proposed budget.

Section 4. Twenty-five (25) voting members shall constitute a quorum for the transaction of business at Association membership meetings. Members who are present in person, by proxy or absentee ballot shall be counted in determining a quorum. If there is no quorum at a spring meeting, the Board of Directors may approve the budget and any changes in membership charges. If there is no quorum at a fall meeting, the Board of Directors shall elect successors to those members whose terms expire at the end of the affected calendar year, and the successors shall serve until the next membership meeting at which there is a quorum or until their terms expire, whichever occurs first.

Section 5. Meetings shall be conducted, insofar as practicable, in general conformity with Robert's Rules of Order, unless two-thirds of those present in person or by proxy at a meeting shall direct otherwise.

Section 6. Each voting member household of the Association in good standing shall be entitled to one vote on each matter on which such member is entitled to vote.

Section 7. (a) Any voting member of the association may give a proxy to another voting member of the association for any meeting. No voting member may vote more than five (5) proxies at any one meeting.

(b) Each voting member of the Association may cast one absentee ballot prior to any meeting of the membership. Such ballots must be received by the Recording Secretary prior to that meeting. Ballots shall be provided in the Association Bulletin prior to the meeting, concerning nominees for office, and/or anticipated issues, and must be signed and dated by the member. Absentee ballots shall be reckoned as if those members were in attendance, both to fulfill the necessary quorum for that meeting and to vote according to the members' instructions.

(c) An absentee ballot or proxy may be revoked by the member at any time prior to voting.

Section 8. Association officers may: (a) purchase, take, receive, lease, or otherwise acquire, own, or hold any real property, or any interest therein on behalf of the Association, or (b) sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of the Association's real property only if such action is approved at a spring, fall or special meeting. Notwithstanding any other provision of this Section 8, the Board of Directors may renew any lease or renew or refinance any loan or mortgage previously approved by the membership on terms and conditions consistent with generally prevailing terms and conditions at the time of renewal or refinancing.

## ARTICLE V - BOARD OF DIRECTORS

Section 1. The affairs of the Association shall be managed by a Board of Directors, which shall consist of nine persons selected from among the voting members of the Association inclusive of the officers of the Association. The time and manner of election of the Board of Directors at each Fall membership meeting are set forth in the Articles of Incorporation.

Section 2. The Board of Directors may expend funds, employ personnel, and act generally for the Association subject to the requirements of law, the Articles of Incorporation, and the provisions of these bylaws. Checks or notes of the Association shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 3. Meetings of the Board of Directors shall be held at the call of the President or at the request of any three members of the Board. Notice of meetings shall be given in writing, electronically or verbally at least one day prior to the date of the meeting. Notice may be waived by any director. Five directors present in person or via telephone shall constitute a quorum. The Board also may act through written or electronic consent of a majority of its members.

Section 4. The Board of Directors shall submit to the membership at the spring membership meeting (1) financial statements (including an income statement and a balance sheet) for the preceding year, and (2) a budget including recommendations with respect to membership charges in support thereof, which statements and budget shall cover all aspects of the Association's activities.

Section 5. The Board shall arrange each year for a review of the accounts of the Association for the preceding year by a person who is not a director of the Association for the year reviewed or the year in which the review is performed. The review shall be presented at the spring meeting together with the budget and financial statements required under Section 4 of this Article and Section 2 of Article VII.

Section 6. The President (subject to review by the Board of Directors) or the Board of Directors may appoint from time to time such committees as are appropriate to assist in the management of the affairs of the Association.

Section 7. The Association shall, to the fullest extent permitted by the Laws of the Commonwealth of Virginia, and as the same may be amended, indemnify any and all officers and directors of the Association from and against any and all legal expenses and other costs of litigation that may be incurred as a result of a filing in a court of law against any such officer or director, the basis of such claim being action taken, or not taken, by such officer or director in his capacity as an officer and director of the Association.

## ARTICLE VI - OFFICERS

Section 1. The officers of the Association shall consist of a President, Vice-President, Treasurer, Membership Secretary, Recording Secretary, and such other officers with such titles and duties as may from time to time be established by the Board of Directors or the membership. All officers shall be voting members as well as directors of the Association. No person shall hold more than one elective office at any time.

Section 2. The duties of the officers shall be those common to similar officers in similar organizations, subject to the specific provisions set forth in the following sections of this Article.

Section 3. The President shall be the chief executive officer of the Association, shall preside at all meetings of the Association, and shall designate all committee chairs. The President may sign deeds and contracts on behalf of the Association.

Section 4. The Vice-President shall assume the functions and responsibilities of the President in the event of his or her absence or inability to perform such duties.

Section 5. The Treasurer shall have the responsibility for the financial status and operations of the Association and for its tax status, including tax exemptions under Federal and State law. The Treasurer shall be: the officer primarily responsible for the submission to the membership of required financial statements and budgets; have the custody of the funds of the Association with responsibility for their proper acquisition and disposition within the budgets as approved by the

membership; and keep or cause to be kept a record of all receipts and disbursements and of all contractual and financial obligations and assets of the Association (including evidences and descriptions of ownership of real and personal property) and other records affecting the financial position of the Association. The Treasurer shall be the officer primarily responsible for the Association's relationship with its registered representative (under the applicable Virginia laws) and with the State Corporation Commission, and shall keep the records pertaining thereto. In furtherance of these responsibilities, the Treasurer shall be an Assistant Secretary of the Association.

Section 6. The Membership Secretary shall keep a record of all members of the Association, and the voting rights and standing of each. The Membership Secretary shall be responsible for the billing and collection of all fees and charges. The Membership Secretary shall be an Assistant Secretary of the Association.

Section 7. The Recording Secretary shall keep a record of the activities of the Association in the form of minutes of each meeting of the members and of the Board of Directors. The Recording Secretary shall maintain the files of the Association (except as otherwise provided in these bylaws) and shall, with whatever assistance the Board of Directors shall provide, conduct such correspondence as may be necessary. The Recording Secretary shall make arrangements for meetings of the Board of Directors and membership. The Recording Secretary shall be the Corporate Secretary of the Association.

#### ARTICLE VII - RECREATION ACTIVITIES: SWIMMING

Section 1. The Association shall establish a Pool Governing Committee (the Committee) to operate the Association's swimming facilities, otherwise known as the Hollin Hills Pool or the Pool. The Committee shall be responsible for management, operation, and maintenance of the Pool. The Committee shall establish rules by which it shall govern itself, the pool's members and the pool facility. These Pool Governing Rules shall be subject to approval by the Board of Directors.

Section 2. The management, budget, income and expenditures of the Pool shall be accounted for independently of the management, budget, income and expenditures of the other activities of the Association. Neither the Committee nor any officer or representative thereof shall have any authority to undertake any legal or financial commitments binding upon the Association or encumbering the property of the Association without the approval of the Association as provided in the Articles of Incorporation and By-Laws of the Association.

Section 3. The Committee shall operate and maintain in good condition the swimming pool and appurtenant facilities and shall pay the full cost of such operation and maintenance.

Section 4. The Committee shall pay to the Association:

- (a) the amount certified by the Treasurer of the Association as being the share of any real estate taxes billed and applicable to Association land used for the swimming facilities;
- (b) an amount fairly related to insurance premiums as billed to and payable by the Association with respect to the swimming facilities; and

(c) a share of any other expenditures by the Association fairly related to the swimming facilities.

The payments described above shall be made within thirty (30) days after receipt by the Committee treasurer from the Association Treasurer of a statement for such amounts showing the computation thereof.

Section 5. No later than March 1 of each year, the Committee shall provide to the Board of Directors a complete financial report including cash on hand, cash in reserve, indebtedness, capital and operating expenditures and budget, current and projected membership fees and other income for both the past and upcoming years.

#### ARTICLE VIII – RECREATION ACTIVITIES: TENNIS

Section 1. The Civic Association of Hollin Hills shall establish a Tennis Governing Committee (the Committee) to operate the tennis facilities, otherwise known as the Hollin Hills Tennis Club or Tennis Club. The Committee shall be responsible for management, operation, and maintenance of the Tennis Club. The Committee shall establish rules by which it shall govern itself, the Tennis Club's members and the tennis facility. These Tennis Club Governing Rules shall be subject to approval by the Board of Directors.

Section 2. The management, budget, income and expenditures of the Tennis Club, shall be accounted for independently of the management, budget, income and expenditures of the other activities of the Association. Neither the Tennis Club nor any officer or representative of the Tennis Club shall have any authority to undertake any legal or financial commitments binding upon the Association or encumbering the property of the Association without the approval of the Association as provided in the Articles of Incorporation and by-laws of the Association.

Section 3. The Committee shall operate and maintain in good condition the courts and appurtenant facilities and shall pay the full cost of such operation and maintenance.

Section 4. The Committee shall pay to the Association:

- (a) the amount certified by the Treasurer of the Association as being the share of real estate taxes billed and applicable to Association land used for the tennis facilities;
- (b) an amount fairly related to insurance premiums as billed to and payable by the Association with respect to the tennis facilities; and
- (c) a share of any other expenditure by the Association fairly related to the tennis facilities.

The payments described above shall be made within thirty (30) days after receipt by the Treasurer of the Tennis Club from the Treasurer of the Association of a statement for such amounts showing the computation thereof.

Section 5. No later than March 1 of each year, the Committee shall provide to the Board of Directors a complete financial report including cash on hand, cash in reserve, indebtedness, capital and operating expenditures and budget, current and projected membership fees and other income for both the past and upcoming years.

## ARTICLE IX - ELECTIONS

Section 1. The time and manner of election of the members of the Board of Directors and officers of the Association at each Fall membership meeting are set forth in the Articles of Incorporation.

Section 2. Officers and at-large directors of the Association shall be elected for two-year terms commencing January 1 of the next calendar year. In even-numbered years, the President, Recording Secretary, Treasurer and two (2) at-large directors shall be elected. In odd-numbered years, the Vice President, Membership Secretary and two (2) at-large directors shall be elected.

Section 3. Prior to each Fall membership meeting, the Board of Directors shall appoint a nominating committee to consist of five (5) persons, all of whom are voting members of the Association in good standing. The committee shall be selected and shall seek nominees with a view toward geographical representation and shall accept as nominees all eligible persons who properly notify the committee of their interest in standing for office. The committee shall nominate for each of the positions to be filled by election at the Fall Membership meeting: (a) at least one voting member and (b) any other voting member who informs the committee by mail or electronically of the member's intent to seek election at least forty-five (45) days prior to the election. At least thirty (30) days prior to the election, the nominating committee, by appropriate public notice, shall announce the list of nominees and invite further nominations to be made by the membership within the following two (2) weeks. Such further nominations must be in writing and signed by at least five (5) voting members in good standing. At least seven (7) days prior to the Fall membership meeting, the nominating committee shall by appropriate public notice list the names of all persons nominated for office in accordance with the foregoing provisions together with a short biography of each. No candidate shall be listed unless the nominating committee has obtained the candidate's consent to serve if elected. Additional nominations may be made from the floor at the Fall membership meeting.

Section 4. When it shall become necessary to fill any vacancies on the Board of Directors, the remaining members of the Board may, by affirmative vote of a majority thereof remaining, appoint a successor who shall serve until an election at the next meeting of the membership. Prior to such meeting, the Board of Directors shall nominate at least one person to fill the vacancy, and such nominee or nominees shall be listed, together with a short biography of each, in the notice of meeting for the election. No candidate shall be nominated by the Board unless he or she has given his or her consent to serve if elected. Additional nominations may be made from the floor at the meeting.

Section 5. The Nominating Committee may not nominate one of its own members for the Board of Directors.

## ARTICLE X - AMENDMENTS

Amendments to the bylaws may be proposed by: (a) a majority vote at any membership meeting; (b) the Board of Directors on its own motion; or (c) the Board of Directors on written request of five or more voting members of the Association. Such amendments shall be included verbatim in

the notice of the next membership meeting following such proposal. Such amendments must be approved by a vote of two-thirds (2/3) of the voting members present in person, by proxy or by absentee ballot at such meeting.

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Note: By-laws as amended by the General Membership on December 13, 1990; April 7, 1994; October, 1998; November 15, 2000; April 10, 2007 and June 14, 2007.