

TAYLOR RUN CITIZENS ASSOCIATION CONSTITUTION

Article I: Name

The name of the organization is the Taylor Run Citizens Association.

Article II: Purpose of the Association

Section 1. Its purpose is to promote, without affiliation with any political party, the interests of the residents of the City of Alexandria, Va., and particularly of those living in the Taylor Run Citizens Association Area.

Section 2. The Taylor Run Area is defined as that section of the City bounded as follows: Callahan Drive between King Street and Duke Street; Duke Street between Callahan Drive and W. Taylor Run Parkway; W. Taylor Run Parkway only homes numbered 17 through 226 between Duke and Janney's Lane; north side of Janney's Lane to MacArthur School; through the woods between MacArthur School and Scroggins Road; Bayliss Drive and Tuckahoe Lane; King Street from Scroggins Road to Janney's Lane; and King Street south side only from Janney's Lane to Callahan Drive, as shown on the attached map.

Article III: Members and Membership

Section 1. Membership shall be open to households with at least one individual eighteen (18) years of age or older who resides in or owns property within the Taylor Run Area, without regard to race, color or creed. The Executive Committee may at its discretion grant membership rights to other residents of the City.

Section 2. The Executive Committee shall set annual dues for membership. Membership shall be on an annual basis concurrent with the calendar year running from January 1st through December 31st. Only currently paid members are considered in good standing and are entitled to vote.

Section 3. Membership shall be considered lapsed if dues for the current calendar year are unpaid by the Spring membership meeting. Once membership has lapsed, a member may pay the full amount of the current year's dues and have the membership reinstated.

Article IV: Executive Committee Officers

Section 1. The officers shall be a President, First Vice President, Vice President for Membership, Treasurer, and Secretary. The officers must be members in good standing.

Section 2. President: The duties of the President shall be to preside at meetings of the association and/or the Executive Committee; to appoint all other committees; to attend meetings of City bodies and other organizations to present views of this Association (or delegate attendance); to propose a schedule of meetings and events; to have custody of Association records, and to enforce this Constitution.

Section 3. First Vice President: The duties of the First Vice President shall be to preside at meetings of the Association and/or the Executive Committee in the absence of the President or at the request of the President; and if the office of President becomes vacant to assume the office for the balance of the elected term.

Section 4. Vice President for Membership: The Vice President for Membership shall preside at any meeting of the Association or the Executive Committee upon the request of the President or First Vice President. The Vice President for Membership shall also serve as membership chair of the Association, and shall be responsible for encouraging such membership (specifically renewals) and maintaining membership records, including the official Membership Roster.

Section 5. Treasurer: The duties of the Treasurer shall be to receive applications for membership and share them with the Vice President for Membership; to collect dues from Association members; to deposit dues and other Association funds in a bank in the name of the Association; to withdraw funds for Association purposes on checks signed by the Treasurer; to maintain records of all Association funds; to file necessary tax forms and reports; to submit to the Executive Committee and the membership an annual report of all receipts and disbursements; to prepare an annual budget for approval by the Executive Committee and to submit financial status reports when requested by the Executive Committee. The Treasurer is authorized to disburse Association funds for various expenses/purposes, but shall make no single disbursement exceeding \$100 without authorization by the Executive Committee.

Section 6. Secretary: The duties of the Secretary shall be to conduct correspondence; to issue notices of meetings; in the absence of the President and Vice Presidents, to call meetings to order; to prepare minutes of Association and Executive Committee meetings and to disseminate the minutes to the membership.

Article V: Executive Committee

Section 1. There shall be an Executive Committee composed of 11 elected members in good standing and the five (5) elected officers of the Association. A quorum of the committee shall consist of seven (7) members of the entire Executive Committee. The Committee shall have the power to act for the Association whenever a majority of the Committee present judges it necessary, and the action of the Committee shall stand as the action of the Association. Where the President determines that it is necessary or advantageous to act in between meetings of the Executive Committee, the President may poll the members of the Executive Committee and act based upon an email or voice vote of the members of the Executive Committee.

Section 2. The term of office of each Executive Committee member shall be one year, beginning with election at the Spring general meeting. However, all Executive Committee officers and members shall hold office beyond their regular terms until their respective successors shall have been elected.

Article VI: Executive Committee Officer and Member Replacements

Section 1. Any vacancy of Executive Committee officer or member shall be filled by a person elected by a majority vote of the Executive Committee.

Section 2. The Executive Committee may remove, by majority vote of the entire Executive Committee, an Executive Committee officer or member who fails to perform satisfactorily (e.g. poor attendance, failure to perform assigned duties) if the individual refuses to resign when requested to do so.

Article VII: Elections

Section 1. Executive Committee officers and members shall be elected at the Spring general meeting, and take office immediately after the meeting.

Section 2. A reasonable time before the Spring general meeting, the President shall appoint a Nominating Committee composed of one current Executive Committee member and two members who do not currently serve on the Executive Committee. The Nominating Committee shall develop a slate of qualified, willing and eligible candidates for election at the Spring general meeting. The slate presented shall not exceed the number of elected positions and no individual shall be a candidate for more than one position.

Section 3. Additional nominations of individuals who are members in good standing may be made from the floor at the Spring general meeting.

Section 4. Ballots shall be taken consecutively for each office in the following order: President, First Vice President, Vice President for Membership, Treasurer, Secretary, Executive Committee members.

Section 5. Voting shall be by voice vote or show of hands and may be en bloc unless there are contested nominations from the floor, in which case the ballot shall be secret . The vote of a majority of members present at an election is necessary to elect any candidate.

Article VIII: Meetings of the Association

Section 1. There shall be a general meeting of the membership at least twice a year, one in either March or April and another in either September or October, the March/April meeting to include election of officers and the Executive Committee. Other general meetings shall be held at the call of the President, by request of a simple majority of the Executive Committee, or between 10 and 60 days of receipt by the President of a petition signed by at least 25 members of the Association in good standing.

Section 2. Meetings of the Executive Committee shall be called by the President when considered necessary but at least quarterly, or by a majority of Executive Committee officers and members, in each case providing seven days notice. These meetings are open to the general membership, but only Committee members can discuss the agenda items and vote. General members present may speak to the issue or topic on the floor only when recognized by the presiding officer who may also limit the speaker's time.

Section 3. Twenty-five members in good standing shall constitute a quorum for the transaction of business at general membership Association meetings. Except as otherwise provided in this Constitution, all action shall be taken on the basis of the votes of a majority of the members present. A member must be present to vote and cannot vote by proxy.

Section 4. Except as otherwise provided, procedure at all meetings shall follow Roberts Rules of Order.

Section 5. The presiding officer may limit debate when necessary to expedite the progress of a meeting, but any member may appeal the ruling to the meeting.

Article IX: Constitution and Amendments

Section 1. This Constitution is effective April 2, 2009, and supersedes any and all prior Articles of Association and amendments thereto.

Section 2. Amendments to this Constitution may be proposed by the Executive Committee or by petition signed by at least 25 members of the Association in good standing. All proposed amendments shall be submitted in writing to the President. Where an amendment is proposed by the Executive Committee or petition, the amendment shall be considered and voted upon at the next regularly scheduled general meeting of the Association, except that: (i) where an amendment is proposed by the Executive Committee, the President, with the concurrence of a majority vote of the Executive Committee, may call a special general meeting to consider the

amendment with no less than ten (10) days notice; or (ii) where an amendment is proposed by petition, the petitioners may request that the amendment be considered at a special general meeting of the Association, which shall be called by the President no sooner than ten (10) or more than sixty (60) days after receipt of the petition and written proposed amendment. No amendment may be considered with less than ten (10) days notice of the meeting. The notice of the meeting shall set forth the language of the proposed amendment(s) the sponsors, and a notice that the existing Constitution can be found on the Association website.

Section 3. An amendment shall become effective if supported by the vote of at least two-thirds of the Association members present at the time at which it is presented.

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