

BY-LAWS
OF
HIGHLAND PARK- OVERLEE KNOLLS CIVIC ASSOCIATION

Article I – Name and Purpose

The name of this organization shall be Highland Park-Overlee Knolls Civic Association (HP-OK).

The purpose of this organization shall be: to promote community involvement and neighborhood preservation; to foster closer community spirit; to provide leadership and organization which represents and coordinates community activity on issues of mutual concern of the residents within the boundary of HP-OK; and to devise ways and means for action to promote the general welfare of the HP-OK community. The organization and its activities shall be strictly non-partisan, non-sectarian, and non-political.

Article II – Community Boundary

The boundary of the community served by this association shall be as follows: beginning at the intersection of North Quantico Street and North 22nd Street, along North 22nd Street to North Lexington Street; then Southeast along North Lexington Street to North 18th Street; along North 18th Street to McKinley Road; then Southwest along McKinley Road to the Interstate 66 right-of-way; then west along the Interstate 66 right-of-way to North Quantico Street; then along North Quantico Street to North 22nd Street. The boundary line shall be the center of each named roadway.

Article III – Affiliation with the Arlington County Civic Federation and other Organizations

This association shall be affiliated with the Arlington County Civic Federation and the Neighborhood Conservation Advisory Council, and will be active participants of both organizations. (see article new: Standing Committees)

HP-OK may support or collaborate with other organizations or civic associations whose purpose an actions are consistent with the welfare of its membership, provided that any such affiliation undertaken shall not impair the continued existence of HP-OK as a distinct and independent organization.

Article IV – Membership and Voting Privileges

Each person of legal voting age (for national elections) residing in a household, and one representative of any registered business organization, within the Article II community boundaries, is eligible for membership and may become a member in good standing of this Association upon payment of annual dues. Annual dues may be paid at any time but all annual memberships shall expire on April 30th of the year following payment of such dues, unless payment of dues for subsequent year(s) have been remitted. Dues may be paid to any officer by providing the member's name and address in writing along with the amount of dues, set pursuant to Article New – Fiscal Operations.

Any person eligible for membership shall be granted the privilege to vote in any matter relating to Neighborhood Conservation matters, but as to all other matters, only members in good standing shall have the privilege of voting. There shall be no proxies in voting and no individual shall have more than one vote on any matter.

Article IX – Quorum and Voting

Ten Members of this Association, in addition to no fewer than two officers present, shall constitute a quorum for the transaction of any business at a general meeting.

Five members of the Executive Committee shall constitute a quorum of that Committee.

Unless otherwise specified in these By-Laws or upon the creation of the committee a majority of the members shall constitute a quorum for Standing and Ad Hoc Committees

All actions taken at general meetings or at meetings of the Executive Committee shall be by majority vote of those members present.

Article V – Officers

The Officers of this Association shall be a President, Vice President, Treasurer, and Secretary and a Representative from each of the Association quadrants.

The President shall preside at all meetings of the Association and the Executive Committee, shall act as a spokesman on matters of concern to the Association, shall regularly report to the membership and Executive Committee on matters of interest, and shall appoint the chairperson and the members of all committees; shall as needed appoint a parliamentarian to serve at any general membership meeting of the Association. The President shall approve all association correspondence.

The Vice President shall assist the President and shall perform such duties as may be delegated by the President. The Vice President shall be chairperson of the Committee on Neighborhood Conservation. In the absence of the President, the Vice President shall perform the duties of the President.

The Treasurer shall receive membership dues and shall maintain a record of members and memberships in good standing. The Treasurer shall be responsible for receiving and disbursing all funds of the Association. In the absence of the President and Vice President the Treasurer shall perform the duties of the President.

The Secretary shall record the proceedings of the Association including Executive Committee meetings; shall keep the roll of officers and other officials and committee members; shall maintain correspondence records; and shall perform such other duties as pertain to this office. The Secretary shall prepare all official Association correspondence.

The Quadrant Representatives shall reside in the quadrant that they represent, will be nominated by the nomination committee and confirmed by the general membership. The Quadrant Representatives' duties shall be to canvass and represent the interests of their quadrant's constituency in matters before the Executive Committee.

Filling Vacant Positions (other than Pres) – as voted and appointed by the exec committee?

No one shall be elected to hold two offices simultaneously

Article VI – Executive Committee

Executive Committee: (1) The Executive Committee shall consist of the elected officers of the Association and the four quadrant representatives. (2) The duties of the Executive Committee shall be to manage the affairs of the Association between membership meetings, fix the time and place of meetings, make recommendations to the Association, [and perform such other duties as are specified herein]. The Executive Committee shall be subject to the orders of the Association, and none of its acts shall conflict with action taken by the Association. When delay until the next meeting would preclude timely response, the Executive Committee shall act on the Association's behalf, but only to the extent necessary under the circumstances. In no event may the Executive Committee bind the Association to any action that is the subject of a pending petition for a special membership meeting. (3) The Executive Committee shall meet at least _____ and, when necessary, may conduct business electronically through electronic mail, facsimile, conference call, or similar means. (4) The Executive Committee shall notify the membership of each of its actions and decisions at the next general meeting.

Executive Committee Meetings shall be open to the general membership on an RSVP basis

Article New - Standing Committees & Ad Hoc Committees

Between regular meetings, the business of the Association shall be carried out by the Executive Committee and the following standing committees of the Association:

(do we want to record which actions will require the appointment of a n Ad Hoc committee, e.g. Nominating Committee, By-Laws Committee, etc.?)

Neighborhood Conservation Committee

This committee shall consist of a Chairman (the Vice President of the Association) and three additional Representatives to the Neighborhood Conservation Advisory Committee and four Alternate Representatives. It shall be the duty of this committee to maintain a Neighborhood Conservation Plan that represents the current and projected needs and collective goals for all the residents of the neighborhood; to maintain and improve the infrastructure and physical plant of the neighborhood through County and independent projects; to report and make recommendations regarding all matters related to community planning, zoning and development.

Other than the Representatives and Alternates, the President may appoint additional members as needed, for example to assist in the preparation or revision of a Neighborhood Conservation Plan.

Communications Committee

This committee shall consist of the Editor of the Newsletter and the Web Master and Chaired by the Association (treasurer or secretary?), in addition to whatever other members deemed necessary by the President to carry out its duties. It shall be the duty of this committee to facilitate the communication between the Association and the community, including preparation and distribution of a quarterly newsletter and any special notices to the community, and maintenance of the Association's website.

Welcoming Committee

This committee shall have one or more members. It shall be the duty of this committee to welcome new residents to the community, to provide them with information about the Association and to invite them to participate in the activities of the Association. (should this cmt also be responsible for coordinating neighborhood day and other community events?)

History and Archives Committee

- shall have one or more members (what do we want to keep? Who should decide? Should we ask Sophie for some input on setting a standard?)

This committee shall have one or more members. It shall be the duty of this committee to receive, organize and care for copies of significant materials and documents pertaining to the history of the Association, including but not limited to copies of newsletters, minutes and correspondence no longer required for the day to day running of the organization.

Parliamentarian

Chair of By-laws Review Committee and advisor to the Executive Committee on Bylaws for the Association

Ad Hoc Committees:

In addition to the Standing Committees, the President shall have the power to appoint temporary Ad Hoc Committees as the need may arise. These Ad Hoc Committees may include, but are not limited to a Nominating Committee, By-Laws Review Committee, Washington Boulevard Committee, Reed School/Public Library Committee, and a Parks and Green Space Committee.

Nominating Committee (Covered under Article VII)

Article New – Fiscal Operations

(1) Annual dues shall be five dollars (\$5.00) per person and shall be ten dollars (\$10.00) per business. The annual dues may be increased for any year as determined by the Executive Committee and approved by the general membership. (2) The Executive Committee may choose (but is not required) to operate the Association under an annual budget. If such a budget is prepared, it shall have no effect unless and until approved by the general membership. (3) All disbursements of the Association shall be made by check signed by the Treasurer or the President. (4) Except in extraordinary circumstances, no representative of the Association shall spend any amount of Association funds equal to or greater than two hundred fifty dollars (\$250.00) for any purpose without first (a) notifying the Association at a general membership meeting of the intent to make such expenditure and (b) then obtaining approval of the membership at the next general membership meeting. No such disclosure or approval is required if the expenditure is expressly provided for in an approved budget.

Article VII – Nominations, Elections and Terms of Office

The President shall annually appoint an ad hoc committee on nominations to prepare a list of nominees for each office. Neither the President nor the Vice President shall serve on this committee. The nominations committee shall consider experience as well as divergence of opinions and geography when selecting a slate of candidates. The slate shall be presented and elections held annually at the annual meeting of the association. Additional nominations may be made by any member of the association immediately following the presentation of the slate by the nomination committee. A short statement about each nominee may be made prior to the vote by either the nominator or the nominee.

Members in good standing in attendance at the annual meeting shall be entitled to vote. Unopposed candidates can be elected by acclamation. Contested elections shall be by secret ballot.

The term of office for each elected officer shall begin at the close of the meeting in which they are elected and shall continue for one year. Any individual can hold no more than one elected position at a time. Holding the offices of President and Vice President shall be limited to three terms in succession.

Considerations for the Nominating Committee to ponder – Strike a balance between participation by experienced and new or previously inactive members.

Article VIII – Meetings

The Association shall conduct a regular membership meeting at least once every three months. The Executive Committee shall determine the date, time, and location of regular membership meetings and provide notice of the meeting through distribution of a newsletter or notice to all homes within the Association's geographic boundaries. Upcoming issues of significant interest to the community shall be announced in the newsletter as public notice of the matters to be addressed at the general meeting.

The Annual Meeting shall be held in October of each year at a time and place selected by the Executive Committee. At this meeting the Association shall elect officers.

The Association shall call a special membership meeting upon receipt of a petition signed by at least 20 members or 20% of the membership, whichever is fewer. Notification shall be provided to all homes within the Association's boundaries through distribution of a special newsletter or announcement. In order for business to be conducted at such a meeting, a quorum must be established and voting conducted as provided for under these By-Laws. (I think we need to discuss this paragraph – I'm not sure of its purpose or the process)

Meetings of the Executive Committee shall normally occur quarterly but may be held more or less frequently if so determined by the Executive Committee. Executive

Committee meetings shall be open to the general public. (this conflicts with the article on the Executive Committee)

Article X – Amendments

Amendments to the By-Laws may be enacted by a two-thirds vote of the members voting at a general meeting, provided that the proposed amendments were discussed at a prior general meeting and provided that public notice of the proposed amendments is given to the general membership before the meeting at which the vote is taken.

Article XI - Adoption

These By-Laws replace the previous Association By-Laws dated (month/date) 1979.

These By-Laws shall be adopted by a two-thirds vote of the members present at a general meeting of the Association, 10/2002.

Article XIII - Parliamentary Authority

Common sense and courtesy shall be the general rules governing meeting procedure. Any procedural dispute shall be referred to the parliamentarian appointed by the President for settlement. The parliamentarian shall consider Robert's Rules of Order, the rules of Parliamentary Procedure and these By-Laws for guidance.