

BYLAWS FOR THE MOUNT VERNON  
COUNCIL OF CITIZENS' ASSOCIATIONS, INC.  
(with Changes Adopted by the General Council on February 22, 2023)

ARTICLE I. NAME AND CORPORATE SEAL

SECTION 1. NAME. The name of this organization is the Mount Vernon Council of Citizens' Associations, Inc., also known as the Mount Vernon Council and hereinafter referred to as the MVCCA.

SECTION 2. SEAL. The MVCCA corporate seal shall have inscribed thereon the words Mount Vernon Council of Citizens' Associations, Inc.; 1969, which is the year of incorporation; and the words Corporate Seal.

ARTICLE II. PURPOSES

The MVCCA is organized and shall be operated as a nonpartisan, nonprofit organization for the purposes of:

1. Representing the interests of member associations in the Mount Vernon Magisterial District of Fairfax County, Virginia, before the County, Regional, State, and Federal government authorities, and furthering the common good and general welfare of people of the Mount Vernon Magisterial District.
2. Facilitating the regular exchange of views and information on matters of civic interest among member associations and with County, Regional, State, and Federal officials, and disseminating the views and information so gained to member associations and others.
3. Publishing the Mount Vernon Council of Citizens' Associations RECORD, which provides a public record of MVCCA meetings, resolutions, and other actions.

ARTICLE III. MEMBER ASSOCIATIONS

SECTION 1. ELIGIBILITY. The MVCCA shall have one class of members, referred to as member associations. An eligible member is a citizens' association. For the purposes of membership eligibility, the term "citizens' association" shall include a civic association, community association, property owners' association, homeowners' association, and condominium unit owners' association. Any citizens' association geographically located within the Mount Vernon Magisterial District of Fairfax County, Commonwealth of Virginia, shall be

eligible for membership, provided that (1) the citizens' association is organized and operated for nonpartisan and noncommercial purposes, and (2) the citizens' association represents at least ten housing units within a contiguous geographic area.

SECTION 2. VOTING. Each member association shall be entitled to one vote in the General Council and one vote in each Standing Committee, which shall be exercised by the association's authorized representative, or President, to the General Council and its authorized representative, or President, to any Standing Committee, respectively. Absentee voting and voting by mail shall not be permitted. Any reference to notice is satisfied by emailing authorized representatives, as reflected in Member Associations' annual membership registrations.

SECTION 3. APPLICATION. In order to apply for membership, a citizens' association must submit to the Secretary a completed Membership Application Form and payment for the current year's Membership Dues. The Board of Directors shall review the application and if determined to be proper and complete will present such application to the General Council at its next scheduled meeting. The applicant citizens' association shall become a member association upon a favorable majority vote of those member associations present and voting. Upon approval the applicant citizens' association shall be entitled to participate in the proceedings of the General Council as a member association. If membership is denied, any dues payment submitted by the applicant citizens' association shall be refunded.

SECTION 4. DUES. The MVCCA membership year shall run from July 1 through June 30. Annual Membership Dues shall be recommended by the Board of Directors, subject to approval by the General Council at the Annual Meeting. Annual Membership dues are based upon the number of households within the boundaries of the member association. Membership Dues shall be due and payable on or before July 1 of each year, or upon admission as a member association.

SECTION 5. SUSPENSION. Any member association that fails to pay its Membership Dues by September 1, and/or fails to provide a completed Membership Renewal Form, shall be suspended from voting at General Council, Standing and Special Committee meetings, and the member association's subscriptions to the RECORD shall be suspended until their Annual Membership Dues are paid. The membership of any association that is still in arrears on October 1 shall be automatically terminated.

SECTION 6. ASSESSMENTS. The General Council, by a two-thirds vote of the authorized representatives present and voting, shall have the authority to levy special assessments from time to time for legitimate purposes of the MVCCA.

## ARTICLE IV. GENERAL COUNCIL

The General Council is the governing body of the MVCCA. The General Council is comprised of the authorized representatives of the member associations. The General Council adopts or ratifies the positions that the MVCCA takes on public issues; it elects the Officers of the MVCCA and ratifies the appointment of the Committee Chairs, the Editor of the RECORD, and MVCCA representatives to other organizations; and it establishes the membership dues, approves the annual MVCCA budget, and levies any special assessments as specified in ARTICLE III, Sec.6.

## ARTICLE V. GENERAL COUNCIL MEETINGS

SECTION 1. SCHEDULE. The regular meetings of the General Council shall be held on the fourth Wednesday of each month, except that there shall be no meeting in August. The November and December meetings, and any regular meetings cancelled due to special circumstances, shall be held on dates specified by the Co-Chairs. Notice of each General Council meeting shall be published in the RECORD prior to the meeting. All meetings may be held electronically, to the extent permitted by law.

SECTION 2. ANNUAL MEETING. The regular General Council meeting in May shall be known as the Annual Meeting and shall be for the purpose of electing the MVCCA officers, approving the annual MVCCA budget for the following year, receiving reports of the officers and committees, and conducting any other business that may arise.

SECTION 3. QUORUM. The General Council shall conduct its business at General Council Meetings. For the Council to conduct business, a quorum must be present. A quorum shall consist of one-fifth of the authorized representatives of the member associations of the MVCCA. A majority of the authorized representatives present and voting shall be necessary for the adoption of any matter voted upon by the General Council, unless a greater proportion is required by the Articles of Incorporation, by these Bylaws, or by law. All meetings of the General Council shall be open to the public.

SECTION 4. AGENDA. Each meeting of the General Council shall begin with approval of the agenda and order of business published in the RECORD, unless there is a special program agreed to in advance by the presiding Co-Chair and a change in the order of business is approved without objection or by a two-thirds vote of the authorized representatives present.

SECTION 5. BUSINESS. The business of the General Council shall be conducted by the presiding Co-Chair, the other officers, and the authorized representatives of the member associations in attendance. However, a Standing Committee Chair or his or her authorized representative may introduce a motion of resolution falling within the purview of that

Committee. Other attendees shall have no vote, but may be authorized by the Co-Chair to speak on a particular issue. Only authorized representatives or Presidents of member associations shall vote.

SECTION 6. RESOLUTIONS. Resolutions and other communications establishing MVCCA policy without prior publication in the RECORD may be introduced only if a matter of urgency can be demonstrated to the General Council. A matter of urgency must be recognized by a two-thirds vote of the authorized representatives of the member associations present and voting. All resolutions and other communications establishing MVCCA policy that are adopted as a matter of urgency shall be published in the next issue of the RECORD. All such matters shall be noticed at approval of the agenda.

SECTION 7. SPECIAL MEETINGS. A special meeting of the General Council may be called by majority agreement of the Co-Chairs, by the Board of Directors, or upon a written request to the Co-Chairs by ten (10) member associations. The purpose or purposes of the meeting shall be stated in the notice of the meeting, which shall be mailed or sent by e-mail to the member associations not fewer than five business days before the date of the meeting.

## ARTICLE VI. BOARD OF DIRECTORS

SECTION 1. MEMBERS. The Board of Directors shall consist of the Officers elected at the Annual Meeting, the Chairs of the Standing Committees, the Editor of the RECORD, the representative to the Fairfax County Federation of Citizens Associations, the representative to the Southeast Fairfax Development Corporation, and others as pursuant to Article XI, Sec. 6. Members of the Board must be, at the time of their election or ratification, a member in good standing of a member association in good standing and a resident of the Mount Vernon Magisterial District.

SECTION 2. RESPONSIBILITIES. The Board of Directors shall be responsible for all legal requirements and the management and policy guidance of the MVCCA, subject to these Bylaws and the direction of the General Council. All corporate powers shall be exercised by or under the authority of the Board of Directors. No action of the Board of Directors shall conflict with actions taken by the General Council or the provisions of these Bylaws.

SECTION 3. POLICIES & PROCEDURES. The Board of Directors shall have the authority from time to time to adopt Policies and Procedures deemed necessary for the functioning of the MVCCA, which shall be incorporated herein, provided that they are not in conflict with these Bylaws.

SECTION 4. AUTHORITY. The Board of Directors shall act for the MVCCA when a necessity arises in the judgment of the Board. In matters of sufficient urgency, as determined by the Co-Chairs, the Board may take action through electronic voting. The Co-Chairs shall report all

actions taken by the Board of Directors at the next meeting of the General Council. An action by the Board of Directors establishing and communicating the position of the MVCCA on a matter of public policy shall be published in the next issue of the RECORD and presented to the General Council for ratification at the next meeting.

SECTION 5. ELIGIBILITY. In order to maintain the nonpartisan status and reputation of the Mount Vernon Council, no person who is a candidate for, or holds, an elective position with Fairfax County, who is an officer of a political party, or otherwise has a conflict of interest, may serve as an Officer or a member of the Board of Directors. A removal under this section shall be considered a removal for cause.

SECTION 6. REMOVAL. Any member of the Board of Directors who is not an officer may be removed for cause at any time, by the Board of Directors, pending ratification of the removal by a 2/3 General Council vote. A notice shall appear in the RECORD and state that the purpose or one of the purposes of the next General Council meeting is the removal of the Board member.

SECTION 7. VACANCY. In the event of the death, disability, disqualification, resignation, removal for cause or nonresidency in the Mount Vernon Magisterial District of any non-officer member of the Board of Directors, a successor shall be appointed by the Co-Chairs, subject to ratification by the General Council at its next regular meeting, to serve the unexpired portion of the term of office in which the vacancy occurred.

## ARTICLE VII. BOARD OF DIRECTORS MEETINGS

SECTION 1. REGULAR. A regular meeting of the Board of Directors shall be held prior to each regular General Council meeting. Notice of the time and place of the Board of Directors meetings shall be published in the RECORD. All meetings may be held electronically, to the extent permitted by law.

SECTION 2. SPECIAL. A special meeting of the Board of Directors shall be called by agreement of the Co-Chairs or at the request of three members of the Board of Directors. The Co-Chairs shall use reasonable efforts to timely communicate the time, place, and purpose of the special meeting to all members of the Board of Directors.

SECTION 3. QUORUM. A majority of the Board of Directors shall constitute a quorum. Each member of the Board, including the presiding Co-Chair, shall have one vote.

SECTION 4. PARTICIPATION. All meetings of the Board of Directors shall be open to the public. Participation by individuals who are not members of the Board of Directors shall be determined by the presiding Co-Chair.

SECTION 5. EXECUTIVE SESSION. The presiding Co-Chair, with a majority vote of the Board of Directors, may convene an executive session of the Board to discuss matters considered confidential by applicable law.

SECTION 6. RESOLUTIONS. Resolutions and other documents proposing to establish MVCCA policy that are adopted by committees shall be presented to the Board of Directors for consideration. Such documents expressing MVCCA policy may be approved for publication, amended, returned to the Committee for further consideration, or rejected by the Board. In the case of a Board-amended resolution that substantially changes the intent of the Committee resolution or other policy document in the opinion of the Committee Chair, both the originally approved Committee resolution or other policy document and the document as amended by the Board shall be presented to the General Council for consideration and both shall be published in the RECORD. In the event of Board rejection of a Committee resolution or other proposed policy document, such rejection will be made known to the General Council at the next regularly scheduled General Council meeting. At the request of the Committee Chair, a rejected resolution or other proposed policy document shall be published in the RECORD with the notation that it has not been approved by the Board.

## ARTICLE VIII. OFFICERS

SECTION 1. ELIGIBILITY. The elected Officers of the MVCCA shall consist of three Co-Chairs, the Secretary, and the Treasurer. At the time of election, an Officer must be a member in good standing of a member association in good standing, and a resident of the Mount Vernon Magisterial District. A Co-Chair shall not serve concurrently as the authorized representative, in any capacity, of his or her member association. A Co-Chair shall not serve for more than two consecutive three-year terms, but shall be eligible to serve again after an intervening period of one year.

SECTION 2. ELECTION. The officers of the MVCCA shall be elected by the General Council at the Annual Meeting in May. They shall serve from July 1<sup>st</sup> following their election until June 30<sup>th</sup> at the end of their elected term. If an officer is elected after July 1<sup>st</sup>, that officer shall serve from the date of his or her election until June 30<sup>th</sup> at the end of their elected term. The Treasurer and Secretary shall be elected to three-year terms. One Co-Chair shall be elected every year to a three-year term. The 2023 election shall be for one Co-Chair each for one-year, two-year, and three-year terms.

SECTION 3. REMOVAL. The General Council may remove an officer for cause at any time, provided that a notice of the General Council meeting appears in the RECORD and states that the purpose or one of the purposes of the General Council meeting is the removal of the officer. Removal shall be by a 2/3 vote of the General Council members present and voting.

SECTION 4. VACANCY. In the event of the death, disability, disqualification, resignation, removal for cause or nonresidency in the Mount Vernon Magisterial District of any officer, a successor shall be elected by the General Council as soon as practicable, to serve the unexpired portion of the term of office in which the vacancy occurred.

## ARTICLE IX. DUTIES OF THE OFFICERS

SECTION 1. CO-CHAIRS. The Co-Chairs shall:

A. Be of equal status and shall act by majority vote and be responsible for conducting the day-to-day business of the MVCCA, subject to the direction of the General Council and the Board of Directors, and shall exercise all powers and perform other duties incident to their office as chief executive officers of the MVCCA;

B. By mutual agreement, rotate the function of presiding at meetings of the Board of Directors and the General Council. The presiding Co-Chair shall have continued responsibility for all matters relating to that Board or Council meeting. The Co-Chairs shall, by mutual agreement as to assignment, serve as liaisons to the Standing Committees;

C. Appoint all Standing Committee Chairs, the Editor of the RECORD, a representative to the Fairfax County Federation of Citizens Associations, and a representative to the Southeast Fairfax Development Corporation, and shall be responsible for coordinating and monitoring their activities; such appointments shall be subject to ratification by the General Council, and notification of these appointments shall be provided to the member associations in the RECORD prior to the General Council meeting at which ratification is sought;

D. May authorize one or more persons to represent the MVCCA in its relations with Fairfax County and with other governmental authorities and organizations. The appointment of an MVCCA representative whose term exceeds thirty days is subject to ratification by the General Council at its next meeting. Such appointments shall end on June 30.

SECTION 2. SECRETARY. The Secretary shall prepare the minutes of the meetings of the Board of Directors and of the General Council and shall be the custodian of the corporate records and the corporate seal. The Secretary shall also collect the annual membership dues and applications of the MVCCA, and maintain a record of member associations in good standing, as well as the authorized representatives to the General Council and Standing Committees. The Secretary shall promptly transmit all membership dues to the Treasurer. The Secretary shall perform all duties incident to the office of Secretary and such other related duties as may be requested from time to time by the Co-Chairs and the Board of Directors.

SECTION 3. TREASURER. The Treasurer shall collect all revenues of the MVCCA, with the exception of the annual membership dues, which the Treasurer shall receive from the Secretary. The Treasurer shall be responsible for the disbursement of all funds and shall provide a Treasurer's Report at each meeting of the General Council. The Treasurer shall also prepare an Annual Budget which is subject to review by the Board of Directors and published in The

Record for presentation to the General Council at the Annual Meeting. The Treasurer shall perform all duties incident to the office of Treasurer and such other related duties as may be requested from time to time by the Co-Chairs and the Board of Directors.

## ARTICLE X. ELECTION OF OFFICERS

SECTION 1. NOMINATING COMMITTEE. A Nominating Committee for the Annual Election shall be constituted at the March General Council meeting, consisting of five persons drawn from members in good standing of MVCCA member associations, none of whom shall be a current Officer. The Nominating Committee shall be selected as follows: three members shall be elected by the General Council, and two members shall be appointed by the Co-Chairs. The Co-Chairs shall appoint the Chair of the Nominating Committee from among the five Committee members. Notice of the pending election by the General Council, and of the appointments by the Co-Chairs, shall be published in the March issue of the RECORD. The names of the entire committee shall be published in the April issue of the RECORD.

SECTION 2. NOMINEES. The Nominating Committee shall submit a slate of at least one nominee for each of the three positions for Co-Chair, the Secretary, and the Treasurer, to be elected in that year. This slate of nominees shall be published in the May issue of the RECORD, along with a notice to all member associations, prior to the Annual Meeting.

SECTION 3. ELECTION. At the Annual Meeting, the slate of nominees shall be presented by the Chair of the Nominating Committee, and additional nominations from the floor shall be permitted. The election shall be by secret ballot. The candidates who receive the highest number of votes from the authorized representatives present and voting shall be elected.

## ARTICLE XI. COMMITTEES

SECTION 1. COMPOSITION. Standing Committees shall be composed of duly authorized representatives of member associations in good standing. Committee representatives shall be appointed by their respective member associations, and their appointments shall be recorded on the annual membership dues form. When a member association makes changes in its Standing Committee representatives, the member association is responsible for notifying the Secretary and the Committee Chair in writing or by e-mail prior to the Committee meeting.

SECTION 2. STANDING COMMITTEES. The current Standing Committees of the MVCCA are the Budget and Finance Committee, the Consumer Affairs Committee, the Education Committee, the Environment and Recreation Committee, the Health and Human Services Committee, the Planning and Zoning Committee, the Public Safety Committee, and the Transportation Committee. Co-Chairs serving as Liaison to a committee shall not have a vote.



SECTION 3. COMMITTEE CHAIRS. The Chair of a Standing Committee shall be responsible for:

- A. Submitting written minutes for publication in the next issue of the RECORD;
- B. Submitting in writing, to the Board, resolutions and other supporting documents proposing to establish MVCCA positions. Each resolution shall contain or be accompanied by relevant information upon which the General Council can base a decision, including minority opinions as appropriate;
- C. Maintaining contact with appropriate government authorities in order that the Standing Committee, the Board, and the General Council are informed of matters affecting the interests of MVCCA member associations;
- D. Assuring adequate funds are included in the MVCCA's annual budget to support Committee activities, and reviewing all requests from committee members for reimbursement of expenditures within the budgeted amount, and for transmitting to the Treasurer for action.

SECTION 4. VOTING. A vote by a Standing Committee shall be valid only when at least five authorized representatives on the Committee are present and voting at the Committee meeting. Each authorized representative shall have one vote. The Chair shall have no vote. The Chair of a Standing Committee may not serve on that Committee as his or her member association's Authorized Representative.

SECTION 5. COMMITTEE CHAIR TERMS. Ratification of the appointment or reappointment of the Standing Committee Chairs shall occur at the General Council meeting in July. The terms of all Standing Committee Chairs shall run from the date of ratification until the date of ratification of a successor.

SECTION 6. SPECIAL COMMITTEE. A Special Committee may be established, and the Chair and Committee members appointed by the Co-Chairs, subject to approval by a majority vote of the Board of Directors and ratification by the General Council at the next regular General Council meeting. Information about the specific function, membership, and term, not to exceed one year, of a Special Committee shall be published in the next issue of the RECORD. A Special Committee's term may be extended in one-year increments by a majority vote of the Board, and ratification by the General Council. The Chair may become, for the term of the Committee, a voting member of the Board, upon recommendation by the Board and ratification by the General Council. A Special Committee may become a Standing Committee upon recommendation by majority vote of the Board, and ratification by the General Council.

SECTION 7. PARTICIPATION. All meetings of Standing and Special Committees of the MVCCA shall be open to the public. The participation of persons who are not the authorized representatives of member associations shall be at the discretion of the Committee Chair. All meetings may be held electronically, to the extent permitted by law.

## ARTICLE XII. ANNUAL BUDGET

SECTION 1. PREPARATION. An Annual Budget shall be prepared by the Treasurer, approved by the Board of Directors, and submitted to the General Council for approval at the Annual Meeting in May. A majority vote of the General Council is required to authorize any individual expenditure in excess of Three Hundred Dollars (\$300.00) which does not fall within the expenditure categories.

SECTION 2. BOND. The Board of Directors may require a bond of any officer authorized to disburse funds of the MVCCA, with the cost of such insurance to be paid by the MVCCA.

SECTION 3. INSURANCE. The Board of Directors shall keep in force a liability insurance Policy to include Directors and Officers Coverage.

## ARTICLE XIV. FISCAL YEAR

The fiscal year of the MVCCA shall be July 1 to June 30.

## ARTICLE XV. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the MVCCA in all cases to which they are applicable and consistent with the Articles of Incorporation and these Bylaws.

## ARTICLE XVI. AMENDMENTS TO THE BYLAWS

These Bylaws may be amended by the General Council by a two-thirds vote of the authorized representatives of the member associations present and voting, provided that at least 50% of member associations are present and written notice of the text of the proposed amendments shall have been given to each member association, along with a notice that the General Council meeting shall occur not sooner than twenty-five days after the date of the notice.