

The Mount Vernon Council of Citizens' Associations, (MVCCA)

Policy & Procedure Manual

Annotations are to the MVCCA Bylaws 10-22-14 Pursuant to Article VI Section 3

This Manual Adopted by the Board of Directors on 11/2015

**Table of Contents**

ARTICLE I: Name and Corporate Seal.....4

    Section 1: Name.....4

    Section 2: Seal.....4

ARTICLE II: Purposes.....4

ARTICLE III: Member Associations.....4

    Section 1: Eligibility.....4

    Section 2: Voting.....5

    Section 3: Application.....5

    Section 4: Dues.....5

    Section 5: Suspension.....5

    Section 6: Assessments.....5

ARTICLE IV: General Council.....5

ARTICLE V: General Council Meetings.....6

    Section 1: Schedule.....6

    Section 2: Annual Meeting.....6

    Section 3: Quorum.....6

    Section 4: Agenda.....6

    Section 5: Business.....6

    Section 6: Resolutions.....6-7

    Section 7: Special Meetings.....7

ARTICLE VI: Board of Directors.....7

Section 1: Members.....7

Section 2: Responsibilities.....7-8

Section 3: Policies & Procedures.....8

Section 4: Authority.....8

Section 5: Eligibility.....8

Section 6: Removal.....8

Section 7: Vacancy.....8-9

ARTICLE VII: Board of Directors Meetings.....9

Section 1: Regular.....9

Section 2: Special.....9

Section 3: Quorum.....9

Section 4: Participation.....9

Section 5: Executive Session.....9

Section 6: Resolutions.....9-10

ARTICLE VIII: Officers.....10

Section 1: Eligibility.....10

Section 2: Election.....10

Section 3: Removal.....10

Section 4: Vacancy.....10

ARTICLE IX: Duties of Officers.....11

Section 1: Co-Chairs.....11

Section 2: Secretary.....11

Section 3: Treasurer.....11

ARTICLE X: Election of Officers.....11

Section 1: Nominating Committee.....11

Section 2: Nominees.....11

Section 3: Election.....11

ARTICLE XI: Committees.....12

    Section 1: Composition.....12

    Section 2: Standing Committees.....12

    Section 3: Committee Chairs.....12-13

    Section 4: Voting.....13

    Section 5: Committee Chair Terms.....13

    Section 6: Special Committee.....13

    Section 7: Participation.....13

ARTICLE XII: Annual Budget.....14

    Section 1: Preparation.....14

    Section 2: Bond.....14

    Section 3: Insurance.....14

ARTICLE XIV: Fiscal Year.....14

ARTICLE XV: Parliamentary Authority.....14

ARTICLE XVI: Amendments to the Bylaws.....14

**Attachments**

ATTACHMENT A: Electronic Media Guideline

ATTACHMENT B: Exemplar Membership Application

**ATTACHMENT C1-C2: Resolutions**

ATTACHMENT D: Sample General Council Agenda

ATTACHMENT C-1: Sample Resolution

ATTACHMENT F: Sample Committee Voting Card

ATTACHMENT C-2: Sample Cover Letter

ATTACHMENT E: Sample Election Ballot

## ARTICLE I. NAME AND CORPORATE SEAL

### SECTION 1. NAME

The address of the MVCCA is P.O. Box 203, Mount Vernon, Virginia 22121-0203.

### SECTION 2. SEAL

The MVCCA corporate seal shall be held by the secretary.

## ARTICLE II. PURPOSES

1. The Bylaws limitation to nonpartisan activities prohibits any MVCCA endorsement of candidates for elected office by the MVCCA General Membership, the Board of Directors and MVCCA Officers. Maintaining the MVCCA non-partisan position is important to maintaining its status as a tax-exempt organization. Officers and directors should avoid any public direct or indirect endorsement of a candidate or of a position closely identified with a particular candidate in order to avoid any appearance of partisan activity.

2. MVCCA maintains a web site that includes announcements, committee minutes, the RECORD and links to other information. MVCCA also maintains a list-serve to inform members and others of significant issues and events. Appropriate use of and access to the web site, contact information of individual participants in MVCCA activities and the list-serve are discussed in [Attachment A pages 1-5 “Electronic Media Guidelines”]. Each officer and director should become familiar with these guidelines to maintain trust and confidentiality with MVCCA members, Board members and committee members.

3. The RECORD, published monthly online, is the public record of MVCCA and provides notice of MVCCA meetings, elections, resolutions and other actions.

## ARTICLE III. MEMBER ASSOCIATIONS

### SECTION 1. ELIGIBILITY.

As used, “citizens association” does not automatically preclude membership by a tenants’ association in a purely rental community, provided in the discretion of the Board and subject to MVCCA membership vote, it meets other specified criteria and is independent of the owner/developer of the rental property. Other associations or groups, whatever the organizational purposes, are not eligible without the fundamental commonality of contiguous residency: thus an association formed of, for example, church members or individuals with commonality of purpose, like a fraternal society, club or league are not eligible to join MVCCA.

**SECTION 2. VOTING.**

The President or similar chief executive officer of a member association is presumed to be the authorized representative with authority to vote at the General Council, (see Articles IV and V) and in Committees (see Article XI). No other person shall be recognized as the authorized representative unless (1) the person's name and contact information is included in the yearly application/renewal of membership as an alternate; or (2) the Secretary and Committee Chair, as applicable, is notified in a timely fashion by the member association in writing or by email of the appointment, including name and contact information of the appointee. Permanent changes in authorized representatives, or temporary replacements, shall be made in the same manner. In order to protect the integrity of voting and promote orderly records, names must be provided on a yearly basis, including previously authorized representatives continuing in the same capacity.

**SECTION 3. APPLICATION.**

An exemplar membership application is attached as [Attachment B "Exemplar Membership Application"]. The same form and process is used for initial and renewal membership except that a renewal does not in ordinary course require approval by the Board of Directors or the General Council unless, upon receipt, the Secretary and a majority of the Board of Directors considers there may be a material change of circumstances or new information regarding eligibility. The authorized representative of a member may also challenge eligibility of another member by noticing intent to make such a motion at the time of Agenda Approval. (see Article V, Section 3) The application of a former member whose membership has lapsed for 3 years or less may be treated as a renewal.

An application, initial or renewal, is not complete unless it includes at a minimum name and contact information of the association president, or the person to serve as the authorized representative to the General Council, if other than the president. It is best practice to include names and contact information for all member association officers and authorized representatives to the MVCCA standing Committees.

**SECTION 4. DUES.**

No Additional Comment.

**SECTION 5. SUSPENSION.**

No Additional Comment.

**SECTION 6. ASSESSMENTS.**

No Additional Comment.

**ARTICLE IV. GENERAL COUNCIL**

No Additional Comment.

## ARTICLE V. GENERAL COUNCIL MEETINGS

### SECTION 1. SCHEDULE.

Any regular general Council meeting may be cancelled due to special circumstances as defined by the Board of Directors. All member associations shall be notified of a cancellation, and a make-up date, if applicable, through the MVCCA list serve, website & calender. The dates for the November and December General Council meetings shall be announced at the September meeting.

### SECTION 2. ANNUAL MEETING.

No Additional Comment.

### SECTION 3. QUORUM.

No Additional Comment

### SECTION 4. AGENDA.

See [Attachment D “Sample General Council Agenda”]. The specification of a requirement for approval of the Agenda enables members to move to add unpublished matters, such as an unpublished resolution adopted by the member association or a motion, to the Agenda so that they may be considered in a timely and organized manner with other published matters. General questions, issues and announcements are appropriately considered during member time.

### SECTION 5. BUSINESS.

Only member association authorized representatives have standing to speak and should raise the voting card to be recognized. Other attendees and guests may be allowed to participate at the discretion of the presiding Co-Chair, which discretion should not be unreasonably withheld but should be exercised so as to provide the maximal opportunity to be heard to authorized representatives.

Standing Committee Chairs and other directors may be recognized to speak on matters not directly related to the respective Committee or Office, in the discretion of the presiding Co-Chair as above, but in general should exercise this ability sparingly and should refrain on commenting on the merits or conclusions of resolutions promulgated by other Committees.

### SECTION 6. RESOLUTIONS.

The Co-chair presiding at the General Council which adopted a resolution or position and the Chair of the Committee which initially promulgated the resolution or position have joint responsibility for assuring the timely transmittal to necessary parties and recordation on the Resolution Tracker and the corporate records. In the case of joint resolutions, one Chair should be designated responsible party by mutual consent but all Chairs should follow the process.

Once a resolution or position has been adopted by the General Council, the Committee Chair shall prepare a final Resolution dropping the word "DRAFT" from the Resolution number. This will indicate General Council approval, and the Resolution number designated by the committee remains the final number.

The Committee Chair shall also prepare a Cover Letter which should be succinct, identify the problem at issue, specify the desired remedy and, where appropriate, request a reply. [see ATTACHMENT C-2]

The Cover Letter should be compatible with both mailed (paper) and e-mailed (electronic, PDF) delivery to each public Officer, elected or appointed, mentioned in the Resolution Resolves for specified actions. A single cover letter may address one principal person/office for action, with CC to all others acknowledged below the signature line. Typically, the Office of the Mount Vernon District Supervisor will be addressed directly or be recipient of a CC, along with the Committee Chair, the MVCCA Secretary, and the MVCCA Webmaster or other person with responsibility for the Resolution Tracker on the MVCCA website.

Only one Co-Chair need review and sign the letter, which would usually be the Co-chair presiding at the relevant General Council meeting.

Because the Letterhead provides only the PO Box for reply, the Co-chair presiding at the approving General Council meeting should serve as, or designate, the MVCCA Contact for questions and further information for the Resolution and provide a phone number. Contact information for the Co-chair or designee should appear below the line for signature/MVCCA Co-Chair name.

The Cover Letter together with the final Resolution shall be sent by the Committee Chair to the presiding Co-chair for review, any amendments to the Cover Letter, signature and transmittal to all named or copied parties. Transmittal may be by electronic means alone but one signed hard copy of the Cover Letter and Resolution must be delivered to the MVCCA Secretary by the signing Co-chair for the corporate records.

## **SECTION 7. SPECIAL MEETINGS.**

When necessary, member associations shall be notified by email, as soon as an issue arises in need of a special meeting, but in any event, at least 5 days prior to the meeting.

## **ARTICLE VI. BOARD OF DIRECTORS**

### **SECTION 1. MEMBERS.**

Committee chairs may appoint a Vice-Chair, or other committee member, to attend a Board Meeting and act on the Committee Chair's behalf. There shall be only one vote per committee. Co-Chair appointments, [see Article VI, Section 4], shall not be considered voting Board members.

### **SECTION 2. RESPONSIBILITIES.**

Legal responsibilities shall include, but not be limited to, all filings required by the Commonwealth of Virginia, all filings required to maintain MVCCA's 501(c) (4) status, all IRS documentation, filing of the Bylaws and any future amendments. While some actions may be the primary responsibility of specific officers (see Article VIII) the Board

retains overall responsibility to ensure that all appropriate actions have been taken by the responsible officers and will undertake a review of legal responsibilities on at least a yearly basis.

### **SECTION 3. POLICIES & PROCEDURES.**

This Policies and Procedures Manual is adopted pursuant to this section of the Bylaws and is intended to clarify and provide guidance to MVCCA members and its Board of Directors on appropriate implementation of the Bylaws and to promote transparency and proper organizational functioning. The current version of the Policy and Procedures Manual shall be available on the website and members of the Board of Directors, in particular, should be familiar with its content.

The Board of Directors is empowered to make appropriate changes, additions or deletions to this Manual at any time and should review the Manual on a yearly basis to evaluate any needed alteration.

**ATTACHMENT A “ELECTRONIC MEDIA GUIDELINES”** establishes policy on privacy and use of electronic media and is incorporated herein. **ATTACHMENTS B through F** are intended as exemplars or templates for the assistance, primarily, of Committee Chairs and promotion of consistent product from MVCCA.

### **SECTION 4. AUTHORITY.**

When urgency requires, the Board has the power to establish and communicate positions on behalf of the General Council. Typically, this power is exercised when the interests of MVCCA are implicated in an imminent public action or hearing where there is insufficient time for the usual processes of MVCCA to be completed. Such power should be exercised sparingly.

### **SECTION 5. ELIGIBILITY.**

To retain eligibility board members should avoid any appearance of impropriety or conflict of interest in accepting a position on the Board and during service on the Board. Board members who also serve on County or State advisory or policy boards, or who are County or State managerial employees, or otherwise have a personal, family or professional interest in the outcome of an issue which is different from ordinary citizens, should promptly disclose those circumstances to the Board. Whether those circumstances constitute a conflict of interest will depend on the particular situation and issue at hand and will be determined by majority vote of the Board of Directors. The Board of Directors shall also determine the appropriate action needed, which could include recusal and potentially removal if the conflict is pervasive. The Board of Directors may also disclose a potential conflict issue to the General Council in order that the General Council may determine whether a conflict exists and the action required. A conflict in one area of Council activities does not preclude the Board member from serving in another capacity.

### **SECTION 6. REMOVAL.**

Causes for removal may include but are not limited to: ineligibility as defined in Article III Section 5 and Article VI Section 5 of the Bylaws; any act which results in a colorable legal claim against the Board or Council; refusal to adhere to the Bylaws and the current Policy and Procedure Manual; any undisclosed conflict of interest, or personal conduct which reflects negatively on MVCCA and/or the Board.

### **SECTION 7. VACANCY.**

No Additional Comment.

## **ARTICLE VII. BOARD OF DIRECTORS MEETINGS**

### **SECTION 1. REGULAR.**

No Additional Comment.

### **SECTION 2. SPECIAL.**

No Additional Comment.

### **SECTION 3. QUORUM.**

In determining quorum, all Board positions, filled or not, shall be counted. However, in a temporary situation where the number of unfilled positions would seriously impact the ability to fulfill quorum and therefore to attend to the proper functioning of MVCCA, the Board may count only filled positions, provided there is a good faith, continuing effort to fill positions and the Council is apprised of the situation at the next General Council meeting.

### **SECTION 4. PARTICIPATION.**

The presiding Co-Chair shall be in charge of the order of the meeting, and shall allow outside participation only to the extent that it furthers an issue before the Board.

### **SECTION 5. EXECUTIVE SESSION.**

Reasons to call for an Executive Session include: ( 1) Consultations with legal counsel, 2) Financial matters with privacy concerns, 3) Pending contracts, 4) Personnel or member matters with privacy concerns.

### **SECTION 6. RESOLUTIONS.**

Resolutions seeking publication shall be made available to all Board members as soon as possible and at least 24 hours prior to the Board meeting at which they will be considered. Committee Chairs shall bring hard copies of the final draft version for each Board member.

Minor corrections should be emailed directly to the submitting Committee Chair, prior to the Board meeting if possible.

A Committee Chair when presenting a committee resolution to the board shall disclose credible minority or dissenting opinion. Board edits or suggestions of language are not to be used to change the intent of the Committee's resolution nor to substitute the Board's judgment for that of the Committee. In discussion it is appropriate to point out perceived problems or issues to the Chair so the Chair can choose to make edits or withdraw but the basis of the vote on RECORD publication should be limited to whether: it is a proper subject for the promulgating Committee; it implicates the interests of another Committee sufficiently to require review or co-ordination; it contradicts a prior

position of MVCCA; it is in proper form and was properly considered and adopted by the Committee. The General Council, not the Board, is the final arbiter of the merits.

**Attachment C-2 “Sample Resolution”** should be consulted as an example of appropriate form:

(1) Resolutions should be as short as practical while conveying appropriate information and basis for the conclusions. Sentences should be clear and concise, and avoid “legalese” and “philosophizing”.

(2) When presented, the document should be headed with the Committee’s number sequencing the current resolution in the calendar (not fiscal) year i.e. “Resolution ED 2015-7 In Support of School Construction Bond”. The “Whereas” should be numbered and the “Resolved” lettered for easy reference.

(3) Each “Whereas” must provide factual information related to the conclusion and may only contain one distinct thought process in one sentence. The first “Whereas” should describe the problem; subsequent clauses should describe the details that impact the problem and are needed to support and arrive at the “Resolved”. Statistical data and pertinent references can be helpful in understanding the basis for the resolution.

(4) The “Resolved” paragraph(s) of the resolution must specify the action to be taken, and who should take it, described by office rather than name. Separate and distinct actions to be taken by separate and distinct entities require multiple “Resolved”.

(5) The first time an entity, place or public action is referred to the full name should be used, followed by an abbreviation which can then be used in the remainder of the document. References should be consistent throughout the document.

## **ARTICLE VIII. OFFICERS**

### **SECTION 1. ELIGIBILITY.**

See Article VI, Section 5.

### **SECTION 2. ELECTION.**

See Article X, Section 3.

### **SECTION 3. REMOVAL.**

See also Article III, Section 5 and Article IV, Section 5 of the Bylaws.

### **SECTION 4. VACANCY.**

See Article X, Section 1.

## **ARTICLE IX. DUTIES OF THE OFFICERS**

**SECTION 1. CO-CHAIRS.**

In the ordinary course, the Co-chair presiding at the Board meeting in a particular month will also preside at the General Council and will be responsible (1) assuring the RECORD has needed documents and updates and, in the absence of an Editor, reviewing the draft RECORD and (2) assuring any resolutions or positions adopted by the General Council are properly transmitted and recorded in accordance with Art. V sec. 6.

The Co-chairs are the only officers who may speak for MVCCA but may delegate that authority to another member of the Board for the purpose of testifying to an adopted position of MVCCA or presentation of an adopted resolution at a public hearing. Delegation to a Committee Chair is usually appropriate and Co-chair consent to testimony by a Chair will not be unreasonably withheld. When acting as a committee liaison, the Co-Chair shall act in an advisory capacity manner with respect to the proper function of the committee and/or the MVCCA.

**SECTION 2. SECRETARY.**

The Secretary keeps a file of adopted resolutions and cover letters and will drop the "DRAFT" in front of the number to resolutions as they are adopted by the General Council.

**SECTION 3. TREASURER.**

No Additional Comment.

**ARTICLE X. ELECTION OF OFFICERS****SECTION 1. NOMINATING COMMITTEE.**

In the case of an unscheduled elected office vacancy caused by resignation or other departure of an elected officer, the previously serving Nominating Committee may be reconvened by majority vote of the Co-Chairs. Members of the Nominating Committee, pursuant to Robert's Rules of Order, may be eligible for consideration as an elected officer.

**SECTION 2. NOMINEES.**

The Nominating Committee shall determine whether all nominees are willing and eligible to serve prior to submission of the recommended slate of Officers.

**SECTION 3. ELECTION.**

The Secretary shall be responsible for ensuring that only authorized members in good standing receive ballots at the Annual Meeting. See [**Attachment E "Sample Ballot"**]. The Nominating Committee shall select two of its' members to serve as Election Officers. The Election Officers shall be responsible for counting the ballots and announcing the Officers and elected Co-Chairs, [pursuant to Robert's Rules of Order].

## **ARTICLE XI. COMMITTEES**

### **SECTION 1. COMPOSITION.**

Each MVCCA member association is entitled to one vote on each Standing Committee and is encouraged to appoint at least one authorized representative who is able and willing to attend scheduled monthly meetings and participate in the work of the Committee, with or without the assistance of an alternate. The representatives should be informed of their responsibilities:

- To supply contact information, (e-mail address and phone number), to assure they are able to receive monthly communication from the Committee Chair, such as, meeting agenda and related informational links and documents;
- To report back after each meeting to their Association President and/or General Council authorized representative, on Committee actions and recommendations for General Council consideration, and whenever possible, to seek information and perspectives from their community in a manner consistent with their associations' structure, to ascertain preferences and desires in consideration of pending issues and votes.
- Read the MVCCA RECORD each month.

### **SECTION 2. STANDING COMMITTEES.**

These Committees are essential to the purposes and work of the MVCCA. Through their active and consistent participation, authorized representatives identify community concerns and needs, examine these from multiple perspectives and in the light of the best information available, and make an effort to reach a consensus on goals and actions that may contribute to mutual respect and community well-being. The Committees are the source of Resolutions that are offered for the consideration of the General Council.

The July meeting of each Standing committee should be an organizational meeting. The Committee's goals and objectives for the year ahead should be developed and recorded for publication in the next (September) RECORD. Also, the Committee's may choose to schedule monthly meeting dates for the year and to review and recommend updates to the Committee's Page on the MVCCA web site.

### **SECTION 3. COMMITTEE CHAIRS.**

Committee Chairs, in fulfilling the responsibilities described in the Bylaws should:

Appoint a Vice-Chair, or other committee member, to act on their behalf during his/her temporary absence. The Committee Chair may also appoint a Vice-Chair to assist in the management of his/her Committee for as long as needed;

- A. Maintain an accurate member list and attendance record, communicate to their members in advance, the proposed agenda for the next committee meeting; and whenever possible include in the published minutes information about subjects for the next committee meeting;
- B. Assure an open, orderly and informative discussion with participation from all representatives, and also – at the discretion of the Chair – from invited public officials, experts and residents in the area;

- C. Include in the minutes of all meetings – published as Committee Reports in the monthly RECORD – the list of member associations represented and voting, all actions voted upon, and highlights or electronic links to key information presented by invited experts;
- D. Provide content for the RECORD and Committee Page on the MVCCA web site that is consistent with MVCCA guidelines for electronic communications and publications, [**See Attachment A pages 1-5 “Electronic Media Guidelines”** ];
- E. Conform to adopted MVCCA policies and positions when maintaining contact with government officials and citizen representatives to Boards, Authorities and Commissions [BACS]: the chair may not deviate from MVCCA policy when testifying before official entities, and if testifying as an individual, may not mention his/her connection with the MVCCA or the Committee;
- F. Present proposed Resolutions approved by the Committee to the Board of Directors, for publication in the RECORD, and track their progress [see Article V, sec.6, **Attachment C-1 “Resolution Guidelines”, C-2 “Sample Resolution”, C-3 “Cover Letter Guidelines”, C-4 “Sample Cover Letter”**]
- G. Review the Resolution Tracker for accuracy and updating of Committee-generated materials.

#### **SECTION 4. VOTING.**

The Committee Chair may not serve as the authorized representative of their member association to the Committee which they preside. The Committee Chair is responsible to assuring that only authorized representatives vote. The use of voting cards is strongly recommended, but, not required [ **see Attachment F “Sample Voting Card”** ]. A Co-Chair may not serve as the authorized representative of their member association to any Standing Committee.

#### **SECTION 5. COMMITTEE CHAIR TERMS.**

No additional comment.

#### **SECTION 6. SPECIAL COMMITTEE.**

Appointments of Special Committee members should be based on the Special Committee objectives rather than the attainment of member association equity of representation. Nevertheless, if a Special Committee becomes a Standing Committee, the Bylaws for Composition and other matters will apply.

#### **SECTION 7. PARTICIPATION.**

The Committee Chair must be committed to hold an orderly public meeting. If faced with a disorderly situation, he/she may immediately adjourn the meeting and subsequently consult with the Co-Chairs concerning future action and disposition.

## **ARTICLE XII. ANNUAL BUDGET**

#### **SECTION 1. PREPARATION.**

The format of the Annual Budget shall be within the discretion of the treasurer provided that it is in a form commonly used by similar organizations and within acceptable accounting standards. Committee Chairs and Officers should make any budget requests in a timely fashion so, if proper, they may be included in the Annual Budget. Requests for funding or reimbursement of expenses outside or in excess of amounts in the Annual Budget are discouraged, and should only occur for new, urgent or unanticipated needs.

#### **SECTION 2. BOND.**

No Additional Comment.

#### **SECTION 3. INSURANCE.**

No Additional Comment.

### **ARTICLE XIV. FISCAL YEAR**

The fiscal year was adopted to align with the fiscal years of both Fairfax County and Fairfax County Public Schools, and the Commonwealth of Virginia, to provide member associations, most of who operate on a calendar year basis, more lead time for membership renewal and representative appointments after leadership changes. Internally, the fiscal year will be referred to as start year/end year i.e. FY15/16, to avoid confusion.

Calendar year will continue to be used for numbering of resolutions.

### **ARTICLE XV. PARLIMENTARY AUTHORITY**

All members, and particularly all members of the Board of Directors, should achieve a general understanding of Robert's Rules of Order, (current edition), to improve the orderly and inclusive conduct of all business and meetings. The Board of Directors, or the Co-Chairs, may appoint an individual to serve as parliamentarian in an advisory capacity, but such appointee shall not be a Board member and shall provide advice only upon the request of the meeting presider, who shall at all times remain in control of the meeting.

### **ARTICLE XVI. AMENDMENTS TO THE BYLAWS**

As used, "written notice" includes publication in the RECORD and electronic mail to the president or authorized Council representative of member associations in good standing as recorded in the most recent membership application or as formally amended.