

BYLAWS OF THE STONEWALL MANOR COMMUNITY ASSOCIATION, INC.

Article I

Name and Purpose

Section 1. Name – The name of this organization shall be the Stonewall Manor Community Association, Inc. [SMCA].

Section 2. Area – The area represented by the SMCA membership is the area known as Stonewall Manor in Fairfax County, Virginia (hereafter Stonewall Manor) as defined on the Area Map in the SMCA Procedural Manual.

Section 3. Purpose – The purpose of the SMCA is to promote and further the mutual interests of the residents of Stonewall Manor and the general welfare of the community.

Article II

Membership

Section 1. Membership – The association shall have one class of membership. The membership is restricted to households residing in Stonewall Manor, without regard to race, religion, creed, national origin, or any other non-residential consideration. A household consists of all individuals residing on a single property.

Section 2. Dues – Dues for membership in the SMCA are payable biennially in advance and are payable before the annual meeting and in each odd numbered year (see procedural manual). Payment of dues is required for each household to have one vote. Nonpayment of dues automatically suspends a member household from good standing and from all privileges of the SMCA; provided, however, that payment of current dues shall serve to reinstate the household to good standing with full privileges of the SMCA.

Section 3. Memberships in Good Standing – Membership is considered in good standing if the dues for the current term are paid by or before the annual meeting.

Section 4. Voting – Each membership represents the entire household in good standing and is entitled to one vote. There are no proxy or cumulative votes. The Board of Directors (hereafter the Board) shall take all appropriate steps to ensure maximum opportunity for the SMCA membership to vote in person or by absentee ballot. In the event of extraordinary circumstances where it is deemed unsafe to have larger meetings, or if social gatherings or business meetings are banned for public safety measures, the Board can approve that voting shall be done by absentee ballot. The Board shall decide the most efficient method to distribute the information and official ballot to every member's home in Stonewall Manor and collect and tabulate.

Section 5. Annual and Special Meetings – The annual meeting of the members will be held at a time scheduled by the Board, which shall be announced by the Board not less than two weeks prior to the meeting date. Other special meetings of the SMCA membership shall be held at the

call of the President or upon petition of 15 or more members submitted in writing to the President; such meetings are subject to the same two-week notification process.

Article III

Board of Directors

Section 1. Membership – The Board is composed of the four elected Officers and the chairperson of each standing committee. The President shall be Chair of the Board. Area Representatives in attendance at a Board meeting will be designated Board members for that meeting and will have a vote (unless otherwise specific in Article III, Section 5) and counted for quorum purposes at the meeting.

Section 2. Election, and Term of Office – Officers shall be elected at the annual meeting of the members or at any special meeting held for that purpose. All members of the Board must be members in good standing of the SMCA.

Section 3. Removal and Vacancies – The membership at any annual or special meeting by a vote of a majority of those present and voting, may remove any Officer and fill the vacancy. Any vacancy otherwise arising among the Board members may be filled by majority vote of the remaining Board members unless sooner filled by the members in meeting. To fill vacancies; see below.

Section 4. Meetings and Notices – Meetings of the Board shall be held at times fixed by resolution of the Board, or upon the call of the President or the Secretary, or upon the call of the majority of the members of the Board. A quorum of the Board of Directors consists of a minimum of five members, at least two of whom must be elected officers. Less than a quorum may adjourn the meeting to a fixed time and place, given that notice of that meeting or any meeting not held at a fixed time by resolution of the Board shall be given to each member of the Board at his or her residence or business at least three days before the meeting via telephone/text/email. Any such notice shall contain the time and place of the meeting but need not contain the purpose of any meeting. Meetings may be held without notice if all the Board members are present or those who are not present waive notice before or after the meeting.

Section 5. Voting – Elected officers (Article IV, Section 2), Standing Committee Chairpersons (Article V, Section 3), and Area Representatives with one stipulation, may reside in the same household, but only one member of a household is eligible to vote. Each area (areas are defined by the map in the procedural manual) is designated one vote on the Board. If an area has more than one Area Representative, they must collectively agree on one vote for that area. This also applies to Standing Committees Chairs; in the instance where there are multiple committee chairs for one Standing Committee, they only receive one Board vote.

Article IV

Officers

Section 1. Election – All officers of the SMCA are members of the Board. Any officer may hold more than one office except that the same person shall not be President and Secretary. Neither the

President nor the Vice President shall hold the office of Treasurer. The Treasurer shall not be directed related¹ to or reside in the same household as the President or the Vice President. All officers shall serve for a term of one year or until their respective successors are elected. Neither the President nor the Vice President shall be elected to more than five consecutive terms in the same office. Election of officers will take place at the annual meeting. Vacancies among the officers shall be filled by the Board in an acting capacity by a resolution adopted by a majority of the Board members, with the membership at the annual or other special meeting.

Section 2. Officers and Duties – The officers of the SMCA shall be as follows:

- a) The President shall preside at all meetings of the SMCA; shall nominate the chairperson of all committees and the committee members at his/her discretion with subsequent approval by the Board; shall have authority to call special meetings of the SMCA; and shall be Chairperson of the Board.
- b) The Vice President shall assume the duties and responsibilities of the President in the latter's absence; and shall assist in such duties as may be assigned by the President.
- c) The Secretary shall record the minutes of all regular and special meetings of the SMCA; shall have a currently accurate copy of the Articles of Incorporation and Bylaws of the SMCA available for inspection by any member in good standing; shall be responsible for the SMCA's records; and shall attend to all correspondence of the SMCA as directed by the President.
- d) The Treasurer shall receive all dues and other moneys paid to the SMCA; shall pay all bills as may be authorized by the Board; shall keep an accurate account of all receipts and disbursements; shall keep a current list of the names of all members in good standing; and shall make a report at each meeting of the SMCA.

Article V Committees

Section 1. The Board may designate by resolution adopted by a majority of the Board members, a number of appropriate Committees to carry out the business of the SMCA during a particular term of office.

Section 2. Nominating Committee – Not less than 30 days prior to the annual meeting, the President shall appoint, with the approval of the Board of Directors, a Nominating Committee of not less than three members. The Nominating Committee shall, not less than two weeks prior to the annual election, certify to the members in writing the names of candidates for election. Additional names may be placed in nomination from the floor at the annual meeting.

¹ Directly related is defined here and in Article VII, Section 1 as mother, father, husband, wife, son, daughter, father-in-law, mother-in-law, daughter-in-law, son-in-law, and brother-in-law.

Section 3. Standing Committees – Standing Committees will carry over from year to year. The Chairperson of each Standing Committee will have only one vote.

- Area Representation Committee: coordinates communication with Area Representatives
- Beautification Committee: coordinates activities that keep the neighborhood clean, neat, and attractive and encourages compliance with SMCA Covenants and County Codes
- Communication Committee: coordinates the SMCA Communique and manages the SMCA website
- Directory Committee: performs ongoing updates in the community of changes in addresses, phone numbers, and new neighbors
- Social Committee: coordinates social activities sponsored by SMCA
- Trash Fund Collection: see details of responsibilities in the Procedural Manual
- Welcoming Committee: coordinates activities to welcome new residents into SMCA and the community

Section 4. Ad Hoc Committees are appointed as necessary to pursue issues not handled by one of the standing committees. Such committees will expire at the end of each term of office. Such committees must be re-authorized by each new Board. Ad Hoc Committees may include but are not limited to seasonal or temporary committees such as Leaf Removal, Luminaries, Snow Removal, Gard Club Liaison, and Yard Sale.

Article VI

Seal

Section 1. Seal – There is no legal or other requirement to have a “seal” for the SMCA.

Article VII

Checks, Notes, and Drafts

Section 1. Signatures – Checks, notes, drafts, and other orders for the payment of money shall be cosigned by at least two of the following persons: President, Vice-President, and Treasurer.

Article VIII

Audit

Section 1. Audit – Subsequent to the end of the fiscal year, the Board may designate, by resolution adopted by a majority of the members, an audit committee composed of not less than two members in good standing who are not directly related to the President, Vice President, or Treasurer. No Officer or Board Member shall be a member of such audit committee. The audit committee shall audit the financial (treasurer’s records) and the Trash Fund accounts of the SMCA as of June 30 each year and make its report at the next annual meeting. If no SMCA member is

willing to serve on an audit committee, the President is authorized to solicit at least two bids from professional accountants with experience in auditing small non-profit organizations to competitively contract out an audit of the SMCA Treasurer's records and the SMCA Trash Fund. Neither the President nor the Treasurer shall be directly related to or be employed by the outside accountant or the firm of the outside accountant.

Article IX Procedure

Section 1. Parliamentary Procedure and Order of Business – Meetings of the SMCA shall be governed by Roberts Rules of Order (Revised), unless in conflict with the provisions of the Articles of Incorporation or Bylaws. Each meeting of the members shall follow this order of business: Reading and approval of minutes of the previous meeting; approval of new members; Treasurer's report; reports of the committees; unfinished business; new business; program, and adjournment. This order of business may be suspended or modified if there is no objection or if voted by the membership present.

Article X Excluded Activities

Section 1. Excluded Activities – the SMCA shall not endorse or support any person for political office.

Article XI – Fiscal Year

Section 1. Fiscal Year – The fiscal year of the SMCA shall end on June 30 in each year.

Article XII – Amendments

Section 1. Amendments – These Bylaws may be amended by a two-thirds vote of the members in good standing present at any general membership meeting, provided that at least 10 days prior to a meeting at which the amendment(s) shall be read and acted upon the proposed amendment(s) are published on the Stonewall Manor website, or the members are given a paper copy of the proposed amendment(s).

Article XIII Procedural Manual

Section 1. The SMCA Procedural Manual shall contain designated material identified below but shall not supersede the Bylaws of the SMCA. The contents of the Procedural Manual may be added, changed, or deleted at the discretion of the Board by a resolution adopted by a majority of the Board members and with notification to membership in the next publication of the Communique.

PROCEDURAL MANUAL

This manual provides guidelines for how the Board operates and provides direction on issues that can be managed by the Board and without the prior input from the general community.

1. The Bylaws will be read by the Board members prior to the first Board meeting of the new term.
2. Members in good standing are welcome to attend and observe any SMCA Board meeting. Members in good standing desiring to address the Board must submit their request in writing seven (7) calendar days in advance of the Board meeting to the President or Vice-President (in the President's absence) regarding their proposal or topic of their remarks. The President or Vice President (in the President's absence) shall have the discretion to establish time limits under Roberts Rules of Order on presentations by SMCA members in good standing who do not serve on the Board.
3. Trash Fund Management Policies
 - Eligibility: Services at the contracted rate will only be available to households in the designated SMCA area, with the exception allowing previous participants outside the community to be "grandfathered" into the existing contract.
 - Payments: Paid quarterly, but no more than one calendar year. The rate will increase once a year on June 30th, unless exceptional situations exist.
 - Rates per quarter starting on March 1, 2023, through June 30, 2024: once a week – \$101; twice a week – \$107.
 - Payments due: March 1, June 1, September 1, and December 1.
 - Vendor paid monthly.
 - The manager of the Trash Fund will be reimbursed \$150 monthly, paid quarterly.
 - SMCA will not loan funds to any trash company (this includes paying for services in advance) unless it is approved by the Board.
4. Area Representation – Stonewall Manor shall be divided into areas of representation, which will be determined based on every attempt to make the areas equal with one another and not more than 25 households. Area Representatives will be recruited by the Board and be certified by acclamation at the annual meeting. If there is no volunteer for any Area at the time of the general meeting, the President may subsequently appoint such a Representative. Each of the areas described shall be represented on the Board by one or two (each area is designated one vote on the Board. If an area has more than one Area Representative, they must collectively agree on one vote for that area) Area Representatives who will conduct a biennial membership canvass, receive Association dues, and act as a primary means of representation for the members in their respective Areas.

5. Dues Collection – Residents of Stonewall Manor will be notified via the Communique, published after the annual meeting of odd number years, to send dues to the Treasurer. Dues will not be prorated. Area Representatives will collect unpaid dues in the fall aligned with publication of the neighborhood directory. Dues collection will cover from fall of collection year, through odd years, until next collection cycle. For voting purposes at the Annual Meeting, dues must have been paid at least 48 hours prior to the meeting to insure they are processed.