

CONSTITUTION AND BYLAWS  
OF THE  
BRENTWOOD COMMUNITY ASSOCIATION

ARTICLE I. NAME AND PURPOSE

SECTION 1

Name

The name of this Association shall be BRENTWOOD COMMUNITY ASSOCIATION, hereafter called the "Association."

SECTION 2

Purpose

The Association is established to provide for the mutual welfare and benefit of the Brentwood Subdivision community, to advance the community interests, and to preserve and protect the property of the residents by the mutual efforts of the residents of the community, by providing means of informing members of the community, by collective presentation of the views of members of the community to responsible governing bodies affecting their interests, and by cooperating with other associations of like purpose in matters of mutual concern. The Association shall not exist for the purpose of profit, shall not profit any member or individual, and shall be non-political, non-partisan and non-sectarian.

## ARTICLE II. MEMBERSHIP

### SECTION 1

#### Classes

There shall be two classes of membership designated as follows:

#### A. Resident Membership

There shall be a Resident Membership which shall consist of persons or entities who are record owners of fee or undivided fee interests in any improved lot (improved with a single family residence), or developed lot (lot with streets and/or utilities but not improved with a single family residence), including contract sellers, which is situate in Section I, Brentwood Subdivision, in Fairfax County, Virginia. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Resident Membership shall be appurtenant to and may not be separated from ownership of any lot which is situate in the said Section I, Brentwood Subdivision.

#### B. Associate Membership

The Association shall have the right and power to grant Associate Membership to persons or entities other than record owners of fee or undivided fee interests in lots as described in subparagraph A above, under such terms and conditions as the Association may from time to time decide, to any resident of Fairfax County, Virginia, eighteen (18) years of age or older, who shall have expressed a desire to contribute to and participate in the interests and objectives of the Association. Associate Membership shall carry all the rights and privileges of Resident Membership except that it shall carry no voting rights.

## SECTION 2

### Statement of Intent Regarding Membership

The Association has been created initially to provide for the welfare and benefit of the residents of Section I, Brentwood Subdivision, as it appears of record in the land records of the County of Fairfax, Virginia, with a view toward allowing participation in its activities to residents of surrounding communities and subdivisions of record. The Association contemplates extending its Resident Membership to residents of Section II, Brentwood Subdivision and other surrounding subdivisions of record upon demonstration of sufficient interest from a representative number of the residents of such subdivisions as fully developed.

## SECTION 3

### Voting Rights

The Association shall have one class of voting membership:


- Resident Members -- There shall be two votes for each lot or parcel which is situate in Section I, Brentwood Subdivision, as aforesaid. The votes for each such lot or parcel shall be exercised by the Resident Members who are record owners thereof as they determine among themselves, but in no event shall more than two votes be allowed with respect to any such lot or parcel.
- Proxies -- Shall not be permitted for voting purposes except as provided under Article IV, Section 4 for election of officers.

## SECTION 4

### A. Initial Fee

~~The initial fee for membership shall be two dollars (\$2.00)~~ for each member, and this shall be a one-time assessment with respect to each member, payable upon initial membership and not upon renewal or reinstatement of membership following any lapse of membership.

### B. Annual Assessment

 Each family shall be assessed not more than five dollars \$20.00 ~~(\$5.00)~~ annually for membership, payable within sixty (60) days from the beginning of the Association Year, and members shall renew membership by payment of this Annual Assessment. The actual amount to be determined by the officers, based on the expected budget for the year.

### C. Refund

Initial Fees and Annual Assessments shall not be prorated and shall not be refundable.

### D. Termination of Membership

Membership shall terminate with respect to any member who has not paid his or her Annual Assessment within sixty (60) days from the beginning of the Association Year. Membership which has lapsed may be reinstated upon payment of the Annual Assessment for the Association Year which paid.

## **E. Additional Assessments**

Additional Assessments may be made upon action of the Association's members for special events, projects and purposes, assessable against such members and payable in such amounts and upon such terms as may be determined from time to time by the Association's members.

## **SECTION 5**

### **Meetings**

#### **A. Annual Meeting**

The Annual Meeting of the Association shall be held on the second Wednesday of May of each year.

#### **B. Regular Meetings**

Regular Meetings of the Association shall be held on the second Wednesday of the months of July, September, November, January, and March of each year.

#### **C. Special Meetings**

Special Meetings of the Association may be held upon the call of the President or any ten (10) members of the Association upon three (2-3) days' notice, stating the date, time, place and purpose of said Special Meeting, and such Special Meetings shall be limited to their respective stated purposes.

D. Quorum

The quorum of ten percent (10%) of the Resident Members entitled to vote or a minimum of eight (8) Resident Members entitled to vote, whichever is larger, shall constitute a quorum for any meeting of the members of the Association.

E. Voting

Except as otherwise provided herein, any action of the membership shall be taken by affirmative vote of a majority of a quorum of Resident Members at any meeting of the members of the Association.

F. Notice of Meetings

Notice shall be provided to all members of any meeting of the members of the Association, stating the time and place, and in the case of Special Meetings the date and purpose, in writing delivered by hand or in writing and mailed, postage prepaid, to the address of each member appearing in the records of the Association, at least seven (7) days, but not more than twenty-one (21) days prior to the date of the Annual or Regular Meeting and three (3) days prior to the date of any Special Meeting. Notice shall be deemed given when delivered to any Member's residence, handed to any Member personally or when posted in the United States Mail in a sealed envelope, with proper postage prepaid. Notice properly given to any member shall be deemed as notice given to any other member who owns a fee or undivided fee interest in the same lot as the member who receives such notice. Attendance at any meeting of the membership shall constitute waiver of notice of such meeting.

## ARTICLE III. OFFICERS

### SECTION 1

#### Officers

The officers of the Association shall be a President, a Vice-President, a Secretary and a Treasurer, and may include such other officers and assistant officers as may be determined necessary from time to time and elected by the members of the Association.

### SECTION 2

#### Election of Officers

The election of officers shall take place at the Annual Meeting of the members of the Association.

### SECTION 3

#### Term

The officers of this Association shall be elected annually and each shall hold office for one (1) year unless he or she shall sooner die, resign, or shall be removed, or otherwise disqualified to serve.

## SECTION 4

### Special Appointments

The members may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Association may, from time to time, determine.

## SECTION 5

### Resignation and Removal

Any officer may be removed from office with or without cause by a majority of votes at a Regular Meeting, or Special Meeting of the Association called for that purpose, at which a quorum is present. Any officer may resign at any time by giving written notice to the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

## SECTION 6

### Vacancies

A vacancy in any office except the office of President may be filled by appointment by the President. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he or she replaces. The Vice-President shall succeed to any vacancy in the office of President for the remainder of the term of his or her predecessor.



## SECTION 7

### Multiple Offices

No person shall simultaneously hold any two or more offices, except in the case of special offices created pursuant to Section 4 of this Article.

## SECTION 8

### Duties

The duties of the officers are as follows:

#### A. President

The President shall be the principal executive officer of the Association and shall in general supervise and control all of the business and affairs of the Association. He or she shall, when present, preside at all meetings of the members of the Association and shall, except as specifically delegated by him, serve as the sole public spokesperson of the Association. He or she shall conduct all official Association correspondence; shall appoint all standing committees except the Nonminating Committee; shall appoint ad hoc committees as deemed necessary; shall serve as an ex-officio member of all standing and ad hoc committees; shall appoint delegates or representatives to any organization or function as deemed necessary; shall delegate authority to other officers when deemed necessary; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Association from time to time through action of its members or amendment to its Bylaws.

## **B. Vice-President**

In the absence of, or disability of the President, the Vice-President shall perform the President's functions and duties so long as such absence or disability continues. The Vice-President shall have such powers and duties as may from time to time be delegated to him by the President.

## **C. Secretary**

The Secretary shall:

- keep the minutes of the member's meetings in one or more books provided for that purpose;
- see that all notices are duly given in accordance with the provisions of these Bylaws;
- conduct all official correspondence as directed by the President;
- keep a register of the post office address of each member; and
- in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President.

## **D. Treasurer**

The Treasurer shall:

- have custody and charge of and be responsible for all funds of the Association;

- receive and give receipts for monies due and payable to the Association from members or any source whatsoever, and deposit all such monies in the name of the Association in such local Virginia bank as shall be selected by the Treasurer;
- present informal reports at each Regular Meeting of the Association;
- prepare an annual report to be presented to the members at their Annual Meeting in such form as directed by the President; and
- in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President.

### SECTION 13

#### Compensation

The officers of the Association shall serve without compensation, but they may be reimbursed or advanced expenses incurred in connection with Association affairs or business as approved by the members of the Association.

## ARTICLE IV. ELECTIONS

### SECTION 1

#### Nominating Committee

The members shall elect at the March Regular Meeting a Nominating Committee consisting of at least three members in good standing, exclusive of incumbent elected officers. The Nominating Committee shall take nominations from all classes of members for the offices of President, Vice-President, Secretary, and Treasurer. A slate shall be prepared by the Nominating Committee and presented in the notice of the Annual Meeting, and at the Annual Meeting nominations shall also be taken from the floor.

### SECTION 2

#### Eligibility

In order to be eligible for an elected office, a member must be a Resident Member of the Association.

### SECTION 3

#### Ballot

Each Resident Member who is eligible to vote shall receive a ballot containing the names of those candidates running for office. Nominations from the floor shall be written in the ballot. Write-in candidates may also be placed on the ballot.

## SECTION 4

### Proxies

A Resident Member shall have the right to assign his or her right to vote at elections to another Resident Member by providing a written proxy to the member he or she designates to cast her or her vote. The designated voting member shall be identified in the proxy. Authority to vote for a specific candidate only, or for the candidate of the designated voter's choice, must be specified in the written proxy. No member shall cast more than two proxy ballots.

## SECTION 5

### Validation

The Nominating Committee shall validate the ballots, count all votes cast, and announce the results of the election during the same Annual Meeting.

## SECTION 6

### Term of Office

Elected officers shall be installed at the Annual Meeting and shall begin to serve immediately following election for the ensuing year until the next Annual Meeting.

## ARTICLE V. COMMITTEES

### SECTION 1

#### Standing Committees

There shall be four standing committees of the Association which, except for the Nominating Committee, shall be appointed by the President following the July Regular Meeting. The standing committees and their respective duties are as follows:

#### A. Nominating Committees

The Nominating Committee shall take nominations from all classes of members for the offices of President, Vice-President, Secretary and Treasurer following the March meeting and shall prepare a slate consisting of one nominee for each such office which it shall present to the Secretary at least thirty (30) days prior to the Annual Meeting. The Nominating Committee shall serve as advisor to the President with respect to Special Appointments. The Nominating Committee shall also audit the financial records of the next preceding Association Year, and for that purpose may employ an outside contractor or may appoint an ad hoc committee.

#### B. Public Affairs Committee

The Public Affairs Committee shall consider all actions by the County Board of Supervisors and other public bodies affecting the property or welfare of the members of the Association and its environs indicating the zoning classification of the properties in the surrounding areas and to keep informed of all proposed changes to the zoning of these properties and report to the President

expeditiously on any application for change in zoning; and it shall also be the duty of this committee to consider and report on all matters relating to public works and utilities which may affect the Association's members. It shall also be the duty of this committee to concern itself with and recommend action to the Association with respect to the health, welfare and safety of the residents of the community, especially its children, and community development, maintenance and improvement. The committee shall also serve as a planning group for the Association to investigate, pursuant to the President's direction, and report to the President concerning, all matters involving the organization, purpose, affiliation, expansion, and operation of the Association, including without limitation long-range planning and short-range action with respect to merger or consolidation with other associations or groups and development of community projects and facilities.

C. Social Committee

It shall be the duty of the Social Committee to schedule and arrange for various types of social and recreational activities. This committee shall prepare a social calendar and budget for presentation to the Association for approval at the September Regular Meeting. This calendar and/or budget may be revised at any Regular Meeting, or Special Meeting called for that purpose, of the Association by a majority vote of a quorum of the Resident Members. It shall be the duty of the committee to coordinate the Association's support or sponsorship of any groups such as teen groups, bridge or other clubs, scout groups, or sports groups, and to control, maintain and improve any physical assets or resources of the Association.

#### D. Membership and Publicity Committee

It shall be the duty of the Membership and Publicity Committee to contact all new eligible members and invite their participation in the Association; to advise and consult with the President as to ways and means of fostering membership and active participation of all members in the affairs of the Association; to organize and conduct an annual membership drive; to publish and distribute an Association newsletter and any flyers in a timely fashion; and to publish an Association directory.

#### SECTION 2

##### Chairpersons

The President shall appoint the chairperson of each standing committee who shall schedule, announce and preside over his or her respective committee, shall prepare and submit committee reports to the President; shall conduct routine business and correspondence in connection with committee related matters in the name of the Association and upon approval and direction by the President; and shall perform such other duties in connection with the committee's purpose as the President shall direct.

#### SECTION 3

##### Removal and Vacancies

The President may remove any member of any committee, except the Nonminating Committee, with or without cause, and may substitute chairpersons at any time. Vacancies left by the death, removal or resignation of any chairperson shall be filled by the President within thirty (30) days.



## ARTICLE VI. FINANCIAL AFFAIRS

### SECTION 1

#### Deposit and Disbursement of Monies

All receipts of the Association, either from dues, refunds or gross income from other sources (including contributions) shall be deposited intact and maintained in a local Virginia bank in the name of the Association. All disbursements from Association accounts shall be made by bank check signed by any two officers of the Association, all of whom will provide signature cards to the depository bank.

### SECTION 2

#### Audit of Accounts

The Treasurer shall surrender the books of the Association to the President at the Annual Meeting. The President shall direct that the books be audited by the Nominating Committee as provided under Article V, Section 1A, and the books shall be presented to the newly installed officers at the July Regular Meeting.

### SECTION 3

#### Authorized Disbursements

The Treasurer of the Association is authorized to pay all recurring obligations of the Association which have been approved by the Association. The President may authorize

expenditures contained in any budgets approved by the Association, plus an additional 10 percent (10%), if required by increased prices. All other expenditures must be approved by the membership of the Association at a Regular Meeting, or a Special Meeting called for that purpose.

## ARTICLE VII. AMENDMENTS

### SECTION 1

#### Procedure to Propose Amendment

A proposed amendment to the Constiution and Bylaws shall be submitted in writing to the Secretary. The Secretary shall read the proposed amendment at the next Annual or Regular Meeting, if submitted between Regular Meetings, or at the Annual or Regular Meeting in which it is submitted. The proposed amendment shall be stated as a motion, and if seconded, it shall be placed on the call of the next Annual or Regular Meeting for discussion and vote.

### SECTION 2

#### Adoption of Amendments

Adoption of any amendment to this Constiution and Bylaws shall be ratified by a two-thirds vote of those Resident Members present at any Annual or Regular Meeting and entitled to vote. Any amendment to the Constiution and Bylaws shall become effective immediately upon ratification by two-thirds vote as aforesaid.

ARTICLE VIII. MISCELLANEOUS

SECTION 1

Association Year

The Association Year shall run from May 1 to April 30.

SECTION 2

Duration

The duration of the Association shall be perpetual.

I hereby certify that the foregoing are the Constitution and Bylaws of Brentwood Community Association as amended on the 18 day of January, 1984.



Nancy L. Cadorette

Secretary