

Bylaws
Of the
Dunn Loring Improvement Association,
A Virginia Non-profit Corporation (Association)
Version 3.0
January 06, 2018

Article I. Name and Purpose

Section 1.01 NAME. The NAME of this organization shall be the (Dunn Loring Land Improvement Association, Incorporated), hereafter referred to as Association. It shall be a nonprofit organization incorporated under the laws of the State of Virginia.

Section 1.02 PURPOSE. The Bylaws shall govern the Association and its members and facilitate the fulfillment of the purposes provided in the Articles of Incorporation.

- (a) To exercise collective influence for betterment of the community with respect to questions of community interest, such as traffic, safety, public utilities, taxation, local government, postal service, etc.
- (b) To foster a greater civic community feeling in the interest of good citizenship and sound principles of democratic government.
- (c) To regulate the upkeep and use of community property whenever feasible and permitted by public authority.
- (d) To aid in a greater and more wholesome community feeling by sponsoring social, educational and recreational programs, and wherever possible to engage in charitable endeavor.
- (e) To transact all such matters as are necessary or incidental, to the above objects and to exercise all the powers conferred upon corporations so organized under the laws of Virginia, providing for the creation of non-stock corporations.
- (f) The aforementioned business may be transacted only with the approval of a quorum of at least three directors.

Article II. MEMBERSHIP

Section 2.01 ELIGIBILITY FOR FULL MEMBERSHIP. Any current resident of, or owner of property in Dunn Loring zip code 22027, all residential communities in the Stenwood Elementary School District (according to FCPS) and all residential communities that reside within the approximate red border on the map below are eligible for Membership in the Association upon full payment of the annual dues, and completion of an Application for Membership form. See “**Figure 1 – DLIA Membership Area**” below.

Section 2.02 HONORARY MEMBERSHIP. Any person or entity may acquire Honorary Membership in the Association, upon full payment of the annual dues, and completion of an Application for Membership form. Honorary Membership entitles the person to participation in neighborhood meetings and events for one year from the date of membership. Honorary Membership does not, however, include voting rights.

Section 2.03 ANNUAL DUES. The amount required for annual dues shall be \$20.00 each year, unless changed by a majority vote of the members in attendance at an annual meeting of the full membership. Full payment of the annual dues will entitle the Resident or Property Owner to full membership privileges for one year from the date of payment.

Section 2.04 TERMINATION OF MEMBERSHIP. Membership in the Association is automatically terminated whenever the Member is in default of payment of the annual Association Dues. A member may also be removed by a majority vote of the membership (*Refer to Section 10.01*).

Section 2.05 RESIGNATION. Any Member may resign by filing a written resignation with the Secretary of the Association. Such resignation shall not relieve the resigning Member of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid. Upon resignation, however, there will not be a refund of dues.

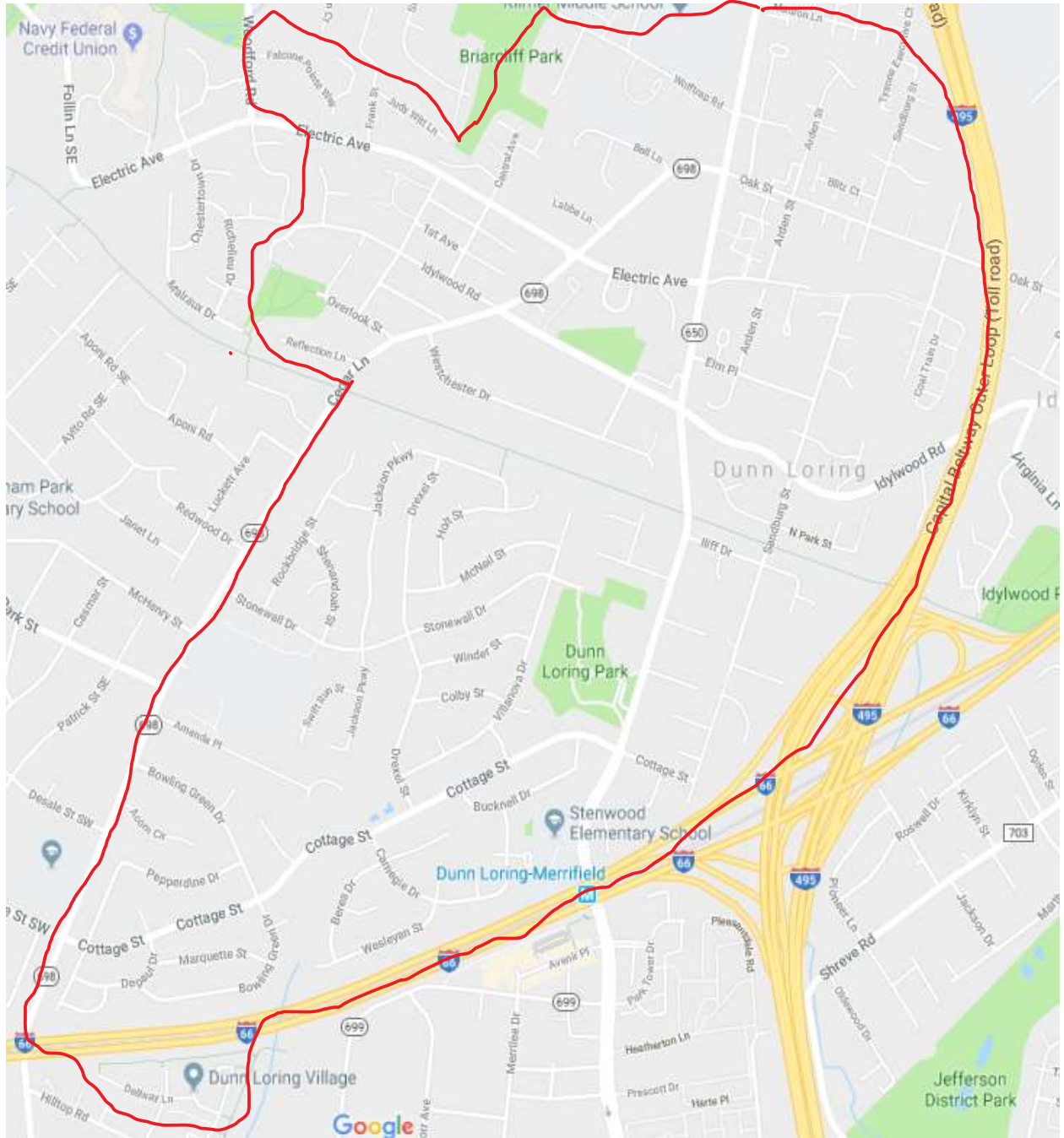


Figure 1 – DLIA Membership Area

Article III. DIRECTORS.

Section 3.01 DIRECTORS. The maximum number of directors who are to manage the affairs of the Association is to be five. These directors shall be members in good standing of the Association. In event a vacancy occurs in such number of directors, said vacancy may be filled by the remaining directors at a meeting especially called for that purpose after written notice has been given by the secretary to each member of the board not less than five days prior to such meeting. As a minimum the Association shall have the following Directors:

- President,
- Vice-President,
- Treasurer,
- Secretary (Communications), and
- Membership.

Section 3.02 ELECTION OF DIRECTORS. The directors of the Association are to be elected by a majority vote of the members in good standing at the annual meeting. The Directors shall then appoint specific duties, as in Section 3.04.

TERM OF OFFICE. The Directors shall serve for a term of three years on a rotating system wherein two Directors shall be elected for a three-year term and the following year two more Directors shall be elected for a three-year term and the following year one more Director shall be elected for a three-year term (2-2-1 term). The directors of the Association shall elect by a majority vote, the president, a vice-president, a secretary, a treasurer and a membership director.

Section 3.03 DUTIES. The duties of the Directors are as follows:

The duties of the Directors shall not be limited as enumerated below, but they may have additional duties as are needed and assigned by the President (or designees). Directors shall determine appropriate expenses and engagements for the Association by majority vote and shall direct which Director shall be authorized to conduct such business.

- The **PRESIDENT** shall be the principal executive Director of the Association and shall preside over all meetings, represent the Association on public occasions, and make such committee appointments from the membership as shall be deemed advisable for the effective conduct of the work of the Association.
- The **VICE-PRESIDENT** shall assist the President as the President requests, and represent the Association on appropriate occasions. The Vice-President shall also, in the absence or disability of the President, perform the duties and exercise the powers of the President of the Association.

- The **TREASURER** shall manage the fiduciary responsibilities of the Association, collect, safeguard, disburse funds. All disbursements must have the written approval of the majority of the board (email is acceptable). The treasurer shall present a treasurer's report at each board meeting of all balances, funds collected and dispersed.
- The **SECRETARY** shall keep attendance records and record the proceedings of all meetings, maintain adequate records of the Association activities, Insurance, State Corporation Commission filings, meeting minutes, maintenance of archives and conduct such official correspondence as shall be required.
- The **MEMBERSHIP** is responsible for developing and executing new membership plans and activities. This includes recruiting new members and managing membership records (in conjunction with Secretary and Treasurer).

Section 3.04 VACANCIES AND REMOVAL FROM OFFICE. Any Director may be removed by a majority vote of the members of the Association (excluding the Director to be removed). Upon the death, removal, resignation, or incapacity of a Director of the Association, a majority of the Association shall elect a successor.

Section 3.05 MANAGEMENT. The Association shall be managed by the Directors so elected, with powers consistent with the Articles of Incorporation and these Bylaws in accordance with the State of Virginia.

Article IV. MEETINGS OF MEMBERS.

Section 4.01 PLACE OF MEETINGS. Meetings of the Members shall be held at the Vine Church, Dunn Loring, Virginia, or at any other place the President or a majority of the Members may from time to time select.

Section 4.02 REGULAR MEETINGS. Regular meetings of the Association shall be held a minimum of six times a year, at a time and place designated by the President.

Section 4.03 ANNUAL MEETING. An annual meeting of the Members (to include an election) shall be held in the fall of each year. At such meeting, the Members nominate any new Directors of the Association, receive reports on the affairs of the Association, and transact any other business which is within the power of the Members. If an annual meeting has not been called and held within six months after the time designated for it, any Member may call the annual meeting.

Section 4.04 SPECIAL MEETINGS. Special meetings of the Members may be called by the President, by a majority of the Directors of the Association, or by five percent (5%) or more of the Members entitled to vote.

Section 4.05 NOTICE OF MEETINGS. A written (email is acceptable) or printed notice of each meeting, stating the place, day, and hour of the meeting, shall be given by the Secretary of the Association, or by the person authorized to call the meeting, to each Member of record entitled to vote at the meeting. This notice shall be given at least seven (7) days before the date named for the meeting.

Section 4.06 QUORUM. The Members present at any properly announced meeting shall constitute a quorum at such meeting.

Article V. VOTING.

Section 5.01 VOTING. All issues shall be decided by a majority vote of members present at the meetings (Honorary Members do not have voting privileges).

Section 5.02 VOTING RIGHTS. The full payment of the annual dues will entitle that person (over age eighteen) to one vote in all Association elections.

Section 5.03 VOTING BY MAIL. Where Directors are to be elected by Members, or any changes in the Bylaws are to be voted on, or any other election is to be made whereby a count of the votes of all members may be desired, such election may be conducted in such manner as the Directors of the Association shall determine advisable.

Article VI. COMMITTEES.

Section 6.01 AUTHORIZATION TO ESTABLISH COMMITTEES. The Association may establish committees as deemed necessary to pursue its stated objectives. Members of Committees shall be appointed by the President.

Article VII. FINANCES.

Section 7.01 EXPENDITURES. Expenditures of funds must be approved by majority vote of the Board in writing (email is acceptable) at any properly-announced meeting of the Membership.

Section 7.02 SALARY, WAGE, BENEFITS. Directors or participants of the Association shall NOT receive salary, wage, benefits, or payment from the Association for the performance of their duties, other than for expenses budgeted and incurred.

Section 7.03 FINANCIAL REPORTS. Financial Reports shall be prepared by the Treasurer and presented to the Members at all meetings.

Article VIII. AMENDMENTS.

Section 8.01 PROCEDURE. These Bylaws may be amended by a majority vote of those present at any regular meeting of the Members of the Association, provided seven days written notice of the proposed amendment and of the meeting is given.

Article IX. ACCEPTANCE OF BYLAWS.

Section 9.01 VOTING. Acceptance of these Bylaws shall be by a majority vote and written copies provided to all Members (email is acceptable).

Article X. NON-COMPLIANCE WITH BYLAWS.

Section 10.01 NON-COMPLIANCE PENALTIES. Noncompliance with the Bylaws of the Association may result in termination of membership for the offender, upon a majority vote by the membership of the Association. Under no circumstance will noncompliance with any section of these Bylaws constitute the forfeiture of the rights of the Association to exist or the rights of the Association to enforce the Bylaws of the Association.