

PROVIDENCE DISTRICT COUNCIL BYLAWS

ARTICLE I NAME

The name of this organization shall be the Providence District Council (hereafter called the "Council" or "PDC").

ARTICLE II PURPOSE

The purpose of the Council shall be to promote the ideas of its member associations (hereafter called "members") on matters of common interest and to present such views to federal, state, and local officials and agencies. The organization is a non-profit, non-partisan, and non-sectarian umbrella organization composed of civic, homeowner, condo, co-op, and tenants associations which lie within the Providence Magisterial District of Fairfax County, Virginia. To accomplish its purposes, the Council shall:

1. Provide a forum for the exchange of ideas.
2. Assist in bridging the ideas of common interest into constructive actions.
3. Encourage cooperative working relationships between its members and all community stake holder groups.
4. Keep its members well informed about pertinent issues and decisions.
5. Take such actions affecting the interests of Providence District as its members' representatives (hereafter called "representatives") shall decide by majority vote at membership meetings.

ARTICLE III MEMBERSHIP

A. Member associations shall be established by renewable dues payment and shall include civic, homeowner, condo, co-op, and tenants associations located within the Providence Magisterial District of Fairfax County, Virginia. A Member shall be in good standing if it is no more than four months delinquent in dues payment. A new member shall be accepted following the payment of membership dues. A member shall be represented at Council meetings by its authorized representative. Each member shall have one vote.

B. Any individual living in the Providence District may participate in the Council as a non-voting member and enjoy other privileges, including serving as an Officer or Board Member. Such an individual shall not have the right to vote at membership meetings.

ARTICLE IV
MEMBERSHIP MEETINGS

A. The Council shall hold at least six regular membership meetings per year. At least seven (7) days before a regular membership meeting, the agenda shall be communicated to the members including reminder of the time and place for such meeting and posted on the customary electronic and social media. In the event that a meeting is canceled due to an emergency, the President can reschedule that meeting with 14 days notice to membership if possible. Members shall be notified 14 days in advance of the annual meetings as required by the Virginia Nonstock Corporation Act (Code of Virginia § 13.1-801 through §13.1-980).

B. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Council in all cases to which they are applicable and in which they are not inconsistent with the statutes of the Commonwealth of Virginia, the Council's Articles of Incorporation, these Bylaws, and any special rules of order that the Council adopts.

C. The President shall convene a membership meeting within fourteen (14) days upon the written request of thirty percent (30%) of the member-associations in good standing, or upon the adoption by a majority of the Executive Committee of a motion to hold such a meeting.

D. The Board of Directors proposed budget for the membership year, which is defined as June 1 through May 31, shall be advertised to the membership at least ten (10) days before the April membership meeting, at which the membership shall vote upon and pass a Council budget for the coming membership year.

E. The quorum for regular and special meetings shall be ten percent (10%) of current member associations.

ARTICLE V
OFFICERS AND THE EXECUTIVE COMMITTEE

A. The Officers of the Council shall be the President, Vice President, Membership Chair, Treasurer, and Recording Secretary, who shall comprise the Executive Committee. Representation on the Executive Committee should span as much of the Providence Magisterial district as possible, and at most one resident of the same member-association or of a legal subdivision shall be members of the Executive Committee.

B. The President shall preside at all meetings of the Council; shall appoint special committees; shall appoint Committee Chairs, and representatives to non-Councils boards, authorities and commissions, subject to the approval of a majority of the directors; shall ensure that the duties of the elected officers and the committees are carried out; shall have general supervision of the Council's affairs; shall ensure that all written records are preserved; and shall speak on behalf of the Council. The President may assign any duty to another officer or to a member representative. The President shall be

ex officio a member of all committees except the Nominating Committee and the Audit Committee..

C. The Vice President shall preside at meetings of the Council in the absence of the President; shall serve as the Program Chair and maintain the calendar of events; and shall perform such other duties as may be assigned by the President.

D. The Membership Director shall take actions, in coordination with the President, to increase membership in the PDC by contacting homeowner and other community associations within the Providence District and maintain liaison with the office the Supervisor of the Providence District. The Membership Director shall maintain, in consultation with the Treasurer, a current list of Members in good standing and have it available at all Membership, Board of Directors, and Executive Committee meetings. The Membership Director shall assume the duties of the Vice President in the absence, resignation, or incapacitation of the Vice President

E. The Treasurer shall maintain accurate and complete financial records of the Council. The Treasurer shall receive, deposit, and disburse all Council funds; make financial reports to membership at each Council meeting; and file all necessary local, state, and federal required reports and taxes for the Council. The Treasurer shall also formulate for the Executive Committee, by its March meeting, a proposed PDC budget for the next fiscal and membership year, which begins on June 1. The PDC budget proposed by the Executive Committee shall be subject to approval by the membership.

F. The Recording Secretary shall maintain the official record of all Council meetings shall assume the duties of the President and the Vice President in their absences; and shall perform such other duties as may be assigned by the President.

G. The Executive Committee shall handle the calendar, programming, and logistics of membership meetings and other Council events, and conduct the day-to-day business of the Council. A quorum of at least three members is required to conduct business. Board meetings shall be open to the public unless sensitive or proprietary information will be discussed.

ARTICLE VI **ELECTIONS**

The President shall, with the advice and consent of the membership, appoint a Nominating Committee consisting of at least three representatives by the September membership meeting. The Nominating Committee shall announce a slate of candidates to all members at least fourteen (14) days before the May Annual meeting, at which the election of officers shall be held. No member of the Nominating Committee may be on the committee's slate. Nominations may be made from the floor. All elections shall be by secret ballot except in the case of when there is only one candidate per office. In the case of multiple candidates for an officer's position, election shall require a majority vote of those members present and voting.

ARTICLE VII
TERMS OF OFFICE AND VACANCIES

A. The terms of office for all officers shall begin June 1 and shall continue until May 31 of the following year. An Officer may serve in the same position for three consecutive terms only. Vacancies shall be filled with pro tem appointments by the Nominating Committee with the advice and consent of the President. Pro tem appointments can be extended to the remainder of the term of office provided that a vote by the membership is held at the next membership meeting and the appointment is approved.

B. Any officer may be removed by adoption of a motion to rescind his/her election by a vote of two-thirds (2/3) of the member-associations in good standing present at any general or special meeting, provided that the intent to introduce such a motion is published in the notice for that meeting, and provided that the affected officer is personally notified by the Secretary at least ten (10) days before the meeting of such intent.

C. Any Officer who fails to attend two consecutive meetings of the members or of the Board of Directors, shall forfeit the office held; provided, however, that the President shall excuse the absence of an Officer, and if such excuse is noted in the minutes thereof, the absence of an Officer shall not be counted as a missed meeting. The same forfeiture condition applies to the Council's representative to the Fairfax County Federation of Citizens Associations if he or she fails to attend two consecutive meetings of the Federation Board or membership meetings. Likewise, the same forfeiture condition shall apply to a committee chair who misses three consecutive Board of Directors meetings.

ARTICLE VIII
THE BOARD OF DIRECTORS

A. The Board of Directors shall be comprised of the Council officers, the immediate Past President, Council's Committee Chairs, and the Council's representative to the Fairfax Federation of Citizens Associations.

B. The Board of Directors shall serve as the steering committee of the Council, shall also serve as the "committee of the whole" for all budget, legislation, and resolution matters. Membership vote shall approve all positions relating to the budget, legislation, and resolutions.

C. The Board of Directors shall meet in June for a transition meeting. A quorum of at least half of its members is required to conduct business. Board meetings shall be open to the public unless sensitive or proprietary information will be discussed. To close any portion of a meeting, a majority vote of the members present is required, and the minutes shall state, in general terms, the reason for the closed meeting.

D. Any position represented to be that of the Council must be approved by members in good standing. In those cases where a response must be rendered before approval of

the members can reasonably be obtained, the Board of Directors shall determine a position which may only be represented as the position of the Board. Actions taken by the Board shall be reported at the next general or special meeting. Any action that the Board is required or permitted to take may be taken without a meeting as provided by the Virginia Nonstock Corporation Act. For this purpose an electronic mail message shall be deemed the officer's signed written consent to an action if the message (a) is sent from an email address customarily used by the officer for Council matters, (b) states that the officer consents to an action, and (c) includes the officer's name in a manner that would customarily be interpreted as a signature. All records constituting an officer's written consent to action taken without a meeting shall be retained as records of the Council.

ARTICLE IX

COMMITTEES AND OTHER APPOINTMENTS

A. The Nominating Committee shall be appointed by the Council President with the advice and consent of the Executive Committee, by the September membership meeting and shall consist of at least three representatives of member associations. A slate of candidates shall be sent to all members at least ten (10) days before the May election/membership meeting in accordance with the Virginia Non-stock Corporation Law. Vacancies during the year shall be filled with pro tem appointments by the Nominating Committee with the advice and consent of the President.

B. The Land Use Committee shall monitor the activities of the Board of Zoning Appeals and the County Planning Commission as they pertain to the Providence District; and review proposals to modify land use ordinances.

C. The Transportation Committee shall monitor proposals of the U.S. Transportation Department's Federal Highway Administration and Federal Railroad Administration, the Virginia Department of Rail and Public Transportation, the Washington Metropolitan Area Transit Authority, the Fairfax County Department of Transportation, or any other transportation agency that serves residents of the Providence District concerning proposed road construction and modifications in or affecting the Providence District; and review all proposals to establish or expand roadways, sidewalks, bike paths, busing, rail, air and other transportation options.

D. The Education Committee shall monitor the performance of the At-Large and Providence members of the Fairfax County School Board; review proposals to establish, expand, or reduce educational programs and, if appropriate, forward to the Board of Directors recommendations concerning them; and propose Council positions concerning the annual Fairfax County Public School System budget for forwarding to the Board of Directors.

E. The Public Safety Committee shall monitor any proposals before the County Board of Supervisors or its committees to establish, expand, or reduce programs of the police and fire departments in the Providence District; and monitor proposals to expand or alter the physical facilities of those departments.

F. The Human Services Committee shall monitor activities of the Fairfax County Human Services Council and relevant agencies; and review proposals to establish, expand, or reduce human services programs.

G. The Environmental Committee shall monitor activities and proposals of the Environmental Protection Agency and other Federal agencies as published in the Federal Register which would impact the Providence District and Fairfax County; review proposals to establish, expand, or reduce environmental programs before Congress or the General Assembly which would impact the Providence District and Fairfax County; and review environment impacting proposals before appointed regional or local bodies which would affect the Providence District and Fairfax County.

H. Special or "Ad Hoc" Committees. The President may appoint, with the advice and consent of the Executive Committee, special, ad hoc committees as the need arises. An ad hoc committee shall have at most a ninety (90) day duration.

I. All committees except the Nominating Committee shall propose Council positions concerning the County Executive's proposed annual budget for forwarding to the Board of Directors.

J. The Council's representative to the Fairfax County Federation of Citizens Associations shall attend the general and special membership meetings of the Federation as well as meetings of the Federation's Board of Directors to represent the interests of the Council. The representative shall also report Federation items of interest to the Council at its Board of Directors, general, and special meetings, or in an emergency situation, to the Executive Committee.

ARTICLE X **FINANCES**

A. The annual dues shall be determined by a vote of those members in good standing present at the April membership or a special meeting. Dues shall be payable 1 June of each year, shall cover the membership year, and shall not be prorated.

B. Regular or recurring expenditures may be disbursed at the direction of the Chair in accordance with the PDC budget approved by the membership. All other expenditures shall be made pursuant to a vote of the Executive Committee.

C. No Officer or participant of the Council shall receive salary, wage, benefits, or payment from the Council for the performance of their duties, other than for expenses budgeted and incurred.

ARTICLE XI
DISSOLUTION

In the event of the dissolution of the Council, its liabilities and obligations shall be paid or provided for. Any assets remaining after discharge of Council obligations shall be distributed to another duly constituted Providence District organization or other non-profit organization or public agency to be devoted to purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the Council.

ARTICLE XII
AMENDMENTS

Amendments may be made in whole or in part to these Bylaws by two-thirds vote of the member representatives present and voting provided that the proposed amendment(s) is/are presented to the members at least fourteen (14) days before the meeting.

Approved by the PDC Membership on 05/20/2015.