

AMENDED BYLAWS OF
THE GREENWAY DOWNS CITIZENS ASSOCIATION

ARTICLE I. NAME AND LOCATION

The name of this Association is GREENWAY DOWNS CITIZENS ASSOCIATION, INC., (hereinafter referred to as "Association"). The principal office of the Association shall be the home of its currently elected President.

ARTICLE II. PURPOSES

The purposes of the Association are to act as a civic association, promote neighborhood improvement and to foster friendly and cooperative relationships among the residents and freeholders of the neighborhood area (defined and described in Article IV, Section 2, hereinbelow) in Fairfax County, Virginia.

ARTICLE III. POLICIES

The following policies are set forth as part of the regulation of the internal affairs of the Association:

1. The Association shall conduct its affairs so as to qualify for tax-exempt status under the Internal Revenue Code of the U. S. and the laws of the Commonwealth of Virginia.
2. The Association shall not be operated for commercial purposes, but such prohibition shall not be construed to prevent the Association from raising funds and engaging in activities to provide funding for the operation of the Association to accomplish the purposes set forth herein.
3. The Association shall be non-sectarian and shall not discriminate in its membership or other policies on the basis of race, sex, national origin, creed, religion, or any other basis prohibited by law.
4. No commercial enterprise or any political candidate shall be endorsed by the Association.

ARTICLE IV. MEMBERSHIP

1. The Association shall have one class of members.
2. All persons who are residents and/or owners of real property within the geographic area bounded on the east by Tripps Run, on the west by the east boundary of the lots on the east side of Rosemary Lane which faces west, on the north by Lee Highway, and on the south by the north boundary of the lots on the north side of Chestnut Avenue which faces south, all the same existing as of May 4, 1983, are eligible for membership upon paying the membership dues.
3. The By-Laws of the Association may specify additional grounds of eligibility, which may be amended from time to time by the affirmative vote of two-thirds of the members present and voting at a regular meeting of the membership provided notice of such change has been given in the called of such meeting, and provided further that a quorum is present at such meeting at the time of such vote; but, in no event may the eligibility for membership be restricted so as to exclude any resident and/or owners within the geographic area described in Section 2 of this Article.

ARTICLE V.

1. Annual Meeting: The time, place and date of the annual meeting of the members shall be determined by the Board of Directors to be held in the month of May, beginning in the year 1985, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting.
2. Special Meetings: Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the request of at least twenty (20%) percent of the membership.
3. The place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be determined by the Board of Directors.
4. Quorum: At any meeting of members, not less than one-third of the members entitled to vote shall

constitute a quorum. If less than said number are represented at a meeting, a majority so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting originally notified. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of members to leave less than a quorum.

5. Voting: Members are entitled to one vote per mailing address, business or residence. Any member may demand the vote for Directors and any other question before the meeting be by ballot. All elections for Directors and all other questions shall be decided by majority vote except as otherwise provided by the laws of Virginia or in these By-Laws. Plural members from the same mailing address, business or residence, may divide their vote in equal fractions among the members.

ARTICLE VI.

BOARD OF DIRECTORS

1. General Powers: The business and affairs of the Association shall be managed by its Board of Directors. They may adopt such rules and regulations for the conduct of their meetings and management of the Association as they may deem proper, not inconsistent with these By-Laws and the laws of the Commonwealth of Virginia.

2. Number, Tenure and Qualification: The Association shall have a Board of Directors, which shall be comprised of an odd number of Association members, such number not be less than five, nor more than nine. No more than two members of the Board of Directors shall live on the same street. The membership of the Board of Directors will be determined annually by majority vote of the membership at the annual meeting. Each Director shall hold office until his successor shall have qualified.

3. Meetings: Meetings of the Directors may be called by or at the request of the President or a majority of the Directors. The person or persons authorized to call meetings of the Directors may fix the place for holding any meeting of the Directors called by them.

4. Notice: Notice of any meeting shall be given at least five days prior to each Director. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

5. Quorum: At any meeting of the Directors more than one-half of the current Board shall constitute a quorum for the transaction of business. Under Roberts Rules of Order, a point of order as to the presence of a quorum shall cause a determination of a quorum. If less than said number is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

6. Manner of Acting: The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors.

7. Newly Created Directorships or Vacancies: Newly created Directorships resulting from an increase in the number of Directors and vacancies occurring in the Board for any reason may be filled by a vote of a majority of the Directors then in office.

8. Removal of Directors: Any or all of the Directors may be removed for cause by vote of the members or by action of the Board. Directors may be removed without cause only by vote of the members.

9. Resignation: A Director may resign at any time by giving written notice to the Board or the President.

10. Compensation: No compensation shall be paid to Directors, but Directors may be reimbursed for authorized expenses.

ARTICLE VII.

OFFICERS

1. Number and Term of Office: The Officers of the Association shall be President, Vice-President, Recording Secretary, and Treasurer, each of whom shall be elected for a term of one year and be eligible for re-election. All of the Officers shall assume office on the first day of the fiscal year following the election of officers and shall serve until new Officers are installed.

2. Election: The Officers shall be elected annually at the first meeting of the Directors held after each annual meeting of the members.

3. Vacancies: A vacancy in any office for any reason may be filled by the Directors for the unexpired portion of the term.

4. Removal: Any officer elected or appointed by the Directors may be removed by the Directors whenever in their judgment the best interests of the Association would be served thereby.

5. Duties of Officers: The duties of the Officers shall be provided in Roberts Rules of Order, latest edition, and as hereinafter stated.

6. President: The President shall be the principal executive officer and subject to the control of the Directors and shall, in general, supervise and control all business and affairs of the Association. The President shall, when present, preside at all meetings. The President may sign any instrument the Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated otherwise or shall be required by law to be otherwise executed. In general, the President shall perform all duties incident to the office and such other duties as may be prescribed by the Directors.

7. Vice-President: The Vice-President shall act as an aide to the President and shall perform the duties of the President in the absence of the President.

8. Recording Secretary: The Recording Secretary shall keep accurate minutes of all meetings and be custodian of the records other than membership and financial.

9. Treasurer: The Treasurer shall be responsible for the maintenance of all monies of the Association and pay all bills authorized, keep an accurate itemized account of all receipts and expenditures, and file such tax returns as may be required.

10. Compensation: All Officers shall serve without compensation, but may be reimbursed for authorized expenses.

ARTICLE VIII. OPERATIONS

1. Contracts: The Directors may authorize any Officer or Officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific items.

2. Loans: No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution affirmatively approved by at least two-thirds of the Directors. Such authority may be general or confined to specific items.

3. Checks or Drafts: All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such Officer or Officers and in such manner as shall from time to time be determined by resolution of the Directors.

4. Deposits. All funds not otherwise employed shall be deposited from time to time in such banks or other depositories as the Directors may determine by Resolution.

ARTICLE IX. FISCAL YEAR

The fiscal year of the Association shall be selected by the Board of Directors subject to the laws of Virginia and the United States.

ARTICLE X. SEAL

The signature of the President, notarized within the Commonwealth of Virginia, shall constitute a corporate seal for the Association.

ARTICLE XI. AMENDMENTS

These By-Laws may be amended by a vote of two-thirds of the members present and voting at a regular meeting of the membership, provided a quorum is present and provided that notice of such proposed change has been given in the call of the regular meeting.

ARTICLE XI.

AMENDMENTS

These By-Laws may be amended by a vote of two-thirds of the members present and voting at a regular meeting of the membership, provided a quorum is present and provided that notice of such proposed change has been given in the call of the regular meeting.

ARTICLE XII.

PARLIAMENTARY AUTHORITY

Roberts Rules of Order, latest revision, shall govern in all cases where they do not conflict with these By-Laws.

DATED: 10-5-1992

CERTIFIED AS ADOPTED:

Henry Rodriguez
PRESIDENT

ATTEST CERTIFICATION:

Charles Williams
RECORDING SECRETARY