

March 18, 2000

**BY-LAWS**

**GLEN FOREST COMMUNITY ASSOCIATION INCORPORATED**

Article I NAME

The name of the Association shall be Glen Forest Community Association, Incorporated and referred to herein as the Association.

Article II PURPOSE

The purpose for which this non-profit association is formed is to promote the general welfare of its members and to promote community-wide projects and programs for the upkeep of the Association Owned Recreational facilities and beautification of the community.

Article III MEMBERSHIPS AND DUES

Section 1. Membership in the Association shall be comprised of regular, associate, and pool membership as follows:

- (a) Regular Membership—Homeowners of:
  - (1) Glen Forest Subdivision as dedicated by Woodrow W. Oliver and his wife.
  - (2) Glen Acres and Congressional Acres Subdivisions as dedicated and recorded as of 1 January 1962.
  
- (b) Associate Membership—The Board may invite other nearby Communities to join as Associate or Pool members including but not limited to Homeowners and tenants of:
  - (1) Robin Wood Lane
  - (2) Chicamuxen Court
  - (3) Ardley Court
  - (4) Hardwick Place
  - (5) Carlyn Square
  - (6) Westmore Gardens
  - (7) Diehl Court
  
- (c.) Pool Membership—Current members may recruit and sponsor friends and family as pool members. Tenants of the above areas may be members of the pool.

Section 2. Rights, privileges, and fees of the aforesaid membership shall be as follows:

- (a) Regular Membership—Shall pay annual membership dues as fixed by the Board of Directors and they shall be entitled to vote on all mailers pertaining to the administration and operation of the Association and entitled to use for themselves and their family, the facilities of the Glen Forest Park and other recreational facilities except the swimming pool.
- (b) Associate Membership—Shall pay annual membership dues as fixed by the Board of Directors and shall receive representation on civic issues that affect the area. The Glen Forest newsletter and other community affairs information will be made available to Associate members. Associate members may participate on the standing committees.
- (c) Pool Membership—Pool members shall pay annual membership dues as fixed by the Board of Directors annually, and shall abide by the rules as set by the Pool Committee, Pool members and their families shall be entitled to use the pool and park during the summer months and as permitted by the rules set by the Pool and Park Committees.

Section 3. The Board of Directors is authorized to include other adjacent subdivisions to membership as stipulated in this article upon application by two-thirds of the property owners of said sub-division.

#### Article IV GOVERNMENT

Section 1. A Board of Directors, 12 in number, shall manage the Association, serving staggered 3-year terms. Potential Board Members can present themselves at the annual meeting or be presented by a Nominating Committee. The Homeowners will elect Board members from all the candidates presented at the annual meeting.

Section 2. The officers of the Association shall be a president, vice-president, secretary, and treasurer, who shall be elected annually by the Board of Directors from among their membership to serve for a term of one (1) year. The President shall be limited to two (2) consecutive terms. The Board of Directors shall meet within ten days after each annual membership meeting to elect the association officers.

Section 3. A Board of Directors consisting of twelve (12) members their term of office shall be until new directors are elected at the annual meeting of the Association during the first quarter each calendar year shall manage the affairs of the Association. At least 8 of the (12) directors shall have membership in the Glen Forest Swimming Pool.

Section 4. A director's or officer's term shall cease whenever he and all members of his household cease to be members of the Association or whenever he leaves the area for an extended period of time, even though his family continues to reside in the subdivisions named herein.

Section 5. The Board of Directors shall fill any vacancy on the board, including those of officers, until the next general election.

Section 6. If an officer or director fails to attend three consecutive regular meetings of the Board of Directors, or otherwise fails to perform any of his duties or obligations to the Association, he may be removed by the Board of Directors and the vacancy filled as provided in Section 5 hereof

#### Article V MEMBERSHIP MEETINGS

Section 1. The annual meeting of the Association shall be held in the first quarter of each calendar year at such time and place as the Board of Directors shall designate.

Section 2. A special meeting of the membership may be called by the President and shall be called by him on the written request of not fewer than 15% of membership.

Section 3. At least 7 days before the date of any annual or special meeting of the Association, the Secretary shall cause written notice to be delivered or mailed to each member at the address appearing for such member on the records of the Association.

Section 4. At any annual or special meeting, 20% of the Regular Members shall constitute a quorum.

Section 5. Each Regular Member may vote in person or by proxy designated in writing. One vote per household.

#### Article VI DUTIES OF DIRECTORS

Section 1. Consistent with these by-laws, the Board of Directors shall:

- (a) Transact all Association business.
- (b) If necessary, create the positions of Assistant Secretary and/or Assistant Treasurer and appoint one or more persons who must be members of the Association.
- (c) Appoint standing committees and define the powers and duties of the same.

Section 2. The Board of Directors shall designate the bank or banks in which the funds of the Association shall be deposited and determine the manner in which checks, drafts, and other instruments for the payment of funds of the Association shall be executed. Any one of the following (President, Vice President, Treasurer, or Assistant Treasurer) shall sign all checks, drafts and other instruments for the payment of money drawn in the name of the Association.

Section 3. Any obligation of the Association assets shall require the prior approval of the Board of Directors.

Section 4. Eight (8) directors shall constitute a quorum. A simple majority of those present shall constitute a legal vote.

Section 5. The Board of Directors shall cause the books of the Association to be audited annually by auditors selected by the Directors, who shall neither be Directors nor officers of the Association and the report of the auditors shall be available to the members at all times.

Section 6. The Board of Directors shall meet monthly and at such other times as they may deem necessary. The President may call a special meeting of the Board of Directors at any time and shall do so on the written request of any other two directors.

Section 7. The President must call a special meeting of the Board of Directors within ten days of the receipt of written request.

Section 8. In addition to the foregoing enumerated powers, the Board of Directors shall have such other powers, not prohibited by these by-laws or by statute, necessary for the operation and management of the Association.

## Article VII OFFICERS

Section 1. The President shall preside at all meetings of the Association and of the Board of Directors. He shall perform such other duties as customarily pertain to the office of president, or as he may be directed by the Board of Directors.

Section 2. The Vice-President shall have and exercise all the powers, authority and duties of the President during his (the President's) absence or inability to act. He shall also act as assistant to the President and perform such other functions as he may be directed by the Board of Directors.

Section 3. The Secretary shall prepare and maintain full minutes of all meetings of the Association and the Board of Directors. He shall give proper notice of all meetings of the membership. He shall conduct all correspondence of the Association, maintain the record of membership of the Association, and perform such other duties as customarily pertain to the office of Secretary. He shall have custody of the Seal of the Association.

Section 4. The Treasurer shall collect and have custody of all funds, securities, valuable papers, and other intangible assets of the Association. He shall provide and maintain full and complete records of all the assets and liabilities of the Association which will be made available to the Board of Directors at each monthly meeting and shall submit to the Board of Directors a financial statement of the condition of the Association as of the last day of the previous calendar year. He shall prepare such tax reports as local, state, and federal agencies may require, and he shall perform such other duties as customarily pertain to the office of the Treasurer.

## Article VIII COMMITTEES

Section 1. The following standing committees may be appointed by the President for the purpose of assisting the Officers of the Association in the performance of their duties. The membership of each committee so appointed will expire at the annual meeting of the Association. The Board of Directors shall appoint the Chairman of these committees.

(a) Membership Committee:

1. Solicit membership and dues.
2. Advise new residents of the purpose of the Association; its functions, benefits, and the methods of obtaining membership therein.

(b) Pool Committee:

1. Plan for and supervise the finances, operation, and maintenance of the pool, tennis court, picnic grounds and facilities.
2. The Committee shall also establish pool dues to be recommended to the Board of Directors for approval.
3. Prepare rules for use of the pool, tennis court, and picnic facilities.
4. Determine who may use the pool, tennis court, picnic grounds and facilities and under what conditions.
5. Members of the Pool Committee must be pool members.

(c) Park Committee:

1. Manage and preserve the approximately 6-1/2 acres of parkland owned by the Association.
2. Prepare rules for the use of the parklands.
3. Act as liaison between the Association and government and environmental organizations regarding the care and upkeep of the parklands.

- (d) Community Affairs Committee:
  - 1. Sponsor and supervise all community projects that will affect the purpose of the Association as outlined in Article II.
  - 2. The Community Affairs Committee members may be regular or associate members.
  
- (e) Finance Committee:
  - 1. Prepare the annual budget for submission to and approval by the Board of Directors.
  - 2. Submit recommendations to the Board of Directors with reference to financial matters of the Association.
  
- (f) Nominating Committee:
  - 1. Select and nominate potential board and committee members.

Section 2. All committees shall be under the supervision of the President, subject to the authority delegated by the Board of Directors. The Chairman of each committee shall be a Regular Member of the Association.

Section 3. The President shall constitute and appoint such other committees as deemed necessary or expedient for the welfare of the Association and the community.

## Article IX .PROPERTY AND FINANCES

Association Owned Recreational Property includes the approximately 6-1/2 acres dedicated by Woodrow W. Oliver and the facilities constructed.

Section 1. Any obligation or expenditure of the Association's assets in excess of \$500.00 requires the prior approval of the Board, either at a special meeting or by canvassing the Board.

Section 2. Tangible property of the Association may be transferred only after two- thirds of the Directors shall have approved such transfer, and in the case of real property, after a majority of the members of the Association at a meeting especially called for said purpose have also approved such transfer.

Section 3. All funds of the Association shall be deposited in a federally insured depository or depositories operating in accordance with the laws of the State of Virginia, as the Board of Directors may from time to time by written resolution designate, and shall be so deposited promptly.

Section 4. All disbursements of funds of the Corporation shall be made by checks signed as stipulated in Article VI, Section 2, above; provided, however, that the Board of Directors may by resolution provide for the establishment and replenishment of a petty cash fund not exceeding \$50.00 for postage and for defraying expense items of the Association in amounts of \$25.00 or less.

Section 5. The funds of the Association may be invested only in obligations of the United States Government. They may not be loaned to or invested with any officer, director, or member of the Association, or with any other person, agency, or government instrumentality.

Section 6. The accounts of the Association shall be audited annually as specified in Article VI. The report of this audit is to be presented to the Board prior to the annual meeting and made available to members at the annual meeting.

#### Article X GENERAL

Section 1. Copies of the organization papers of the Association, its by-laws, and any amendments thereto, and the membership books of the Association shall be preserved in a place of safekeeping. Returns of elections and proceedings of all meetings of the directors and members shall be recorded in the minute books. The minutes of all meetings shall be signed by the President and Secretary or by those acting in their places.

Section 2. On or before the date of the annual membership meeting, the Board of Directors shall deliver or mail a financial report of the previous fiscal year to the members for their consideration at the annual meeting.

#### Article XI AMENDMENT TO BY-LAWS

These by-laws may be amended by the affirmative vote of two-thirds of the Regular members present at a duly held meeting of the Association.