

BY-LAWS  
OF  
HOLLIN HALL VILLAGE CITIZENS ASSOCIATION, INC.

ARTICLE ONE  
General Provisions

1-1. Name. The name of the corporation, as established in the Articles of Incorporation, is Hollin Hall Village Citizens Association, Inc., hereinafter referred to as the “Association”. The Association is a Virginia nonprofit corporation incorporated under the Virginia Nonstock Corporation Act, Chapter 10 of Title 13.1 of the Code of Virginia.

1-2. Principal Office. The principal office of the Association shall be located with the Commonwealth of Virginia at such place as the Board of Directors shall from time to time designate.

1-3. Registered Agent and Registered Office. The Association shall continuously maintain within the Commonwealth of Virginia a registered office and a registered agent, which shall be designated by the Board of Directors.

1-4. Association Area. The Association is all that property within the subdivision of Hollin Hall Village as defined by Addendum 1.

1-5. Purpose of the Association. The purpose of the Association is to promote the common good and general welfare of all the people who reside or do business in the Hollin Hall Village community. The Association will seek to improve the quality of life within the community by promoting community and civic spirit among the residents, partnering with other civic and public organizations for the benefit of the entire community, and promoting the economic vitality of the area.

1-6. Dissolution. Upon dissolution of the Association, the assets of the Association shall be distributed to a nonprofit tax-exempt organization recognized under sections 501(c)(3) or 501(c)(4) of the Internal Revenue Code of 1986, or corresponding sections of any future federal tax code.

ARTICLE TWO  
Membership

2-1. Eligibility. The Association shall have two classes of members: Voting Members and non-voting Associate Members. To be eligible for voting membership, a person must be of legal voting age and live in residential property located within the Hollin Hall Village community (as defined in Article 1, Section 4 and Addendum 1). Associate membership, which carries no voting rights, is open to area businesses, local organizations, and individuals who are not otherwise eligible for voting membership.

2-2. Effective Date/Termination of Membership. Membership shall become effective upon payment of membership fees or under a schedule determined by the Board of Directors. These effective dates of membership must be approved at the Annual Meeting of Members or at a Special Meeting called for that purpose. Termination of membership occurs either through non-payment of membership fees or upon relocation outside of the designated community.

2-3. Fees. Membership fees shall be set on a yearly basis. The Board of Directors shall recommend the amount of the annual membership fees at the Annual Meeting of the Members for approval by the membership.

ARTICLE THREE  
Meetings and Voting of Membership

3-1. Notification. The Association shall give each member notice of the date, time and place of all meetings of the membership. Notification shall state the purpose of any special meetings, and announce items to be put forward for membership vote. Such notice shall be given no less than five nor more than sixty days before the date of the meeting except that notice of a members' meeting to act on an amendment to the Articles of Incorporation, a plan of merger, a proposed sale of assets pursuant to Section 13.1-900 of the Code of Virginia or the dissolution of the corporation shall be given not less than twenty-five nor more than sixty days before the meeting. Notification may be given through the Association newsletter, electronic mail, or the posting of signs or placards, or any combination of these which best disseminates the notice..

3-2. Annual Meeting. The Association shall hold an annual meeting of the membership in the month of November each year, at a date, time and place determined by the Board of Directors.

3-3. General Meetings. At the discretion of the Board of Directors, membership meetings may be called on a monthly, bimonthly, or quarterly basis. General meetings may cover any/all issues of the Association, as well as provide informational or social forums. Notification of such meetings shall occur according to Section 3-1 of these By-Laws.

3-4. Special Meetings. Special meetings of the membership may be called by a written request signed by no less than 10% of members in good standing, or by any member of the Board of Directors. The President shall set the date, time, and place of such meetings using the notification procedures outlined in Section 3-1 of these By-Laws. Only business within the purpose or purposes described in the notice of the meeting may be conducted at a special meeting of the members.

3-5. Quorums. The presence of 10% of voting members in good standing during all voting shall constitute a quorum. Proxy voters are not counted towards a quorum. The official tabulation for quorum shall be made by the Association's Secretary or by his/her designated surrogate.

3-6.1. Voting. All voting members in good standing shall be entitled to one vote. Members may exercise their vote in person or by proxy.

3-6.2. Passing Vote. A simple majority of those members voting shall constitute approval in all voting matters.

3-6.3. Certification. The Association's Secretary is responsible for certifying all attendance at meetings, tabulating all votes, and verifying the validity of voting members.

3-6.4. Required Votes. Items of Association business that require membership approval shall include:

- a. Changes to By-Laws and/or Articles of Incorporation.
- b. Changes to voting rules.
- c. Dissolution.
- d. Election of Officers and Board of Directors.
- e. Schedule of annual association membership fees.
- f. Annual budget.

3-7. Parliamentary Authority. When and where applicable, *Robert's Rules of Order* shall govern all proceedings of membership and Board meetings.

3-8. Referendum. In lieu of a Special Meeting and subject to the provisions of Sections 3-1 and 3-6 of these By-laws, any member of the Board of Directors may call for a referendum of the membership on any issue.

ARTICLE FOUR  
Board of Directors

4-1. Duties of Board of Directors. All corporate powers shall be exercised by or under the authority of a Board of Directors, which is vested with the management and fiduciary oversight of the Association. The business of the Association shall be managed under the direction of the Board of Directors.

4-2. Number and Qualifications of Directors. The Board of Directors shall consist of not less than four officers (President, Vice President, Secretary and Treasurer) and General Director, all of whom shall all be residents of the Hollin Hall Village community and members of the Association in good standing. Additional directorship positions may be added with the approval of the membership up to a maximum of 7 total directors.

4-3. Election of Directors. Officers and General Directors shall be elected at the annual meeting of the members.

4-4. Term of Directors. The term of office for a director shall be two years. No director may serve more than three consecutive terms on the board. Despite the expiration of a director's term, a director will continue to serve until his or her successor has been elected and has qualified or until there is a decrease in the number of directorship positions.

4-5. Resignation of Directors. A director may resign at any time by delivering written notice to the Board of Directors, the President, or the Secretary. A resignation is effective when the notice is delivered and/or at a date determined by the Board.

4-6. Removal of Directors. The members may remove a director with or without just cause. A director may be removed only at a meeting of the members called for the purpose of removing the director, which shall be stated in the notice of the meeting.

4-7. Vacancy on Board of Directors. If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of directorship positions, the Board of Directors may fill the vacancy. A director thus appointed to fill a vacancy shall hold office until the next annual meeting of the members or until his or his successor has been duly elected.

4-8. Meetings of the Board. The Board of Directors shall meet annually at a date, time and place fixed by the Board. In addition to the annual meeting of the Board, regular and special meetings of the Board may be held at such times as may be fixed by the Board.

4-9. Notice of Board Meetings. Notice of each meeting of the Board shall be given to each director as prescribed by resolution of the Board.

4-10. Minutes of Board Meetings. Minutes shall be recorded for all Board meetings and shall be available to the membership upon request within thirty days of the meeting.

4-11. Quorum and Voting by Directors. A quorum of the Board of Directors shall consist of a majority of the established number of directors. Each Officer and General Director shall have one vote. Votes may not be exercised by proxy. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present shall be the act of the Board of Directors unless another provision of these By-laws requires the vote of a greater number of directors.

4-12. Committees. The Board of Directors may create one or more committees and appoint one or more directors to a committee, who shall serve at the pleasure of the Board. Committee chairs and members are not voting members of the Board.

4-13. Action Without A Meeting of the Board. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if all members of the Board consent in writing (hardcopy or electronic) to such action.

4-14. General Standard of Conduct for Directors. A director shall discharge his or her duties as a director, including his or her duties as a member of a committee, in accordance with his or her good faith judgment of the best interests of the Association.

4-15. Compensation. No director shall receive compensation for any service he or she may render to the Association. However, any director may be reimbursed for actual expenses incurred in the performance of his or her duties.

## ARTICLE FIVE Officers

5-1. Officers of the Association. The Officers of the Association shall consist of a President, a Vice President, a Secretary, and a Treasurer. These Officers are also members of the Board of Directors.

5-2. Qualifications. Every officer shall be a voting member of the Association in good standing, and have been duly elected by the membership or appointed by the Board of Directors.

5-3. Duties of the President. The President shall serve as the chief executive officer of the Association. The president shall preside at all meetings of the members of the Association and of the Board of Directors, or designate a surrogate to do so. The President shall sign or authorize the signature of all Association correspondence, perform all duties customary to the office of President, and conduct or supervise all of the affairs of the Association in accordance with the policies approved by the Board of Directors.

The President may be required to countersign Association checks as delineated in Section 5-6 of these By-Laws.

5-4. Duties of the Vice President. The Vice President shall perform the duties of the President in the absence of the President. The Vice President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe by resolution or as the President may from time to time provide, subject to the powers and the supervision of the Board of Directors. The Vice President may be required to countersign Association checks as delineated in Section 5-6 of these By-Laws.

5-5. Duties of the Secretary. The Secretary shall be responsible for preparing and maintaining custody of Minutes of all meetings of the members and of the Board of Directors; for authenticating the records of the Association; for having custody of the corporate seal of the Association; and for performing all duties customary to the office of Secretary. The Secretary is also charged with organizing and executing all elections, and may be required to countersign Association checks as delineated in Section 5-6 of these By-Laws.

5-6. Duties of the Treasurer. The Treasurer shall have the custody of, and be responsible for, all Association funds. The Treasurer shall keep complete and accurate accounts of all receipts and disbursements of the Association; deposit all monies of the Association in a banking institution approved by the Board of Directors; sign appropriate documents for authorized withdrawal of funds of the Association in a banking institution approved by the Board of Directors; sign appropriate documents for authorized withdrawal of funds of the Association; make an annual written report at the Annual Meeting of the Members; and perform all duties incident to the office Treasurer, subject to the supervision of the Board of Directors. The Treasurer shall make payment of accounts owed by the Association provided that Association checks are countersigned by another Officer of the Association who is not the payee. The Treasurer shall provide all appropriate documents if the Board of Directors authorizes an audit of the Association's financial records.

## ARTICLE SIX Amendments

These By-laws may be amended in part or in whole by the vote of a majority of the Members in good standing present and voting at a meeting of the Association, provided that prior written notice of the proposed amendment has been distributed according to Section 3-1 of these By-Laws.

## ARTICLE SEVEN

### Miscellaneous

7-1. Fiscal Year. The fiscal year of the Association shall be the calendar year or such other period as may be fixed by the Board of Directors.

7-2. Association Records. The Association shall keep as permanent records Minutes of all meetings of its members and Board of Directors, a record of all actions taken by the members or Board of Directors without a meeting, and a record of all actions taken by a committee created by the Board of Directors on behalf of the Association. The Association shall also maintain appropriate accounting records and a record of its membership. The Association shall keep a copy of its Articles of Incorporation and all amendments thereto, its By-laws and amendments thereto, all written communications to members generally within the past three years, a list of the names of its current officers and general directors, and the most recent annual report to the Virginia State Corporation Commission.

## ARTICLE EIGHT

### Indemnification of Directors and Officers

The Association shall indemnify a director or an officer who entirely prevails in the defense of any proceeding to which he or she was a party because he or she is or was a director or officer of the Association against reasonable expenses incurred by the director or officer in connection with the proceeding.

The Association may indemnify an individual made a party to a proceeding because he or she is or was a director against liability incurred in the proceeding if:

1. He or she conducted himself or herself in good faith;
2. He or she believed:
  - a. In the case of conduct in his or her official capacity with the corporation, that his or her conduct was in the best interests of the corporation; and
  - b. In all other cases, that his or her conduct was at least not opposed to the best interests of the Association; and
3. In the case of any criminal proceeding, he or she had no reasonable cause to believe that his or her conduct was unlawful.

“Liability” means the obligation to pay a judgment, settlement, penalty, fine or reasonable expenses incurred with respect to a proceeding.

“Expenses” include counsel fees.

The Association may not indemnify a director or officer under this paragraph:

1. In connection with a proceeding by or in the right of the corporation in which the director or officer was adjudged liable to the Association; or
2. In connection with any other proceeding charging improper personal benefit to him or her, whether or not involving action in his or her official capacity, in which he or she was adjudged liable on the basis that personal benefit was improperly received by him or her.

Indemnification permitted under this paragraph in connection with a proceeding by or in the right of the Association is limited to reasonable expenses incurred in connection with the proceeding.

November 2007

ARTICLES OF INCORPORATION  
OF THE  
HOLLIN HALL VILLAGE CITIZENS ASSOCIATION, INC.

The undersigned, for the purpose of forming a nonprofit, nonstock corporation under the Virginia Nonstock Corporation Act, Chapter 10 of the Title 13.1 of the Code of Virginia, hereby, certified:

1. The name of the corporation is Hollin Hall Village Citizens Association, Inc.
2. The corporation shall have two classes of members: Voting Members and non-voting Associate Members. Each Voting Member shall be a person who is of legal voting age and who lives in residential property located within the Hollin Hall community, in the Mount Vernon Magisterial District of the County of Fairfax in the Commonwealth of Virginia and whose membership is kept current by the payment of annual fees as provided for in the Bylaws of the corporation. Each Voting Member shall have one vote at a meeting of the members.
3. The directors of the corporation shall be elected by the members at the annual meeting of the members which shall be held as provided for in the Bylaws of the corporation. A director shall have a term of office of two years.
4. The address of the corporation's initial registered office is 8048 Wellington Road, Alexandria, VA 22308. The registered office located in the County of Fairfax.
5. The name of the corporation's initial registered agent, whose business office is identical with the above registered office, is Virginia M. Zerante, who is a resident of Virginia and an initial director of the corporation.
6. The corporation is a civic organization which is not organized for profit and which shall not be operated for profit. It is organized and shall be operated exclusively for the promotion of social welfare, primarily for the purpose of bringing about civic betterments and social improvements and promoting the common good and general welfare of all the people residing the Hollin Hall Village community.
7. Upon dissolution of this corporation, the assets of the corporation shall be distributed to a nonprofit tax-exempt organization recognized under sections 501(c)(3) or 501 (c)(4) of the Internal Revenue Code of 1986, or corresponding sections of any future federal tax code.
8. No director or officer of this corporation shall have any liability for damages of any kind arising out of any transaction, occurrence, or course of conduct in

the discharge of his or her duties as director or officer in accordance with his or her good faith judgment of the best interests of the corporation; provided that the liability of a director or officer shall be limited if the director or officer engaged in willful misconduct or a knowing violation of the criminal law.

9. The names and addresses of the initial directors are:

Carole O. Harman 8112 Bainbridge Road, Alexandria, VA 22308  
Kim Zubar 2001 Shenandoah Road, Alexandria, VA 22308  
Karen Goodman 8103 Carlyle Place, Alexandria, VA 22308  
Virginia M. Zerante 8048 Wellington Road, Alexandria, VA 22308