

# CONSTITUTION AND BYLAWS

## OF THE SEMINARY RIDGE CIVIC ASSOCIATION

September 1980

### ARTICLE I

#### *Name*

The name of this organization shall be: Seminary Ridge Civic Association.

### ARTICLE II

#### *Purposes*

The purposes of the Association shall be to promote the interests and welfare of the residents and real property owners of the Seminary Ridge Subdivision, to maintain and improve the residential character of the Seminary Ridge area in particular and of the City of Alexandria generally as a desirable place in which to live, to enforce the restrictions and covenants running with the land in the Subdivision, and to encourage a spirit of neighborhood, community, and friendship among the residents.

### ARTICLE III

#### *Membership*

**Sec. 1.** The membership of the Association shall consist of each person 18 years of age or over who is a resident of or who is an owner of real property situated in the Seminary Ridge Subdivision.

**Sec. 2.** Voting of the general membership shall be based on lot ownership. The owners of each lot shall have a total of one vote.

**Sec. 3.** Membership dues shall be fifty dollars (\$50.00) per annum per household, payable on or after September 1 and due at the Annual Meeting.

### ARTICLE IV

#### *Officers*

**Sec. 1.** The elected officers of the Association shall be the President, First Vice President, Second Vice President, Secretary, Treasurer, and Parliamentarian. The officers shall be elected from among the lot owners at the Annual Meeting and shall take office immediately. Nominations may be made by a Nominating Committee or by any member of the Association at the Annual Meeting. Election shall be by majority vote. If no candidate receives a majority vote on the first ballot, there shall be a run-off election between the two nominees having the highest votes on the first ballot, and the run-off candidate then receiving the highest vote shall be declared elected. All officers shall serve for a term of one year and until successors are duly elected.

**Sec. 2.** The duties of the President shall be to preside at meetings of the Association, of the Executive Committee, and of the Community Committee, to exercise general executive direction of the affairs of the Association, to appoint chairpersons and members of all Standing and Special Committees, and with the approval of the executive Committee to call Annual and Special meetings of the Association.

**Sec. 3.** The First Vice President shall preside at meetings at the request of or in the absence of the President. In case the office of President becomes vacant, the First Vice President shall become President of the Association for the remainder of the unexpired term. The Second Vice President

shall preside at meetings in the absence of the President and First Vice President. In case the office of First Vice President becomes vacant the Second Vice President shall become First Vice President.

**Sec. 4.** The duties of the Secretary shall be to conduct correspondence; to issue notices of meetings; to gather for permanent preservation, and be custodian of, all records of the Association; to prepare minutes of the meetings of the Association and of the Executive Committee; to record same in a book; to have such book present at all regular meetings; and in the absence of the President and First and Second Vice Presidents to call meetings to order and act as a temporary presiding officer.

**Sec. 5.** The duties of the Treasurer shall be to accept applications for membership and collect the annual dues from members of the Association and deposit same, together with any funds received by the Association from any source, in a member bank of the Federal Deposit Insurance Corporation in the name of the Association. All withdrawals from the Association account in excess of \$100.00 shall be signed by the Treasurer and countersigned by the President. The Treasurer shall keep a record of all funds of the Association, and in January of each year and at such other times as the President may request same shall submit to the Executive Committee a statement of all income and disbursements for the preceding year. Expenditures may be made only upon the approval of a majority of the Executive Committee or a majority of the membership present at any properly called meeting at which a quorum is present.

**Sec. 6.** The duties of the Parliamentarian shall be to advise the presiding officer respecting the conduct of business at meetings of the Association in accordance with this Constitution and the ByLaws of the Association.

**Sec. 7.** If any elected office shall become vacant, except as provided above,

the Executive Committee shall elect an individual to serve the remainder of the unexpired term.

## ARTICLE V

### *Committees*

**Sec. 1.** There shall be an Executive Committee composed of the elected officers of the Association and the chairpersons of the Standing Committees. The Association's past President whose term expired at the last Annual Meeting shall be a member of the Executive Committee.

**Sec. 2.** A quorum of the Executive Committee shall consist of a majority of its members.

**Sec. 3.** The Executive Committee shall have full power to act for the Association when, in the judgment of the majority of the committee members present, the necessity therefore arises. Any such action shall be in accord with the objects [sic] of the Association, and when taken shall stand as the act of the Association.

**Sec. 4.** At the next regular meeting of the Association following an Executive Committee meeting, the President shall report all but routine actions taken by such committee.

**Sec. 5.** There shall be as many standing committees of the Association as the Executive Committee deems necessary for the work of the Association.

**Sec. 6.** There shall be such Special Committees as the work of the Association may require.

## ARTICLE VI

### *Community Committee*

**Sec. 1.** The Community Committee shall consist of the elected officers of the Association. The Community Committee is the "Community Committee of Seminary

Ridge Subdivision," as provided for in the Restrictions and Covenants dated March 23, 1970 and recorded April 3, 1970 in deed book 708, page 308, as amended, City of Alexandria. The Community Committee shall have all the powers and duties set forth in those Restrictions and Covenants including the power to approve or disapprove requests by lot owners for actions prohibited by the Restrictions and Covenants.

**Sec. 2.** Meetings of the Community Committee shall be called by the President or at the request of any two Community Committee members. The committee may hold meetings within or without Seminary Ridge Subdivision. Each Community Committee member shall be notified at least seven days in advance of a meeting. The Community Committee shall adopt such procedures for carrying out its duties and responsibilities as it shall deem fitting and proper. At meetings of the Community Committee, the President shall preside; in the absence of the President, the First Vice President or the Second Vice President shall preside. A majority of the members of the Community Committee shall constitute a quorum for the transaction of business. The Secretary shall maintain minutes of all Community Committee meetings and records of all Community Committee decisions including those reached by telephone vote.

**Sec. 3.** Approval of all matters coming before the Community Committee shall require the affirmative vote of four members. The President shall be a voting member.

**Sec. 4.** Routine decisions may be reached by telephone vote or any acceptable electronic means (VA Code 55-515.3), if such action is appropriate in the judgement of the President. The President may delegate one of the other officers to conduct the telephone vote. Approval by telephone of any action requires the affirmative vote of at least four members.

**Sec. 5.** Affected lot owners shall have a

right of hearing before the Committee. Any decision to approve or disapprove a request for exemptions by a lot owner, and any determination that a lot owner is performing an action prohibited by the Restrictions and Covenants, shall be conveyed in writing to the lot owner affected. The document shall be drawn up by the Secretary and shall bear the signatures of at least four Community Committee members who voted affirmatively on the decision taken.

**Sec. 6.** A lot owner shall have the right to have actions reconsidered by the Community Committee. A request for reconsideration must be in writing, addressed to the Committee, and submitted to the President, and shall describe the reasons for the request. The President shall then call a meeting of the Community Committee, to be held within 14 days of the receipt of the reconsideration request. The lot owner shall be given notice of the meeting and shall have the right to appear either alone or through a duly authorized agent. A decision of the Community Committee against the position of the affected lot owner shall require four votes. The decision of the Committee shall be communicated to the lot owner in writing.

**Sec. 7.** If a lot owner fails within reasonable time to comply with a ruling of the Community Committee, the Committee shall take appropriate steps under the provisions of Paragraph 5, Enforcement, of the Restrictions and Covenants, to include possible legal action.

## **ARTICLE VII**

### *Amendments*

This constitution and ByLaws may be amended by two-thirds majority vote at an Annual or Special Meeting of the Association. Amendments may be proposed by majority vote of the Executive Committee or by written petition of at least ten members of the Association submitted to the Executive Committee at least 30 days prior to the

meeting of the Association. The Secretary shall inform the membership in writing the full text of any proposed amendment at least ten days prior to the Association meeting.

**Sec. 6.** Except as otherwise provided by the Constitution and ByLaws, procedure at meetings of the Association shall be governed by Roberts' Rules of Order.

## **ARTICLE VIII**

### *Meetings*

**Sec. 1.** The Association shall have at least one meeting annually, to be known as the Annual Meeting, ordinarily in the month of September, for the transaction of such business as may properly come before the meeting or any adjournment thereof, to include the annual election of new officers. The President shall call a Special Meeting of the members of the Association upon the written request of ten or more members.

**Sec. 2.** The Secretary shall notify the membership in writing at least ten days prior to any Annual or Special Meeting. Such notice shall state the place, date, and hour of the meeting, and in the case of a Special Meeting, the purpose or purposes of the meeting.

**Sec. 3.** One or more owners, present in person or represented by proxy, of ten percent of the lots shall constitute a quorum for the transaction of business at any Annual or Special Meeting of the Association.

**Sec.4.** Any lot owner at a meeting of the members of the Association may vote in person or by proxy appointed by an instrument in writing executed by the lot owner or by his duly authorized attorney-in-fact.

**Sec. 5.** Prior to the Annual Meeting, the President may appoint a Nominating Committee of not more than three (3) members to nominate at least one candidate for each of the elective offices of the Association. The names of such nominees shall be presented to the membership as part of the 10-day notice of the Annual Meeting at which the election is to be held.