



# CWCA Bylaws

## Chesterbrook Woods Citizens Association Bylaws

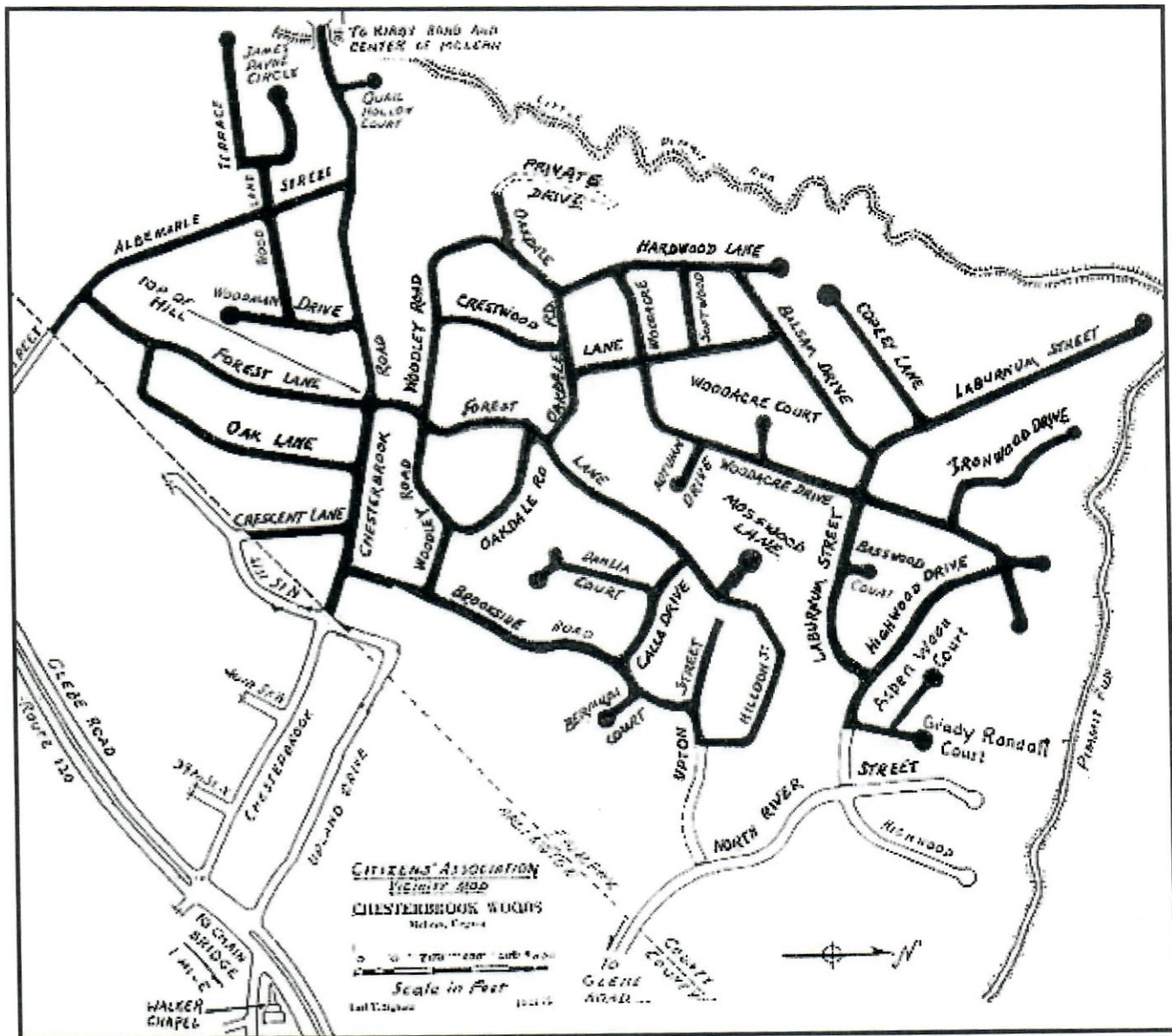
(Adopted April 29, 2025)

### ARTICLE I. NAME

The name of this organization is the “Chesterbrook Woods Citizens Association” (the “Association”).

### ARTICLE II. AREA SERVED

The following map shows the area served by the Association (“Chesterbrook Woods”).



## ARTICLE III. OBJECTIVES

Section 1. The aims and objectives of the Association are to encourage and promote civic welfare and improvements in or affecting the community of Chesterbrook Woods, McLean, Fairfax County, Virginia, in such areas as (but not limited to) community health and sanitation, public safety, fire and police protection, zoning laws and regulations,

community planning and building restrictions, public schools, highways, utilities, and county and state laws and regulations concerning such matters.

Section 2. The Association is non-partisan and non-sectarian, but it may take a position and express its views on any proposed or existing law, regulation, or course of action that in the judgment of the Association (or the Board of the Association (“the Board”) acting on behalf of the Association) may affect the welfare of its members.

Section 3. The Association may join, support, or collaborate with federations, leagues, conventions, or other civic groups whose purpose and actions are consistent with the welfare of the Association and its members.

## ARTICLE IV. MEMBERSHIP

Section 1. Residents of Chesterbrook Woods who are of legal voting age automatically become members upon payment of dues by their household. Only members residing in households that are current in their payment of dues (“members in good standing”) are eligible to vote on Association matters. A household is current in the payment of dues if it has paid dues for the current fiscal year, except that, for any vote occurring in the first month of the fiscal year (October), a

household will be considered to be current in its payment of dues if it paid dues for the prior fiscal year.

Section 2. Businesses that own dwellings in Chesterbrook Woods (such as assisted living facilities) may become non-voting members upon payment of dues and may remain non-voting members so long as they are current in their payment of dues.

Section 3. No household with voting members may exercise more than one vote on any given matter.

Section 4. Membership in the Association is not transferable.

## ARTICLE V. DUES

Section 1. Annual dues will be set by the budget adopted at the autumn meeting of the membership.

Section 2. Special assessments may be agreed upon to meet the needs of the Association based upon a majority vote of members in good standing, either present at a meeting of membership or responding to a survey of members conducted electronically.

## ARTICLE VI. ELECTION OF OFFICERS

Section 1. The officers of the Association are a President, a Vice President, a Secretary, and a Treasurer, each of whom shall serve on the Board.

Section 2. Except as provided in Section 5 below, each officer of the Association shall be elected annually at the autumn meeting of the membership. Each officer shall serve until such officer resigns, becomes incapacitated, dies, is removed, or is replaced by a duly appointed successor.

Section 3. A slate of nominees for each of the officer positions shall be communicated to the members at least a week prior to the autumn meeting of the membership. Additional nominations may be made from the floor at the autumn meeting by members in good standing, provided that each person nominated is willing to serve. Where there is more than one nominee for an officer position, a secret ballot shall be conducted, with as many rounds as is needed to produce a winner by majority vote of members in good standing present at the meeting.

Section 4. Only members in good standing are eligible to be officers.

Section 5. A vacancy in an officer position shall be filled based upon a majority vote of members in good standing, either present

at a meeting of membership or responding to a survey of members conducted electronically.

## ARTICLE VII. DUTIES OF OFFICERS

Section 1. The President shall preside over meetings of the membership. The President shall, based upon agreement of a majority of the Board, establish committees as needed to assist the Board on specific issues or matters and appoint members in good standing to serve on such committees. The President shall also appoint members in good standing to serve as representatives of the Association and, as appropriate, their alternates.

Section 2. When an officer resigns, becomes incapacitated, dies, or is removed, the President may, with the concurrence of the other Board members, appoint a member in good standing to fill the position on an interim basis until the position is formally filled as provided in Article VI.

Section 3. No one other than the President or a duly appointed representative of the Association shall represent the Association or make or authorize statements on behalf of the Association concerning any legal or political matter affecting the Association.

Section 4. The Vice President shall assist the President in the administration of the affairs of the Association and shall undertake such

duties as the President may delegate or otherwise assign. If the President is absent at a meeting of the membership, the Vice President shall preside. In the event the President resigns, becomes incapacitated, dies, or is removed from office, the Vice President shall assume the position of President for the remainder of the term of office.

Section 5. The Treasurer shall receive the funds of the Association, shall hold those funds in a banking institution insured by an agency of the U.S. government, and shall disburse those funds when duly authorized by the President, the Board, or the membership. The Treasurer shall be authorized to pay all legitimate expenses incurred by the Association. The Treasurer shall report on the finances of the Association at least once per year, at the autumn meeting of the membership, and shall keep records in such form as to disclose the amounts and sources of all funds received and the amounts and recipients of all funds disbursed.

Section 6. The Secretary shall keep all records of the Association that are not the responsibility of another officer, shall maintain a database of all members of the Association, shall produce a record of member meetings and votes, shall handle correspondence on behalf of the Association, shall oversee production and distribution of the

membership directory, and shall perform such related duties as the President or Board may prescribe.

## ARTICLE VIII. MEMBERSHIP MEETINGS

Section 1. A minimum of two regular meetings of the membership shall be held each year. Except where the President has waived the advance notice requirement due to an emergency, membership will be notified of the date, time, and place at least one week prior to each meeting.

Section 2. Special meetings may be called by the President and shall be called at the request of any fifteen (15) members in good standing. In the latter case, the President shall schedule the special meeting within thirty (30) days of the request.

Section 3. A quorum for any meeting shall consist of not less than twenty (20) members in good standing (including at least two officers).

Section 4. Consistent with the Association's current fiscal year (October-September), the Treasurer shall, with the concurrence of the Board, present at the autumn membership meeting an annual budget covering proposed revenues (including proposed annual dues per household) and expenses for the coming year. A majority vote of members in good standing present at the meeting shall be required for adoption of the budget.



Section 5. The President shall conduct membership meetings informally, but may be guided by *Robert's Rules of Order*, as appropriate.

## ARTICLE IX. VOTING

Section 1. Except as otherwise provided herein, all decisions of membership shall be by a simple majority of the votes cast by members in good standing, either present at a meeting of membership or responding to a survey of members conducted electronically.

Section 2. In addition to the vote by secret ballot provided for in Article VI, Section 3, a vote by secret ballot shall be conducted at a meeting of membership in any other case at the request of four or more members in good standing present at the meeting.

Section 3. After the outcome of a voice vote has been announced at a membership meeting, a show of hands may be requested by four or more members in good standing present at the meeting, the outcome of which will supersede the outcome of the voice vote.

Section 4. The outcome of all motions and votes at meetings of membership shall be recorded by the Secretary or, where the Secretary is not present, by another officer or member serving temporarily in that role.

Section 5. Where a membership vote is conducted by means of an electronic survey of members, a quorum shall consist of thirty (30) members in good standing.

## ARTICLE X. AMENDMENTS

These bylaws may be amended or replaced by a two-thirds vote of members in good standing (i) present at a meeting or (ii) responding to a survey of members conducted electronically, provided that membership has been given at least one week to review the amendments or superseding bylaws.