



**BY-LAWS
OF BULL RUN MOUNTAIN CIVIC ASSOCIATION
Box 374
Haymarket, Va. 22069**

ARTICLE I

Name: This Corporation should be known as **Bull Run Mountain Civic Association**

ARTICLE II

Members:

Section 1: **Eligibility:** All persons owning lots in the area described as Bull Run Mountain Estates Subdivision as recorded among the land records of Prince William County shall be eligible for membership in the Association. Membership is voluntary and is limited to either one membership per residence or one membership for one or more undeveloped lots owned in the Bull Run Mountain subdivision.

Section 2: **Voting Rights:** Members of the association who are current in their annual dues payment shall be entitled to one vote each.

Section 3: **Termination of Membership:** Upon the sale of property in Bull Run Mountain Estates, the membership of any member of this Association will be automatically terminated. Upon the failure of any member to pay dues as may be established by the Board of Directors or other fees which may be assessed upon the members, the Board of Directors, by affirmative vote of two-thirds of all the members of the Board, may suspend the delinquent member from membership in this Association and such member may be reinstated upon such terms as the Board of Directors may deem appropriate after considering all of the circumstances involved.

Section 4: **Transfer of Membership:** Membership in this Association is not transferable or assignable.

ARTICLE III

Meetings of Members:

Section 1: **Annual Meeting:** An annual meeting of the members shall be held at Bull Run Mountain Estates in the evening on the second Monday in the month of September in each year, beginning with the year 1968, at the hour of 8:00 o'clock, P.M., for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday, in the State of Virginia, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

Section 2: **Special Meetings:**

Special meetings of the members may be called by the President, the Board of Directors, or ten (10) percent or more of the members having voting rights.

Section 3: **Place of Meeting:** The Board of Directors may designate any place either within or without the area known as Bull Run Mountain Estates but such place must be within the County of Prince William, as the place of the meeting for any annual meeting or special meeting called by the Board of Directors.

Section 4: **Notice of Meetings:** Written or printed notice stating the place, day and hour of any meeting or the member shall be posted to the Association web site or delivered either personally or by mail to each member entitled to vote at such meeting, not less than 10 nor more than 50 days before the date of the meeting.

Section 5: **Quorum:** For the purpose of transacting such business as may come before any regular or special meeting of the members of this association, fifteen (15) per cent of the eligible

votes of the association, voting in person or by proxy, shall constitute a quorum at any such meeting. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 6: **Proxies**: At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy.

Section 7: **Procedures at Meetings**: Except where it conflicts with these bylaws, Roberts Rules of Order (latest edition available) will govern the conduct of procedures at all Annual and Special membership meetings.

Section 8: **Election Procedures**:

a. **Nominating Committee**. At a meeting in June of each year, the Board of Directors will elect a nominating committee of three or more members who will canvass the membership to find at least one candidate who is qualified and willing to stand for election for each board vacancy to be filled at the regular September Annual Meeting. Election to the nominating committee will not disqualify a member from being nominated to a vacant position.

b. **Qualifications**. Candidates for Board of Directors must be full-time residents of the Bull Run Mountain Estates Subdivision and be current paid members of the Association at the time of nomination.

c. **Open Nomination**. In July, the Board of Directors will hold an open meeting to which the membership is invited by notification on the Association web site, by mail or hand delivered notice. At this meeting the report of the nominating committee will be presented. In addition any member may nominate any other member for election to vacant positions on the Board of Directors. Nominations may not be closed until the end of the meeting. Before, during or immediately after the meeting, the Nominating Committee will contact each new nominee to ascertain his willingness to serve if elected. The Nominating Committee will obtain a short biographical sketch or campaign statement from each person nominated.

d. **Mailing of Ballots**. At least 30 days before the date of the annual meeting, the Secretary will mail to each paid up member on the

rolls as of that date, a ballot containing the names of all persons nominated together with reproduced copies of their short biographical sketch or campaign statement, and return envelopes. One ballot will be mailed for each lot owned by the member plus one for an owner occupied residence if any. The Treasurer will certify that the member has paid his membership dues and affix his signature and the corporate seal to the ballot before it is mailed. No member who joins or pays his dues later than 30 days before the September annual meeting may receive a ballot.

e. **Counting the Ballots**. At the annual meeting, sealed envelopes containing the ballots will be delivered to the Secretary by mail or by hand. No ballot received later than 9:00 PM will be counted. At 9:01 PM the Secretary and his designated assistants will begin opening the ballots, one by one, in full view of all present: and read off the votes which will be recorded publicly by the Treasurer and his designated assistants. When all ballots have been counted, the Treasurer will announce the winners. Those with the most votes will be elected to the posts vacant with the longest terms.

f. **Assumption of office**. Newly elected board members will assume their office as soon as their election is announced by the Treasurer. Defeated board member's resignations will be automatic at that moment.

ARTICLE IV Board of Directors

Section 1. General Powers:

The affairs of the Association shall be managed by its Board of Directors who shall be elected from the eligible members of the Association.

Section 2. Number, Tenure and Qualifications:

The number of directors of this Association shall be nine (9). Each Director shall hold office for a period of three years from the date of his election except for the initial Board of Directors. The initial Board of Directors shall be composed of nine (9) persons who shall be elected at the first annual meeting of the Association at which time the members of the Association will elect three members of the Board for the term of one year, three members of the Board for a term of two years and three members of the board for a term of three years.

Section 3. **Regular Meetings**: A regular meeting of the Board of Directors shall be held without other notice than by this by-law, immediately after, and at the same place as the annual meeting of the members. Other regular meetings of the Board of Directors will be held at such time and place as may be determined by resolution of the Board of Directors.

Section 4. **Special Meetings**: Special Meetings of the Board of Directors may be called by or at the request of the President of any two Directors and may be held at such time and place as designated by the President.

Section 5. **Notice**: Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail or by electronic mail to each Director at his address as shown by records of the association. Any Director may waive notice of any meeting by attending such meeting and fixing his name to the minutes of the meeting.

Section 6. **Quorum**: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any business meeting of the Board. A majority of the Directors present at a meeting at which a quorum is present, shall be the act of the Board of Directors; unless the act of a greater number is required by law or by these By-Laws.

Section 7. **Loss of Quorum**: Should the number of the Board of Directors fall below five (5), the board is immediately disbanded, and a special meeting of the members shall be convened within 30 days to elect an interim board of directors. This interim board, consisting of no more than 5 members of the Association, shall be responsible for conducting a new election of the board of directors within 90 days, in accordance with Article III, Section 8. This interim board is allowed to conduct other routine business of the board prior to the election of a new Board of Directors. The term of the interim board expires on successful completion of the election.

Section 8. **Vacancies**:

a. Any vacancy occurring in the Board of Directors shall be filled by a majority vote of the entire Board of Directors.

b. **Nominations**. Nominations of members for vacancies occurring on the Board will be requested at a public meeting. Any member or Board member may nominate any other member. Nominations will not be closed until the end of the meeting. Candidates elected to fill vacancies will serve only until the next annual meeting, at which time the vacancy will be filled by the procedures specified in Article III. Section 8.

Section 9. **Compensation**:

Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at such regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore.

Section 10. **Absences from the Board**: Any Director who is absent from any four out of six consecutive regular Board Meetings will be automatically dropped from membership on the Board of Directors and the position declared vacant, unless the Board, by simple majority vote shall specifically excuse the absence. In filling such vacancies, the Board is not prohibited from reelecting members dropped by this provision.

Section 11. **Misconduct**. Members of the Board of Directors who have been removed from office for gross mismanagement or misconduct by a special vote of the members of the BRMCA are not eligible to serve on future Boards of Directors.

ARTICLE V

Officers

Section 1. **Officers**: The officers of the association shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer. The Board of Directors may elect or appoint such other officers including one or more Assistant Secretaries as may be deemed desirable and necessary by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. **Election and term of Office**: The officers of the Association shall be elected annually by a majority of the entire Board of

Directors at the regular annual meeting of the Directors to be held immediately after the annual meeting of the members of the Association.

If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient.

Each officer shall hold office for one year or until his successor shall have been duly elected and shall have qualified.

Section 3. **Vacancies:** A vacancy in any office because of death, resignation, removal, disqualification, including ceasing to be a resident of Bull Run Mountain Estates Subdivision, or otherwise, may be filled by the Board of Directors for the unexpired period of the term.

Section 4. **President:** The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the Members and of the Board of Directors. He may sign, with the Secretary or any proper officer of the corporation authorized by the Board of Directors, any deed, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other officer or agent of the association; and in general he shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5. **Vice President:**

In the absence of the President or in event of his inability or refusal to act, The Vice President (or in the even there be more than one Vice President, the vice Presidents in the order of their election) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or the Board of Directors.

Section 6. **Treasurer:**

The Treasurer will make a monthly written report to the Board which shall include at least a statement of cash on hand, receipts and expenditures since the last report, and the total of all outstanding liabilities of the association. The Treasurer is responsible for filing for and paying all Federal, State and local taxes required of the

Association. If any taxes required of the Association are unpaid, the Treasurer will specifically report that fact in each monthly written report until they are paid. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in the sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Association: receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies or other depositaries as shall be selected in accordance with the provisions of these By-laws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7. **Secretary:**

The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the Association records and of the seal of the corporation and see that the seal is affixed to all documents, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provisions of these by-laws; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 8. **Assistant Treasurers and Assistant Secretaries.**

If required by the Board of Directors, the Assistant Treasurers shall give bond for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

ARTICLE VI

Committees

Section 1. Committees of Directors:

The Board of Directors by resolution adopted by a majority of the Directors in office, may designate one or more committees, to transact the business of the Association as may be deemed necessary and expedient by the Board of Directors. Duties, responsibilities and authority of the Committees will be set forth in the resolution establishing each Committee and the membership of the Association will be notified of the membership of the Committee by whatever means may be deemed to be appropriate by the Board of Directors.

Section 2. Term of Office:

Each member of a Committee shall continue as such until the next annual meeting of the members of the Association a successor is duly appointed unless the committee shall be sooner terminated or unless such member be removed from such committee, or shall cease to be a member of the Association.

ARTICLE VII

Contracts, Checks, Deposits and Funds:

Section 1. Contracts: A majority of the entire Board of Directors may authorize any officer or officers, agents or agents of the Association, in addition to the officers so authorized by these by-laws, to enter into any contracts 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 instances.

Section 2. Checks, Drafts, etc.:

All checks, drafts or 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, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the Association.

Section 3. Deposits:

All funds of the corporation shall be deposited from time to time to the credit of the Association

in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts: The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purposes of the Association.

Section 5. Budget

In December of each year, after 30 days public notice, the Board, by 2/3 majority will adopt a reasonably detailed annual budget. A 2/3 majority must approve any additional un-budgeted item. No officer may commit the Association to any expenditure not previously approved in this way.

Section 6. Lawsuit:

No officer or Director of the Association may authorize a lawsuit on behalf of the Association without approval of six members of the Board of Directors, followed by Thirty days notice to the general membership, and a second approval of six members of the Board.

ARTICLE VIII

Fiscal Year: The fiscal year of the Association shall begin on the first day of January and end on the last day of December, in each year.

ARTICLE IX

Dues:

Section 1. Annual Dues:

The Board of Directors may determine from time to time the amount of the annual dues payable to the Association by members.

Section 2. Payment of Dues: Dues shall be payable in advance on the first day of January in each fiscal year. Dues of a new member shall be prorated from the first day of the month in which such member is elected to the membership for the remainder of the fiscal year of the Association.

Section 3. Acceptance of Dues: Dues payments shall be sent to the Treasurer of the Association. Upon receipt of a submitted dues payment, the Treasurer shall record and notify the Board of Directors of dues payments by each member within fifteen (15) days of receipt. The Board of Directors shall review the pending dues payment within thirty (30) days of receipt. Acceptance of any dues payments requires the approval by a simple majority of the Board of Directors. The Board of Directors, by a vote of at least six (6)

members, may chose to deny receipt of a proposed dues payment and shall direct the Treasurer to return the proposed dues payment to the party who submitted them.

ARTICLE X

Web Site: The Board of Directors may authorize the creation of a Bull Run Mountain Community Association Internet site and home page, which will serve as the primary means for distributing information about the BRMCA to the members of the BRMCA. The Board of Directors may also nominate a web master who is responsible for maintaining the web site. The web master shall serve at the discretion and direction of the Board of Directors and will maintain only the content authorized by the Board of Directors on the web site.

ARTICLE XI

Seal: The Board of Directors will provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the word, "Seal".

ARTICLE: XII

Amendments to Bylaws: These by-laws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the votes present at any regular or special meeting of the members of the Association where there is a quorum present, provided at least thirty days written notice is given of the intention to alter, amend or repeal or to adopt new bylaws at such meeting.

--END OF THE BY-LAWS--

ADOPTION

These Bylaws are adopted as the governing bylaws of the BRMCA on _____,2010

Signed

President

Vice President

Secretary