

KENWOOD OAKS NEIGHBORHOOD ASSOCIATION

Springfield, Virginia 22152

KONA BYLAWS

ARTICLE I - NAME

SECTION 1. The name of this organization shall be the Kenwood Oaks Neighborhood Association, or by the acronym KONA, herein after known as the Association.

SECTION 2. This Association shall have perpetual existence, shall not subject itself to indebtedness or liability beyond those assets held in the treasury, and shall function as a nonprofit, unincorporated membership organization.

ARTICLE II - OBJECTIVES

SECTION 1. The objectives of this Association shall be to provide a unified forum for issues of concern to residents of the Kenwood Oaks Subdivision, Springfield, Fairfax County, Virginia, and to promote the interests of the Association and its residents.

SECTION 2. The Association is an unstructured, informal, and voluntary group convened to meet community mutual needs of the 90 homes in Kenwood Oaks. KONA acts when necessary to address situations and circumstances that lend themselves to neighborhood group action in lieu of individual resident's actions.

SECTION 3. Members are encouraged to convey their ideas, concerns, problems, and proposals to their respective Block Captains (*per* Article VIII below) for consideration by the Board of Directors. Direct interface with the Board by individuals is also acceptable.

SECTION 4: KONA is a voluntary membership civic association and will not possess the power to make mandatory financial assessments or to place other requirements on residents. KONA is neither a Property Owners (Homeowners) Association nor a Condominium Association, both of which have powers regarding common grounds and common elements.

ARTICLE III - MEMBERSHIP

SECTION 1. Each residential unit is eligible for membership in the Association. In the instance where a residential unit is leased, both the owner of the unit and the lease holder of the unit are eligible for separate membership.

SECTION 2. Membership may be activated upon payment of prescribed annual dues to the Association. Only residents with fully paid-up dues may participate in Association activities, meetings, and elections and receive the KONA Newsletter.

ARTICLE IV – MEMBERSHIP DUES

SECTION 1. Membership dues will be set by the Board of Directors.

SECTION 2. Dues are payable on a biennial (two-year) basis, due in alternate years on September 1st, in the amount designated by the Board of Directors. Non-payment of dues will deprive residents of the right to participate in the business of the Association (*per* Article III, Section 2) and receive the KONA Newsletter. Dues are not refundable or pro-ratable, but are transferable to a new resident if the prior occupant was a member.

SECTION 3. The Association shall foster financial support of, and participation in, the West Springfield Civic Association.

SECTION 4. Block Captains (*per* Article VIII below) shall be responsible for collecting membership dues and membership data for residents in their respective responsibility/representative areas and forwarding/reporting same to the Treasurer and the Secretary as applicable.

ARTICLE V - MEETINGS

SECTION 1. The Association's Board of Directors normally will meet on a quarterly basis and will convene at other times as deemed necessary.

SECTION 2. Normally, general membership meetings will not be held, but may be called by the Board of Directors, if considered appropriate.

SECTION 3. Board action without a meeting may be instituted with majority written consent (*via* email or facsimile).

SECTION 4. The Kenwood Oaks Neighborhood Association is an informal organization. However, "Robert's Rules of Order" may be used during meetings, if considered appropriate.

SECTION 5. In the event that a general membership meeting is convened, at the start of the meeting, the presence of 33 percent of the Association members shall be required to constitute a quorum for general membership voting purposes.

SECTION 6. A majority of Board of Directors members constitutes a quorum at Board meetings.

ARTICLE VI - BOARD OF DIRECTORS

SECTION 1. Members of the Board of Directors shall be the President, the Treasurer, and the Secretary of the Association, and all Block Captains. Initially there were nine block captains, however, this number was subsequently increased to ten. The number of Block Captains may be changed as determined by the Board of Directors.

ARTICLE VII - OFFICERS

SECTION 1. The officers of the Association shall be the President, the Treasurer, and the Secretary. They will be elected by the Board of Directors including the Block Captains from among the active membership.

SECTION 2. The officers of the Association, the President, the Treasurer, and the Secretary, shall constitute the Executive Committee of the Association (*per* Article XI, Section 2). The Association shall provide no salary or compensation to officers, directors, or Block Captains, for their volunteer services except for expense reimbursement as approved by the President.

SECTION 3. Any vacancy in the elective members of the Executive Committee except for the President by any cause, whatsoever, shall be filled by appointments by the President for the unexpired portion of the term created by the vacancy.

SECTION 4. Terms of office for all Association officers shall be two years. Terms of office shall be based on the calendar year, *e.g.*, two-year terms shall begin on September 1st. The officer's shall be a limited to not more than four two-year terms, except when terms begin out of cycle other than September 1st in order to fulfill an unexpired term.

ARTICLE VIII - BLOCK CAPTAINS

SECTION 1. Block Captains (and alternates, if available) will represent Phillip Court, Gregory Court, Park View Court, Kenwood Avenue, Essex Court, Lamese Court, and Tiburon Court. Phillip Court and Kenwood Avenue may have more than one Block Captain with areas of responsibility as designated by the Board of Directors. Block Captains and alternates shall be appointed by the President from a list of volunteers and they will serve on a voluntary basis for two-year terms beginning of September 1st. There shall be no limit to the number of terms that Block Captains may serve.

ARTICLE IX - ELECTIONS

SECTION 1. Elections of the President, Treasurer, and Secretary will take place during an appropriate Board of Directors meeting. Any eligible member may be nominated for office by a Board Member.

SECTION 2. Terms of office for elected positions will be for two years.

SECTION 3. Elections will be by voice vote during a Board of Directors meeting and a majority vote of the Board of Directors shall elect.

SECTION 4. Each active member shall be entitled to one vote (*per household*) affecting the Association.

ARTICLE X - DUTIES OF OFFICERS

SECTION 1. The Board of Directors shall set policy for the Association; the President shall administer the ongoing business of the Association in conformity with policy and these Bylaws.

SECTION 2. The President shall preside at all general meetings of the Association and of the Board of Directors. He/she shall initiate action for preparation of any agenda for meetings and reports considered necessary. It shall be the duty of the President to exercise general supervision over all of the affairs of the Association. The several officers, the chairs of the various committees, and volunteers shall be responsible to him/her for the proper and faithful discharge of their general duties, and shall make reports to him/her concerning the business of the Association under their charge as he/she may, from time to time, require. The President shall be responsible for updating and publishing the KONA Membership Directory, publishing the KONA Newsletter, and for updating and maintenance of the KONA Web Site, through selection of member volunteers willing to accept the respective tasks.

SECTION 3. The Treasurer shall make disbursements of funds subject to the approval of the President. He/she shall be custodian of the funds of the Association and shall deposit all funds of the Association in excess of operating funds in an interest bearing savings account with check writing authority in a financial institution approved by the Board of Directors. All withdrawals from the account will be authorized by the President. The Treasurer shall make a financial report during each Board of Directors meeting.

SECTION 4. The Secretary shall write informal minutes (including a list of attendees) of each meeting of the Association. The minutes of each meeting shall be distributed *via* email to the Board of Directors within two-weeks of said meeting by the Secretary.

SECTION 5. Any officer elected by the members and any Committee member may be removed by majority vote of the Active Members at a regular or a special meeting of the Board of Directors called for such purpose.

ARTICLE XI - COMMITTEES

SECTION 1. Committees (both Standing and *ad hoc* committees) may be formed as considered appropriate upon approval of the Board of Directors. The President may independently establish an *ad hoc* committee, but only for the duration of his/her tenure. Standing Committees shall have a two-year tenure or until the next election of officers.

SECTION 2. The President, Treasurer, and Secretary shall constitute a Permanent Executive Committee and shall be empowered to act and set policy on behalf of the Association between meetings of the Board of Directors.

ARTICLE XII - BYLAWS

SECTION 1. At a meeting on May 19, 1982, KONA was created and a set of Bylaws was adopted. These amended Bylaws shall replace the existing Bylaws of the Association dated February 21, 2006, and shall become effective upon approval by a majority vote of the Board of Directors. The amended Bylaws approved on February 21, 2006, contained Articles I through XIV.

SECTION 2. These Bylaws may be amended, repealed, or altered in whole or in part by a majority vote of the Board of Directors at any duly organized meeting of the Association.

ARTICLE XIII – INDEMNIFICATION

SECTION 1. Indemnification. Every director, officer, Block Captain, and/or committee chair of the Association and such others as specified from time to time by the Board of Directors shall be indemnified by the Association against all expenses and liabilities, including legal fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved by reason of being or having been a director, officer, Block Captain, and/or committee chair of the Association or any settlement thereof, whether the person is a director, officer, Block Captain, and/or committee chair at the time such expenses are incurred, except in such cases wherein the director, officer, Block Captain, and/or committee chair is adjudged guilty of negligence, willful misfeasance, or malfeasance in the performance of his/her duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified person may be entitled.

ARTICLE XIV - MISCELLANEOUS

SECTION 1. The Association shall have no power to and shall adopt no rules governing individual properties in Kenwood Oaks except as they are consistent with the laws of Fairfax County and the State of Virginia.

SECTION 2. No member shall be empowered to act on behalf of the Association except for the elected officers.

SECTION 3. Each member of the Association shall be provided a copy of these Bylaws upon becoming an active member and/or when the Bylaws are amended. A copy of these Bylaws will also be posted on the KONA website.

SECTION 4. Upon termination, dissolution, close-down, or winding up of the Association in any manner for any reason, voluntary or involuntary, its assets, if any, remaining after the payment or provisions for payment of all liabilities of the Association, shall be distributed to, and only to, one or more charitable nonprofit organizations [described under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended] as selected by the Board of Directors.

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