

BY-LAWS
OF
GREATER WILTON WOODS CITIZENS ASSOCIATION, INC.
A nonpolitical, nonsectarian organization
dedicated to the improvement of our community

ARTICLE I
NAME AND LOCATION

The name of the corporation is Greater Wilton Woods Citizens Association, Incorporated, hereinafter referred to as the "Association" or "GWWCA." The principal business address of the corporation shall be Post Office Box 31441, Alexandria, Virginia 22310. Meetings of Members and Directors may be held at such places within the Commonwealth of Virginia, County of Fairfax, as designated by the Board of Directors.

ARTICLE II
DEFINITIONS

Section 1. "Association" and "GWWCA" shall mean and refer to Greater Wilton Woods Citizens Association, Inc., its successors and assigns.

Section 2. "Property" shall mean and refer any real or business personal property owned by the Association, and such additions thereto as may hereafter be brought within the jurisdiction of the Association. Business personal property shall have an original cost in excess of five thousand dollars per item.

Section 3. "Member" shall mean and refer to any household or entity located within the defined Boundaries which have been admitted to Membership in the Association pursuant to the terms of these By-Laws.

Section 4. "Boundaries" shall mean that defined geographic area comprising households and entities included in the membership area. Refer to Article XI 1 (b) for a complete listing of included streets.

ARTICLE III
MEETING OF MEMBERS

Section 1. Annual Meetings. Regular annual meeting of the Members shall be held on (or about) the third Tuesday of the month at the hour of 7:30 o'clock, P.M.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the President or by the Board of Directors, or upon written request of one-fourth of all of Membership households who are entitled to vote.

Section 3. Notice of Meetings. A notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by emailing a copy of such notice, so it is received at least seven days before such meeting to each household or entity entitled to cast a vote. The notice shall be sent to the email address last appearing on the books of the Association. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. A quorum of twenty (20) voting members of the Membership is required for any action except as otherwise provided in the Association's Articles of Incorporation or these By-Laws. The voting members can be present at the meeting of Members or represented by. However, if a quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings of Members, each household or entity may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease once a Member has been removed from the Association.

ARTICLE IV
BOARD OF DIRECTORS

Section 1. Membership. The affairs of this Association shall be managed by a Board of Directors. The elected offices of President, Vice President, Secretary, and Treasurer, along with appointed Standing Committee chairpersons as defined in these By-Laws, will compose the Board of Directors of the Association.

Section 2. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. In the event of a death, resignation, or removal of a director, the successor shall be selected by the President and shall serve for the unexpired term of the predecessor.

Section 3. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his/her actual expenses incurred in the performance of his/her duties.

ARTICLE V
MEETING OF BOARD OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at such place and hour as may be fixed from time to time by resolution of the Board.

Section 2. Special Meetings. Special meetings of the Board of Directors may be held when called by the President of the Association, or by any two directors, after not less than three days notice to each director.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting where such a quorum is present shall be regarded as the act of the Board.

Section 4. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the Board of Directors.

ARTICLE VI
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

(a) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the Membership by other provisions of these By-Laws or the Articles of Incorporation;

(b) declare the office of a Member of the Board of Directors to be vacant in the event such Member shall be absent from three consecutive regular meetings of the Board of Directors;

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by one-fourth of all Members who are entitled to vote;

(b) fix the amount of the annual dues to be paid by each Member for the operation of the Association, set a due day for the dues to be paid and send written notice of such dues and due date to every Member at least thirty days in advance of the due date;

(c) remove any Member for a failure to pay dues;

(d) procure and maintain adequate liability and hazard insurance;

(e) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

ARTICLE VII
NOMINATION AND ELECTION OF OFFICERS

Section 1. Nomination. Nomination for election to the President, Vice President, Secretary, and Treasurer shall be made by an Election Committee. Additional nominations may also be made from the floor at the annual meeting. The Election Committee shall consist of a Chairman, who shall be a Member of the Board of Directors, and two or more Members of the Association. The Election Committee shall be appointed by the President prior to each annual meeting.

Section 2. Term of Office. At the first meeting of the calendar year, the Members shall elect a President, Vice President, Secretary, and Treasurer. The President will appoint standing and special committee chairpersons. All shall serve a term of one year.

Section 3. Election. Officer elections shall be by ballot and/or hand count. At such election, the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Proxy Declaration. The persons receiving the largest number of votes shall be elected.

ARTICLE VIII
OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a President, a Vice-President, a Secretary, and a Treasurer, and such others officers as the Board may from time to time create.

Section 2. Term. Each officer of this Association shall hold office for one year unless the person resigns, or shall be removed, or otherwise disqualified to serve.

Section 3. Special Appointments. The Board may elect such other officers to be the chairperson of ad hoc or Special committees as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 4. Resignation and Removal. The Board may remove any officer from office, with or without cause. Any officer may resign at any time by giving

written notice to the Board, the President, or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office may be filled by appointment by the President. The officer appointed to such vacancy shall serve for the remainder of the term of the replaced officer. Until a replacement is appointed, a Board member can temporarily fulfill the duties of the vacant position and hold multiple offices.

Section 6. Multiple Offices. Except as stated in Section 5 above, no person shall permanently and simultaneously hold more than one Board of Directors position (elected position and Standing Committee chairperson). A member of the Board of Directors can be appointed as the chairperson of an ad hoc or Special Committee as defined in Section 3 of this Article.

Section 7. Duties. The duties of the officers are as follows:

President

(a) The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, sign other written instruments, and co-sign GWWCA checks.

Vice-President

(b) The Vice-President shall act in the place and stead of the President in the event of his absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

Secretary

(c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; serve notice of meetings of the Board and of the Members; and shall perform such other duties as required by the Board. Minutes and other important records shall be made available for entry on the GWWCA website.

Treasurer

(d) The Treasurer shall receive and deposit in appropriate bank accounts (this may be delegated to another Board member) all monies of the Association and shall disburse such funds as directed by the Board of Directors. The Treasurer shall sign all checks and promissory notes of the Association; keep proper books of account; and initiate an annual review of the

Association books to be finished within 40 days after the completion of each fiscal year by a qualified objective member who is not a Member of the Board.

ARTICLE IX COMMITTEES

The Board of Directors shall establish committees as deemed appropriate in carrying out its purpose.

Section 1. Committee Membership

(a) Each committee of the Association will be composed of a maximum of three Members. The President of the Association shall designate the individual to serve as chairperson of each committee. Each standing committee chairperson, with the approval of the Association President may select the committee members.

(b) All matters acted upon by committees shall be reported at the next regular Board meeting. A copy of each such report shall be kept with the Secretary. A summary of each such report shall be included on the website.

Section 2. Standing Committees

(a) Community Improvement and Welfare. It shall be the duty of this committee to receive and review communications relating to community planning, public utilities, and public services. This committee shall consider and report on all plans and activities concerning community landscaping, drainage, sidewalks, streets and other community issues. This committee shall also study proposed legislation of the County of Fairfax and the Commonwealth of Virginia relating to taxes, zoning, schools, and all proposed public facilities, and report in an advisory capacity to the Membership at regular and special meetings of the Association. The chairperson of this committee, along with the

President of the Association, shall be responsible for representing the Association at all meetings where Association representation is deemed desirable. Such meetings will include, among others, the Board of Supervisors, County Planning Commission, and County Board of Zoning Appeals.

(b) Membership and Hospitality. This committee shall assist the Treasurer in keeping appropriate current records showing the members of the Association together with their addresses, in maintaining the Association

Membership directory in a current status and in providing a copy, in either paper or electronic media, to all Members. This committee shall be the Association's representative to all new citizens of the Association area. Its duties include welcoming new residents and promoting Membership in the Association of present and new residents. The committee is also responsible for arranging coffee and refreshments at the meetings of the Association and for social functions determined by the Board of Directors.

(c) Public Relations. This committee shall collect/write articles about GWWCA and make this content available for a periodic newsletter to be distributed through an email message to all members and posting on the GWWCA website. It shall furnish the media with information as required for special occasions or events, which the Association may sponsor or support.

(d) Land Use. This committee shall represent the Greater Wilton Woods Citizens Association at the Lee District Land Use Advisory Committee meetings. The Chairperson of this committee shall be the primary voting representative for GWWCA. The chairperson shall keep the GWWCA Board informed of any land use issues in and adjacent to the boundaries of GWWCA. At each members meeting, a committee representative will give a presentation of land use issues in and adjacent to the boundaries of GWWCA.

Section 3. Special Committees

(a) Budget and Finance. It shall be the duty of this committee, to receive and consider all proposed actions of the Association relating to funds for projects approved by the Association. This committee, with the Treasurer as the chairperson, shall prepare an annual budget and a statement of income and expenditures. The budget shall be presented to the membership at each first regular meeting of the calendar year, and afterwards sent each to the Members. This budget shall serve as an authorization of Association expenditures.

(b) Website. It shall be the duty of this committee to specify the content of the GWWCA website, to keep the maintenance level of the software used by the website current, to keep the domain name (www.gwwca.org) from expiring by authorizing payment for the renewal of the domain name, and to authorize payments to the company that hosts the GWWCA website. The chairperson of this committee will oversee the webmaster for the GWWCA website.

(c) Election. It shall be the duty of this committee to collect candidate names for each elected office (President, Vice President, Secretary, and Treasurer). During the election, the committee shall be responsible for counting the votes and declaring the winner for each elected office.

Section 4 Committee Budgets. Committee chairpersons can authorize expenditures and request reimbursement (with supporting receipts) up to the amount specified in the annual budget. The majority of the Board of Directors must approve any expenditure that exceeds the budgeted amount. Under no circumstances shall the committee chairpersons authorize funds nor shall GWWCA spend any funds that results in a negative balance in any GWWCA bank account.

ARTICLE X BOOKS AND RECORDS

During reasonable business hours, the books, records, and papers of the Association shall be subject to inspection by any Member. The Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any Member, and shall be maintained on the GWWCA website.

ARTICLE XI MEMBERSHIP AND DUES

Section 1. Membership

(a) Eligible Members. Any household or entity within the Association Boundaries, hereinafter referred to as the "Boundaries," may become a Member of the Association by submitting a request to the Board of Directors and paying the required dues.

(b) Boundaries. The membership area as defined by a specific geographic area which includes the streets of: Ashby Manor Place, Bayliss Place, Bayliss Knoll Court, Beech Tree Drive, Benfield Drive, Bethel Road, Budd Way, Candlelight Court, Dewey Drive, Fallen Tree Court, Florence Lane, Fort Hill Drive, Franconia Road (South side of Franconia Road from Telegraph Road thru 4011), Gentle Court, Gentle Lane, Holly Tree Drive, Ivanhoe Lane (through 3900 Block), Juneberry Court, Lebanon Road, Locust Lane, Madison Hill Court, Marl Pat Drive, Mulberry Court, Oakland Drive, Old Telegraph Road from North intersection of Telegraph to South intersection of Telegraph, Otley Drive, Pike Branch Drive, Pine Brook Road, Rebecca Jane Way, Redwood Lane, School Street (from Shaffer Drive through 3004), Shadow Walk, Shaffer Drive, Shannon Hill Road, Sharon Chapel Road, Stegen Drive, Telegraph Road (from Franconia Road to North intersection

with Old Telegraph), Wilton Hall Court, Wilton Knoll Court, Wilton Road, Wilton Woods Lane, Wooden Valley Court, and Woodside Road. If additional streets or residences are added within this defined area, they shall be considered a part of the Boundaries of the Association. Exceptions or modifications to these boundaries are permitted by a vote of the Board of Directors.

Section 2. Dues. Membership dues shall be equally assessed to the Membership and payable for each GWWCA fiscal year. The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December. If assessed dues are not paid in a timely manner, the Association shall remove the Member from the Association.

ARTICLE XII AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control.