

**BY-LAWS OF THE BLUE RIDGE MOUNTAIN CIVIC ASSOCIATION (BRMCA)  
BLUEMONT, VIRGINIA**

**Founded September 2003**

**IRS Recognition as a Civic Organization: November 24, 2003**

**Founders**

**Frank Cefalu    Joseph Davitt    Ken Lawson    Sigrid Pollari    Thomas Shifflett**

**ARTICLE I - NAME**

The name of this organization shall be BLUE RIDGE MOUNTAIN CIVIC ASSOCIATION (BRMCA), herein also referred to as “the Association.”

**ARTICLE II - PURPOSE**

The mission of the BRMCA is to preserve the unspoiled beauty of the mountain and to protect the resources of forest, water and wildlife so that residents can enjoy the privacy and peacefulness of a woodland community.

The Association shall devise strategies and take actions that promote the general welfare of the community and the residents. BRMCA will educate members regarding land use regulations of Loudoun and Clarke Counties. BRMCA will address environmental and safety concerns in the community and adjacent Appalachian Trail. The Associations and its activities shall be strictly non-partisan, non-sectarian and non-political.

**ARTICLE III - COMMUNITY BOUNDARY**

The BRMCA community shall include all homes accessed from Route 601. Route 601 is known as Blue Ridge Mountain Road as it runs between Route 50 (John Mosby Highway) and Route 7 (Harry Byrd Highway), and is known as Raven Rocks Road where it continues north of Route 7.

**ARTICLE IV - MEMBERSHIP**

SECTION 1. All persons eighteen (18) years of age and older, who reside or own property within the community boundaries, are eligible for voting Membership and shall become members of the BRMCA upon payment of dues annually. Other persons may become non-voting members by paying dues annually.

SECTION 2. Annual dues shall be \$30.00 (thirty dollars) per household due in the month of January each year. Dues may be changed by a vote of the Membership per Article XI of these By-Laws.

SECTION 3. New members who join the BRMCA between September first and December thirty-first of a calendar year shall be accorded a grace period for the purpose of dues payment, until January of the following calendar year.

#### **ARTICLE V - OFFICERS**

SECTION 1. The Officers of the BRMCA shall be President, Vice President, Treasurer and Secretary. The duties and powers of the Officers shall be as set forth in this Article.

SECTION 2. The President shall preside at all meetings of the Association and shall perform such other duties as pertain to this office, including: (a) acting as spokesperson on matters of concern to the Association; (b) appointing members as chairpersons of committees, except the Committee on Nominations, and (c) serving as an ex officio member of all committees except the Committee on Nominations and the Financial Oversight Committee.

SECTION 3. The Vice President shall assist the President and shall perform such duties as may be delegated by the President. The Vice President shall be generally in charge of the General Membership program. In the absence of the President, the Vice President shall perform the duties of the President. In the event of a vacancy in the office of President, the Vice president shall automatically assume the office of President.

SECTION 4. The Treasurer shall: (a) receive all dues; (b) account for all funds of the Association; (c) disburse funds only by check as provided in the By-Laws, and (d) perform such other duties as pertain to this office, to include maintaining membership lists in conjunction with the Secretary, submitting an annual budget to the Board for review, and providing records at the time of all account audits. In the absence of the President and the Vice President, the Treasurer shall perform the duties of the President.

SECTION 5. The Secretary shall: (a) take the minutes of all General Membership and Board meetings of the Association; (b) keep the roll of Officers, other Officials and Committees; (c) keep a list of Members of the Association, and (d) perform such other duties as pertain to this office. In the absence of the President, Vice President and Treasurer, the Secretary shall perform the duties of the President.

#### **ARTICLE VI - EXECUTIVE COMMITTEE AND BOARD OF DIRECTORS**

SECTION 1. The Founding Board of Directors will adopt the Organizational Document, call the first general meeting, nominate a slate of Officers, and conduct the election of Officers.

SECTION 2. The Executive Committee shall be comprised of the elected Officers and Appointed Directors, up to a maximum of eleven (11) persons in all. The appointed Directors shall be

nominated by and serve at the pleasure of the Executive Committee for a term of two years, beginning in odd-numbered years. The Executive Committee should include representation from each county as well as from the northern and the southern portions of the community.

SECTION 3. The Executive Committee may appoint Officers to fill any vacancies which may occur between elections, from within this Committee or from the Membership of the Association.

SECTION 4. The Executive Committee shall be vested with the general management of the affairs of the Association. It shall act for the Association in matters specifically delegated to it by the Membership and may act for the Association between meetings of the Membership on any matter. Any such action shall be reported at the next meeting of the Association. The Executive Committee shall be subject to the orders of the Association, and none of its actions shall conflict with positions taken by the Association. The Executive Committee may adopt rules for its proceedings, including the admission to this Committee from time-to-time of other members to fill vacancies prior to the next election.

SECTION 5. It shall be the duty of the Executive Committee to call the chairpersons of the various committees together, when advisable, and sit in council with them so that a close coordination may be maintained at all times on matters pertaining to committee work and so that reports may be made periodically to the Executive Committee. The Executive Committee shall also give aid and counsel to all committees when asked. At the request of the President or the Executive Committee, chairpersons, or their representatives, shall attend meetings of the Executive Committee, but may not propose or vote on motions.

#### **ARTICLE VII - COMMITTEES**

SECTION 1. The President, with the approval of the Executive Committee, shall, from time to time, establish and/or dissolve standing committees.

SECTION 2. the President, with the approval of the Executive Committee, shall, from time to time, establish Special Committees with such duties as are deemed proper.

SECTION 3. Reports of Committees, both standing and special, shall be made in writing periodically to the Executive Committee.

#### **ARTICLE VIII - NOMINATIONS, ELECTIONS AND TERM OF OFFICERS**

SECTION 1. The Executive Committee shall appoint a Committee on Nominations composed of three (3) members. The members shall select a chairperson from amongst themselves. The Committee on Nominations shall report a list of nominees for each elective office.

SECTION 2. Following the report from the Committee on Nominations, additional nominations for any elective office may be made from the floor by any member in good standing. In all nominations, previous consent shall have been obtained.

SECTION 3. Elections shall be by secret ballot, and shall be held in the spring of even-numbered years. All members in good standing and present shall be entitled to vote. The nominee for each office receiving the largest number of votes cast shall be declared elected. If there is only one candidate for any office, the election for that office, or offices, may be by voice vote, subject to poll.

SECTION 4. Elected Officers shall be installed at the end of the general meeting in which elections occur (even- numbered years) and shall serve a term of two (2) years.

SECTION 5. No member shall hold more than one elective office at a time.

SECTION 6. The outgoing President shall continue to serve on the Executive Committee for a minimum of one (1) year in order to aid in transition and continuity.

SECTION 7. If the Executive committee fails to appoint a Committee on Nominations, or fails to hold an election of Officers by July of each election year, a quorum of members in good standing may call a meeting of the membership and elect Interim Officers, provided that all Members living within the Association's boundaries have received written notification of the meeting at least one week in advance. The Interim Officers shall serve for no more than one year. During that year, the Interim Officers shall conduct the business of the Association, shall appoint a Committee on Nominations, and shall hold an election of Officers. All records and property of the Association shall be turned over promptly to the Interim Officers by the previous Officers and committee chairpersons.

#### **ARTICLE IX - VACANCIES AND REMOVALS**

SECTION 1. If any office, other than that of President, becomes vacant by reason of death, resignation, retirement, disqualification, removal, or any other cause, the Executive Committee shall appoint a successor or successors to serve for the remainder of the term or terms.

SECTION 2. Any elected Officer or other official may be removed from office for good cause by a two-thirds ( $\frac{2}{3}$ ) vote of the Members present at any meeting of the Association, provided the resolution proposing such removal has been adopted at the previous meeting. Any appointed Director may be removed for good cause by a vote of the Executive Committee.

#### **ARTICLE X - MEETINGS**

**SECTION 1.** The General Meetings of the Association shall be held at times and places selected by the Executive Committee, or by the Membership of the Association. In general, these meetings will be held semi-annually, with at least seven (7) days prior notice given to the membership.

**SECTION 2.** A meeting of the Executive Committee shall be held within thirty (30) business days after the election meeting of the Association. Thereafter, meetings of the Executive Committee shall be held regularly at a time and place designated by the President and at the call of the President, or upon the written request of three (3) members of this Committee.

**SECTION 3.** Each General and Executive Board meeting shall have a written agenda and minutes.

**SECTION 4.** Meetings of any Committee of the Association may be held as required, and on any subject within the responsibility of the Committee. The chairperson shall call the meetings and select the times and places for these meetings. Actions of both standing and special Committees shall be made to the Executive Committee, either in writing or verbally by attendance at an Executive Committee meeting.

#### **ARTICLE XI - QUORUM AND VOTING**

**SECTION 1.** A majority of the Executive Committee, plus sufficient members of the Association to constitute one-fourth (1/4) of the total membership shall constitute a quorum of the Association for the transaction of any business. Meetings may be held even if a quorum is not present, provided that action taken at such meeting shall be effective only if thereafter approved by the full Executive Committee, or by a meeting of the Association at which a quorum is present.

**SECTION 2.** A majority of the members of the Executive Committee, or any Committee of the Association, shall constitute a quorum for the transaction of any business properly before them.

**SECTION 3.** Unless otherwise provided in these By-Laws, all action by the Membership, the Executive Committee and any other Committee, shall be by majority vote of the members present and voting.

#### **ARTICLE XII - FISCAL OPERATIONS**

**SECTION 1.** The Association shall adopt a calendar year for its fiscal operations.

**SECTION 2.** The fiscal affairs of the Association shall be governed by an annual budget to be adopted by the Executive Committee. The annual budget shall cover the regular and ordinary expenditures of the Association and may be revised at any time by the Executive Committee.

SECTION 3. Disbursements made in accordance with the annual budget adopted by the Executive Committee may be made without further vote by the Executive Committee. Other expenditures shall be approved in advance by the Executive Committee.

SECTION 4. All disbursements shall be made by check and shall require two (2) signatures. Designated signatories shall be the Treasurer, the President and the Vice President.

SECTION 5. The funds of the Association shall be deposited in a bank which is insured by the Federal Deposit Insurance Corporation and which is approved by the Executive Committee.

SECTION 6. A Financial Oversight Committee of not more than three (3) members shall be appointed by the President. This Committee shall not include those officers with the authority to sign checks. This Committee shall inspect the Treasurer's accounts at the close of the fiscal year, when the position of Treasurer changes, or at the discretion of the President, and shall report its findings to the Executive Committee within thirty (30) days.

#### **ARTICLE XIII - PROPERTY AND RECORDS**

All Officers and Members of the Association holding or charged with the responsibility for the custody and maintenance of any records or correspondence, documents and funds and any other property of the Association shall turn over promptly to their successors all such records and property. If delivery to the successor cannot be accomplished, delivery shall be made to the Secretary or the Vice President. Successors shall be responsible for obtaining from their predecessors all records and other property of the Association.

#### **ARTICLE XIV - PARLIAMENTARY AUTHORITY**

SECTION 1. The rules contained in the most current edition of Robert's Rules of Order, Newly Revised, shall govern the Association.

SECTION 2. The Parliamentarian, to be appointed by the Executive committee, shall be the custodian of these By-Laws, shall incorporate herein all duly adopted amendments, shall confirm that the Secretary correctly records amendments in the official records of the Association, and shall act as advisor to the Association and the Executive Committee on all parliamentary matters. This appointment may be from within the Executive Committee or from within the Membership of the Association.

#### **ARTICLE XV - AMENDMENTS**

Amendments to these By-Laws may be made at any meeting of the Association by two-thirds ( $\frac{2}{3}$ ) of the quorum of members present, provided that the proposed amendments were presented at a meeting of the Executive Committee by a duly constituted committee on By-Laws at least ten (10) days previously.