

BYLAWS of ANNANDALE AREA COMMUNITY TEAM

ARTICLE 1 - NAME, PURPOSE

Section 1: Name. The name of the organization shall be the Annandale Area Community Team (ACT).

Section 2: Purpose. ACT was formed for the sole purpose of positively impacting the Annandale area community by completing community improvement projects identified through community dialogue around making a great community better.

ARTICLE II - MEMBERSHIP

Section 1: Membership. Membership shall consist of the board of directors and members of Community Teams.

ARTICLE III BOARD OF DIRECTORS

Section 1: Board Role, Size, Composition. The board is responsible for overall policy and direction of the association, and delegates responsibility for day-to-day operations. The board shall have up to 21, and no fewer than eight, members. The board must consist of at least one representative from each Community Team with the remaining members being at large. The board receives no compensation other than reasonable and approved expenses.

Section 2: Terms. All board members shall serve two-year terms.

Section 3: Board Meeting. The board shall meet at least annually, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least two weeks in advance. The bylaws shall be read in their entirety at the first meeting of each calendar year.

Section 4: Special Meeting. Special meetings may be called by the chairperson, the executive committee, or a simple majority of the board of directors. Notice of special meetings shall be sent out by the secretary to each board member at least 48 hours in advance.

Section 5: Notice of Meetings. Written notice of all meetings of the members shall be given to all members at their last known address, fax number, or e-mail address as shown on the records of the association.

Section 6: Board Elections. During the last quarter of the calendar year, the board of directors shall elect directors to replace those whose terms will expire at the end of the calendar year. This election shall take place during a regular meeting of the directors in accordance with the provisions of these bylaws.

Section 7: Election Procedures. New directors shall be elected by a majority of directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next calendar year.

Section 8: Quorum. A quorum must be attended by at least forty percent or a minimum of four members of the board before business can be transacted or motions made or passed.

Section 9: Officers and Duties. There shall be a minimum of four officers of the board consisting of a chair, vice-chair, secretary, treasurer, and an optional youth representative. The officers shall be elected by the board during the last quarter of the calendar year. They shall serve two year terms, the terms shall be staggered. Their duties are as follows:

The chair shall convene regularly scheduled board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: vice-chair, secretary and treasurer.

The vice-chair shall fulfill the role of the chair in his/her absence.

The secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

The treasurer shall make a financial report at each board meeting, assist in the preparation of the budget and make financial information available to board members and the public.

The youth representative shall act as a liaison to youth in the Annandale area through two way communication.

Section 10: Vacancies. When a vacancy on the board exists, nominations for new members may be received from present board members by the secretary two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. All vacancies will be filled only to the end of the particular board member's term.

Section 11: Resignation, Termination and Absences. Resignation from the board must be in writing and received by the Secretary. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 12. Voting Rights. No individual member of the board of directors shall exercise more than one vote even though such member serves the board of directors in more than one representative capacity.

ARTICLE IV - COMMITTEES

Section 1: Committee Formation: The board may create committees as needed, such as public relations, fund raising, data collection and Community Teams that are formed to address identified needs within the community.

Section 2: Executive Committee: The five officers serve as the members of the executive committee. Except for the power to amend the Articles of Incorporation and Bylaws, the executive committee shall have all of the powers and authority of the board of directors in the intervals between meetings of the board of directors, subject to the direction and control of the board of directors. The executive committee's duties will include: the completion of an annual report, the creation of a budget, and to act in an advisory role to the project committees.

Section 3: Community Team Responsibilities: Each Community Team must elect a chair or team leader. Each team is responsible for creating working goals, providing and managing a budget for team activities and to provide a quarterly progress report to the board. Community Teams have the ability to expend and fundraise within the budget that was approved by the board. Community Team chairs or leaders are responsible for

submitting all documentation necessary on forms approved by the board for expenditures and reimbursements.

ARTICLE V - STAFF

Section 1: Contract Staff: As needed board members may elect to hire consultants to carry out the operations of ACT.

ARTICLE VI - FISCAL MANAGEMENT

Section 1. Fiscal Year. The association shall operate and shall close its annual books of account on a fiscal year as determined by the board of directors.

Section 2. Annual Budget: The board must approve the budget. Any major change in the budget must be approved by the board or the executive committee. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to board members and the public.

Section 3. Loans and Indebtedness. No loans shall be contracted on behalf of ACT, nor evidence of indebtedness shall be issued in its name unless authorized by the board of directors or the executive committee. Such authority shall be general or confined to specific documents.

Section 4. Conflict of Interest. The board shall not enter into any agreement or transaction with (a) one or more of its directors, (b) a director of a related organization, or (c) an organization in which a director of ACT is a director, officer or legal representative, or in some way has a material financial interest unless:

1. That interest is disclosed or known to the board of directors,
2. The board approves, authorizes or ratifies the action in good faith,
3. The approval is by a majority of directors (not counting the interested director),
4. At a meeting where a quorum is present (not counting the interested director).

The interested director may be present for discussion to answer questions, but may not advocate for the action to be taken and must not be present while a vote is taken. The minutes of all action taken on such matters shall clearly reflect that these requirements have been met.

ARTICLE VII - PROCEDURE

Section 1. Procedure. The meetings of the association shall be governed by Roberts Rules of Order, Newly Revised. The chairperson of the board of directors shall have the authority to appoint a parliamentarian at any meeting.

ARTICLE VIII - AMENDMENTS

Section 1: Amendments. These Bylaws may be amended when necessary by a two-thirds majority of the board of directors. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements.