

GOOSE CREEK ASSOCIATION BY-LAWS

(updated 4-18)

ARTICLE 1 - BOARD OF DIRECTORS

1. The Board of Directors shall consist of not less than 10 (10) nor more than twenty (24) members, all of whom shall be members of the Association in good standing and residents of Loudoun or Fauquier County. The initial Board of Directors shall consist of twelve founding members of the Association, and such number may be altered from time to time at the discretion of the Board. Subsequent directors shall be elected by the members for three (3) year terms. No board member may serve more than two consecutive terms (six years), but, after a lapse of one year, a former Board member may be re-elected to membership on the Board. This limitation of term shall not apply to any member of the Board who shall have been nominated for President/Chair/Co-Chairs/Secretary/Treasurer or Program Chair(s).
2. The Board of Directors shall have the responsibility for the general management and control of the Association and its property in accordance with the Articles of Incorporation. The Board shall meet regularly at least four times each year upon notice by the Secretary and at such other times as the President/Chair/Co-Chairs or any three members deem necessary. Board meetings may be held at any place designated by the Board or by the President. A quorum for the transaction of business shall consist of not less than half of the members of the Board, and all matters shall be decided by a majority vote of the members present and voting, or by telephonic or electronically transmitted vote. Should a quorum not be present at a meeting of the Board of Directors, the meeting shall proceed, but no matter will be decided until a majority vote of the Board is obtained.
3. At the first regular meeting of the Board following an annual membership meeting, the Board shall elect a President/Chair/Co-Chairs, a Vice President/Vice-Chair, a Secretary and a Treasurer from its members (officers), as need be, for a term of three (3) years, unless less time is specified. No officer may serve more than two consecutive terms (six years)
4. Any member of the Board of Directors or any of its officers may be removed there from by a vote of two-thirds of the whole Board. In such cases, the vote shall be by a ballot. Vacancies on the Board of Directors may be filled

by an election by the Board of Directors at any regular or special meeting.

5. The Board may institute and authorize public meeting, forums, entertainments and other types of events and activities designed to further the objectives of the Association, subject, however, to such rules and regulations as it considered to be in the best interest of the Association.
6. The Board may from time to time establish such special committees, including an Executive Committee, as it may deem appropriate to fulfill the purpose of the Association. The Executive Committee shall be chaired by the President/Chair/Co-Chairs of the Association and shall consist of such members as he/she may designate subject to approval by the Board. The Executive Committee shall have such authority to act as may from time to time be delegated to it by the Board as a whole.
7. Regular scheduled meetings of the Board of Directors shall be held during the year, except for July and August unless needed. If without a good cause and notification to the President or Secretary, any Board member is absent from more than half of the regularly scheduled Board meetings, he/she shall be deemed to have resigned.

ARTICLE 11 - ANNUAL MEETINGS

1. There shall be an annual meeting of the members of the Association in June of each year at such time and place as the Board of Directors may designate. The Board of Directors may call, from time to time, special meetings of the membership of the Association.
2. Written notice of the date, time and place of each annual and each special meeting of the members of the Association shall be given to each member no less than ten (ten) days before the date of the meeting, except that notice of a meeting of members to vote on such matters as are referred to the members by the Board of Directors other than the annual meeting shall be given not less than twenty-one (21) days before the meeting. Notice of any meeting of the members shall state the purpose or purposes for which it is called.
3. Each member of the Association who is in good standing shall have one vote on any matter placed before the annual meeting or any special meeting of the Association. Voting shall be by voice, by show of hands or by written

ballot, within the discretion of the Chair of the meeting and the Chair's ruling on the result shall be conclusive. No voting by proxy shall be required unless the Chair recognizes an informal proxy that shall be read to the meeting. A quorum for the conduct of business shall consist of not less than twenty (20) members of the Association, present and voting. A majority vote of the members present in person shall be determinative of all matters presented to the meeting but shall not be controlling for purposes of corporate law.

ARTICLE 111 - OFFICERS

1. The officers of the Association shall be a President or Chair, Vice President or two Co-Chairs, a Secretary and a Treasurer, who shall be elected for the term of three (3) years, and shall hold office until their successors are duly elected and qualified. All officers must be directors of the Association; and any officer who ceases to be a director shall cease to hold office as soon as his/her successor is elected and qualified. The offices of Secretary and Treasurer may be held by one person.
2. The President or Co-Chairs shall preside at all directors meetings and meetings of the Association and over the other officers, and shall perform all such duties as are incident to his/her office. In case of the absence or disability of the President, the Vice President or the Co-Chairs shall assume his/her duties and responsibilities. In the absence of the President and Vice President or Co-Chairs, the senior member of the Board present shall preside.
3. The Secretary shall keep a record of all meetings of the Association and of the Board of Directors. He/she shall conduct the correspondence of the Association not otherwise provided for, shall give notices of all meetings of the Association and of the Board of Directors, shall furnish the Treasurer with the names of all new members, and shall provide a copy of the Articles of Incorporation and By-Laws of the Association upon the request of a member.
4. The Treasurer shall keep the accounts and have charge of all the funds of the Association and shall sign or countersign all checks not signed by the Chair. He/she shall keep a current list of the members, and shall make payments upon orders approved by the Board of Directors. He/she shall render statements of the accounts and a balance sheet of the books for the

Association's financial year at the annual meeting of the Association and at such other times are requested by the Board of Directors. The President/Chair/Co-Chairs shall appoint, at their discretion or upon a vote of the Board, an independent accountant to conduct an audit of the Treasurer's books and accounts and to report back to the Board of Directors. The Board of Directors shall have the power in its discretion to approve the disbursement of funds by the Treasurer to any non-profit organization with similar objectives in the Commonwealth of Virginia.

5. The Board of Directors may elect two Co-Chairs of the Board, one of whom shall be a director of the Association residing in Fauquier County, and the other of whom shall be a director of the Association residing in Loudoun County. The Co-Chairs shall preside alternatively, or as otherwise agreed between them, at all meetings of the Board of Directors and meetings of the members of the Association, and wherever the word President appears in these By-Laws the Chairmen shall be substituted. The President or Co-Chairs shall be empowered to execute all legal documents requiring signature as are incident to the office of a chief executive. For purposes of Virginia law the President or Co-Chair's in office for the time being shall be the registered agent of the Association.

ARTICLE IV - MEMBERS

1. The voting members of the Association shall be those who have paid dues for the current year.

ARTICLE V - DUES

1. There is no initiation fee for election to membership. Annual dues shall be not less than \$25.00 for an individual voting membership and \$35 for a family voting membership, and such amounts for other voting memberships as the Board may decide.

ARTICLE VI - EXPULSION

1. Any member infringing the Articles of Incorporation, By-Laws or other rules and regulations of the Association, or conducting himself/herself in a manner prejudicial to the welfare and interest of character of the Association, shall be subject to expulsion by a vote of a majority of the Board of Directors.

ARTICLE VII - LIMITATIONS OF RESPONSIBILITY AND INDEMNITY

1. The Association shall not be responsible for supplies furnished to it or for engagements creating indebtedness, excepting of orders issued under authority of the Board of Directors.
2. The Association shall not be responsible to members or guests for loss or damage to their property occurring during meetings or other activities sponsored by the Association.
3. Directors and officers of the Association acting in accordance with their good faith judgment of the best interests of the Association shall not be liable for the errors of act or omission in the management of the affairs of the Association. To the extent practicable, in the discretion of the Board of Directors, an insurance policy may be obtained to indemnify the Directors and officers of the Association against any alleged liability by reason thereof.

ARTICLE VIII - AMENDMENTS

These By-Laws may be altered or amended by the vote of a quorum of the Board of Directors, at any regular or special meeting, provided that such proposed amendments shall have been presented or circulated to the members of the Board at least one week preceding the meeting at which they are considered.

Amended: April 11, 2018.

