

# **BROAD RUN FARMS CIVIC ASSOCIATION (BRFCA) BYLAWS**

AS VOTED UPON AT THE BRFCA MEETING ON 10/9/2024

## **ARTICLE I. OFFICE**

### **SECTION 1. LOCATION**

The location of the registered and principal office in this state shall be in the area known as Broad Run Farms in Loudoun County with the address of the BRFCA to be the current President's address. At this location shall be kept a record giving the names and addresses of the members entitled to vote.

## **ARTICLE II. MEMBERS**

### **SECTION 1. ELIGIBILITY TO MEMBERSHIP**

The membership of the Association shall be limited to all owners of property in the area known as Broad Run Farms subdivision, and adult residents of Broad Run Farms.

### **SECTION 2. ADMISSION TO MEMBERSHIP**

Anyone desiring to become a member shall verify that he or she is a resident or owner in Broad Run Farms, and remit the appropriate membership fees to the treasurer. Upon receipt of the appropriate fees by the treasurer, the applicant shall be a member in good standing.

### **SECTION 3. VOTING RIGHTS**

Each member shall be entitled to one vote on each matter submitted to a vote of the members unless such member is delinquent in dues to the Association. Such member shall not be entitled to vote until the delinquency is remedied. Owners of multiple lots are entitled to one (1) vote only.

### **SECTION 4. TERMINATION OF MEMBERSHIP**

Membership coincides with the Association's fiscal year, as specified in article IX. All memberships must be renewed at the start of the new term. Any member delinquent in dues for a period in excess of 90 days beginning on the first day of the new fiscal year shall be deemed terminated from membership.

## **ARTICLE III. MEETINGS OF MEMBERS**

### **SECTION 1. ANNUAL MEETING**

The regular meeting of the members in the month of March of each year shall be designated the annual meeting for the purpose of electing directors and officers, and for the transaction of such other business as may come before the meeting.

## SECTION 2. REGULAR MEETINGS

A regular meeting of the members of the Association shall be held at least every quarter at a time and place designated by the board of directors. At such meetings, the secretary shall read the minutes of the last meeting of the Association and report actions of the board of directors taken at any meeting subsequent to the last regular meeting of the Association.

## SECTION 3. SPECIAL MEETINGS

Special meetings of the membership may be called upon the request of the president, a majority of the board of directors, or not less than one-tenth of the members having voting rights, which request must state the purpose of the meeting.

## SECTION 4. NOTICE OF MEETINGS

Written or posted notice stating the place, day and hour of any regular or special meeting of members shall be provided not less than three days before the date of such meeting. In case of a special meeting, the purpose or purposes for which the meeting is called shall be stated in the notice.

## SECTION 5. QUORUM

For annual, regular or special meetings, six of the voting members shall be present to constitute a quorum.

## SECTION 6. PROXIES

At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his or her duly authorized attorney-in-fact. Such written proxy must be cast by a member present at the meeting, but no person shall be entitled to cast more than one proxy vote on each issue.

## SECTION 7. MANNER OF ACTING

The act of a majority of the members present, at a meeting at which a quorum is present, shall be the act of the members.

# **ARTICLE IV. BOARD OF DIRECTORS**

## SECTION 1. GENERAL POWERS

The board of directors shall have the powers and duties necessary or appropriate for the administration of the affairs of the Association. All powers of the Association, except those specifically granted or reserved to the members by law, the Articles of Incorporation, or these bylaws, shall be vested in the directors. The president, or any other officer or member duly authorized by the president, shall be entitled to reimbursement for reasonable personal expenses when conducting official Association business (i.e., attendance at county sponsored meetings which affect the welfare of the Association, mileage and expense reimbursement, etc.). Such reimbursement shall be approved by a majority of the board of directors. In addition, any regular expenditures or obligations entered on behalf of the Association must be referred to a regular meeting of the members for approval. In case of urgency the Board of Directors, at a special meeting of the directors, may approve the expenditure or obligation without a vote of the membership. In that case, the expenditure or obligation must be presented to the next regular meeting of the members for information only.

## SECTION 2. MEMBERS. TENURE AND QUALIFICATIONS

The number of directors shall be a minimum of four and a maximum of nine. Each of the officers shall be a director, and (at his or her option) one director shall be the immediate past president. Each director shall hold office until the next annual meeting of members and/or until his or her successor shall have been elected and qualified. Each director must in his or her own name and right be a voting member of the Association.

## SECTION 3. REGULAR AND SPECIAL MEETINGS

The board of directors shall meet at the call of the president or at the request of any two directors.

## SECTION 4. QUORUM

A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board.

## SECTION 5. MANNER OF ACTING

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or by these bylaws.

## SECTION 6. VACANCIES

Any vacancy occurring on the board of directors may be filled on an interim basis only by the board of directors at their next meeting, and a successor shall be elected by the members at the next regular membership meeting. A director elected to fill the vacancy shall be elected for the unexpired term of his or her predecessor in office.

# **ARTICLE V. OFFICERS**

## SECTION 1. OFFICERS

The officers of the Association shall be a president, a vice-president, a secretary, and a treasurer. No two offices may be held by the same person.

## SECTION 2. ELECTION AND TERM OF OFFICE

The president, vice-president, secretary and treasurer shall be elected annually at the regular March meeting of the membership. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified. The regular term of office shall be 12 months. No such officers shall serve consecutively more than two annual terms in the same office, except when extended by a vote of the membership with approval by the board of directors. No officer shall serve more than three (3) consecutive terms in the same office. He/she may be eligible to serve again after one year has elapsed between terms.

### SECTION 3. REMOVAL FROM OFFICE

Any officer may be removed from office, with or without cause, by the vote of not less than 75% of the members present at a meeting of the membership, provided notice of such proposed action shall have been duly given in the written or posted notice of the meeting. The officer involved shall be given an opportunity to be heard at such meeting.

### SECTION 4. VACANCIES

A vacancy in the office of the president shall be filled as provided in section 6 of Article V. Any other vacancy may be filled on an interim basis only by the board of directors at the next board meeting, and a successor shall be elected by the members at the next regular membership meeting. An officer elected to fill the vacancy shall be elected for the unexpired term of his or her predecessor in office.

### SECTION 5. PRESIDENT

The president shall be the principal executive officer of the Association and shall, in general, supervise and control all of the business and affairs of the Association. He or she shall preside at all meetings of the members and of the board of directors. He or she may sign, with the secretary or any other proper officer of the Association authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has duly authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these bylaws or by statute to some other officer or agent of the Association; and in general, he or she shall perform all the duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

### SECTION 6. VICE-PRESIDENT

In the absence of the president or in the event of his or her disability or refusal to act, the vice-president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice-president shall perform such other duties as from time to time may be assigned him or her by the president or by the board of directors. If, for any reason, the office of president becomes vacant, the vice-president shall automatically become president.

### SECTION 7. TREASURER

If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the board of directors shall determine. The treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of article vii of these bylaws; and in general, perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the president or the board of directors. The treasurer shall make a report of the status of the treasury at each regular meeting of the membership.

## SECTION 8. SECRETARY

The secretary shall keep the minutes of the meetings of the members and of the board of directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the Association records and of the seal of the Association and see that the seal of the Association is affixed to all documents, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post office address of each member which shall be furnished to the secretary by such member; and in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the president or board of directors.

## **ARTICLE VI. COMMITTEES**

### SECTION 1. COMMITTEES

Various committees may be established, as needed, for the purpose of revision, improvement or study to ultimately benefit the entire Association. Such committees shall be approved by the board of directors at their inception, shall appoint their own committee chairmen, and submit their findings/recommendations to the board of directors for the board's approval. Each committee shall, upon approval by the board of directors, have its findings/recommendations placed on the agenda for the next regular meeting, for general membership approval. At the conclusion of the project, the committee will be terminated.

### SECTION 2. COMMITTEE EXPENSES

Any committee whose projects involve the expenditure of money must refer their expenditures or obligations to a regular meeting of the members for approval. In case of urgency, the Board of Directors, at a special meeting of the directors, may approve the expenditure or obligation without a vote of the membership. In that case the expenditure or obligation must be presented to the next regular meeting of the members for information only.

### SECTION 3. QUORUM

A majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

## **ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS, ETC.**

### SECTION 1. CONTRACTS

The board of directors may authorize any officer or officers, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances, but Association property may only be disposed of or encumbered as provided in ~~section 13-232~~ of the 1950 code of Virginia.

## SECTION 2. CHECKS. DRAFTS. ETC.

All checks, drafts or orders for payment of money, notes or other evidence of indebtedness issued in the name of the Association shall be signed by the treasurer, as recommended by the board of directors. Board approval shall be duly noted in the secretary's minutes.

## SECTION 3. DEPOSITS

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the board of directors may select.

## SECTION 4. GIFTS

The board of directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

# **ARTICLE VIII. BOOKS AND RECORDS**

## SECTION 1. BOOKS AND RECORDS OF ACCOUNT

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors, and committees having any of the authority of the board of directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member or his or her agent or attorney for any proper purpose at any reasonable time.

# **ARTICLE IX. FISCAL YEAR**

## SECTION 1. FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and end on the last day of December.

# **ARTICLE X. DUES**

## SECTION 1. ANNUAL DUES

The board of directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the Association by members. Dues increases shall be approved by the board of directors, based on the membership's recommendations, and shall be approved by the general membership at the next regular meeting of members. Dues increases shall become effective on the first day of the next fiscal year following membership approval.

## SECTION 2. PAYMENT OF DUES

Dues shall be payable in advance on the first day of January in each year.

### SECTION 3. DEFAULT AND TERMINATION OF MEMBERSHIP

When any member is delinquent in the payment of dues in excess of ninety days after the start of the new fiscal year, his or her membership shall be terminated as provided in Article II of these bylaws.

## **ARTICLE XI. WAIVER OF NOTICE**

### SECTION 1. PROCEDURE

Whenever any notice is required to be given under the provisions of the Articles of Incorporation or by the bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE XII. AMENDMENTS TO BYLAWS**

### SECTION 1. PROCEDURE

These bylaws may be altered, amended or repealed, in whole or in part, as recommended by a majority vote of the members present at any regular meeting or a special meeting if a quorum is present and at least twenty-one days written or posted notice is given to the membership of intention to alter, amend or repeal the bylaws at such meeting.

## **ARTICLE XIII. RECREATION AREAS**

### SECTION 1. ELIGIBILITY AND MAINTENANCE

The two recreation areas are for property owners, residents, members, guests, and invitees. BRFCAs members may be eligible for specific additional access as approved by a majority vote at a BRFCAs meeting. The Association may rescind rights of access for specific individuals for violation of property rules as posted, at any regular meeting at which a quorum is present based on a majority vote by the Association. Formal notification will be provided to those individuals. Any such action will expire at a maximum of 12 months but may be renewed by majority vote. Rights of access may be reinstated early by majority vote. Removal of rights of access may be partial or complete, up to return of any access pass or keys.