

By-Laws Committee membership:

Sridhar Ganesan, Chair & Federation President, Hunter Mill District
Tim Thompson, 1st VP & Past President, Dranesville District
Bill Barfield, Past President, Braddock District
Katherine Ward, President, Mt Vernon District Council, Mt Vernon District
Ellen Young, MVCC Representative to Federation, Mt Vernon District
Luann Whittenburg, Walhaven Community Association, Franconia District

FCFCA Documents to be updated:

1. NOW - By-Laws and Process & Procedures, (BL/PP)
2. FUTURE - Articles of Incorporation, Oath of Office, COY Awards Criteria/Process

1st meeting – 10 June 2023; Sridhar, Bill, Katherine, Ellen attending

Below numbered items were merged by Bill into meeting notes and comments with references to respective existing Article/Section of the BL/PP. These notes are for continued review, discussion, editing, merging, or rejecting before drafting the proposed changes to the BL/PP. Upon Committee majority agreement on revision of each Article under review, the By-Laws Committee will write proposed BL/PP Changes wherein the proposed full-text change to that Article/Section will follow its original full-text Article/Section. The proposed BL/PP changes will be vetted and voted by the Board then vetted and voted by the membership.

NOTE: Bill is investigating several archived and old file versions to determine which are the last official versions, including off-line pdf versions. Since most of these BL/PP files are pdf, finding the original .doc or .docx file is requiring a broad search.

You may add more comments to each item (use black text) or add new numbered comments after 34. DO NOT CHANGE EXISTING ITEM NUMBERS.

Black text is Bill original items prior to 2 Jun 2023

Blue is Katherine new items 7 Jun 2023

Purple is Ellen comments 8 Jun 2023 on Katherine items

Red text is notes on discussed items by Committee in attendance 10 Jun 2023.

Green text is Luann comments 23 Jun 2023 on the Committee 10 Jun 2023 notes

1. One or two year tenure of top 3 or all officers (term limits) **Agree but TBD**

Comment #1: Recommend: Two-year tenure (term) with opportunity for successive terms not to exceed six years in same office.

Comment #2: Recommend: add text to Article VI: Board of Directors, Section 2. For eligibility to serve as a member of the Board of Directors, the nominee shall be a Federation member for a minimum of 12 months.

2. Incorporate the Electronic Meeting Policy (see separate Draft 21 May 2021) **Agree, but simplify**

Comment #3: Recommend: “The Federation is authorized to meet by means of telephone conference call or other electronic means providing, at a minimum, conditions of opportunity for simultaneous communication among all participating members equivalent to an in-person meeting. If an electronic meeting is to be held, an adequate description of how to participate (phone number provided, internet link provided, etc.) must be included in the notice for the meeting”. Note: In sample the dial-in is not active:



3. Clarify if and how a “Bulletin” is to be produced (Art V Sec 7, (3) et seq) **TBD**

Comment #4: Recommend: Use of the Federation website for Bulletin publication. As described in Article V, Section 7, (1) & (2). A policy paper is forwarded to the Federation Board by an issue-appropriate committee or District Council for review and revision and IF (the policy paper) is Board recommended, (the policy paper) is published in the next Federation Bulletin **OR** on the Federation Website announcing (a Federation policy for consideration by the membership at the next Association meeting’.

4. Clarify or remove “Newsletter Editor” (Art VI Sec 1 Board of Directors Composition) **“May have”**

Comment #5: Recommend: Revitalization of the Newsletter Editor to encourage membership and posting the Newsletter on the Federation website aligned with the Policies and Procedures (P&P) of the Second Vice President who “shall obtain written activities reports from appointees for distribution’

Comment #6: Recommend: Revising Second Vice President P&P securing semi-annual 2 | P a g e activity reports from each such appointee from SEMI-ANNUAL to QUARTERLY Article IV: Officers, Section 6: Duties, 6a: Second Vice President

5. Advance distribution of Agenda for Board and Membership meetings

Comment #7: Recommend: New text for Article V, Section 5: Notice “A notice of Federation Board and Membership meetings must include an agenda of items to be discussed or acted upon by the Board or Membership at the meeting. Notice to Federation Members of the time and place of the Membership meeting must be provided to all members at least four (4) days prior to the meeting”. Adapted from: [Board Meeting Notice Requirements | FindHOALaw](#)

Comment #8: Recommend: New text for Board of Director Meetings. “Notice of the time and place of Federation Board of Directors meetings are held solely in executive session and must be provided to all members at least two (2) days prior to the meeting”. Adapted from: [Board Meeting Notice Requirements | FindHOALaw](#)

Article V Section 5. Notice: (original text - bb)

Official notices of meetings shall be in writing and should be mailed at least ten (10) days or sent by email or fax at least seven (7) days prior to the day of the meeting.

P&P The membership database maintained by the **FIRST VICE PRESIDENT** and print outs from it shall identify those who must be notified by mail and those who may be notified by email.

6. Meeting venues – **virtual**; frequency; calendar posting

Comment #9: Recommend: Keep Article V: Membership Meetings, Section 1: Regular meetings section text as written with regular meetings held monthly in person (preferred) or virtual or by other electronic means (ref. electronic meeting policy) except during the summer months, July and August, and at a date, time, and location designated by the Federation Board of Directors.

ARTICLE V: MEMBERSHIP MEETINGS

Section 1. Regular meetings:

Regular meetings shall normally be held monthly except during the summer on such date and at such time and place as designated by the Board of Directors.

P&P Regular Association meetings shall be called on the third Thursday at 7:30 p.m. at the Board calendared location announced on the Federation Website and published in *The Bulletin*, unless a different date, time, location, or cancellation is approved by the Board. July and August meetings may be cancelled at the discretion of the Board.

Comment #10: Recommend: Revise Supplement A: Website Administration to include maintaining the calendar postings of the meeting with meeting details (ref. electronic meeting policy) and Federation meeting frequency on the website events calendar.

Comment #11: Recommend: Update Supplement A 'information posted by the Website Administrator' to 'Website Coordinator' per Article VI: Board of Directors, Section 1. Composition 3 | P a g e

Comment #12: Recommend: Add Policies and Procedures description to Supplement A: Website Administration: Website Coordinator P&P include: 1. Managing the content of the Federation's entire internet presence. 2. Performing day-to-day site maintenance. 3. Performing navigation and browser compatibility. 4. Performing quality-control for content. 5. Maintenance and/or development of small web applications. 6. Completing website updates in a timely manner. 7. Managing information about Federation meetings, activities including Federation membership application form keeping content up-to-date.

Skills: 1. Knowledge of the principles, practices, ethics and legalities of internet Web publishing. 2. Experience developing content for websites, 3. Familiarity with HTML, 4. Demonstrated initiative and ability to work independently as well as team volunteer.

7. Absenteeism criteria of elected officers to Board meetings **Agree but refine**

Comment #13: Recommend: New text: "A Federation Board of Directors member is automatically removed from the Board: (a) after three (3) unexcused absences from regular meetings during the term of office, or (b) after two (2) consecutive unexcused absences from regular meetings, or (c) after missing one-third (1/3) of the regular meetings within any consecutive 12-month period"

8. Clarify Membership Committee members and duties **Much discussion, esp. about Chair picking cmte mbrship, no firm agreement. See 18 below.**

Comment #14: Recommend: Increase Federation web presence. Consider use of social media applications such as Nextdoor, Facebook, others to connect neighborhoods and citizens associations to encourage relationships and bring attention to important issues. Suggest partnership with community organizations, perhaps the Burke Community Association or Fairfax Medical Reserve Corp, to educate and recruit new Federation members at local community events. Noted: The Federation President appoints the Membership Committee co-chair to assist the First Vice President with membership recruiting duties per the Article VI: Board of Directors, Section 1. Composition

9. Separate **YES** the COY and Nominations Committees from one person – needed? **Yes**

10. Simplify the COY process and event **Not now**

11. Add newest COY nominee qualifications criteria **Noted, but not now**

12. Member vote count and voting management **TBD, why have this process?**

Comment #15: There are several voting opportunities in the Federation. Voting provides a positive public image to members as an opportunity to engage and connect with leadership. For policy positions and important actions that impact Federation members, approval from members with vote count and voting management is essential, necessary. Voting ensures a level playing field and allows members to have a voice in Federation matters

13. Designate and identify two web masters for New & Archive sites. **TBD**

Comment #16 Recommend: Add P&P description to Supplement A: Website Administration: Website Coordinator P&P include: 1. Managing the content of the Federation's entire internet presence. 2. Performing day-to-day site maintenance. 3. Performing navigation and browser compatibility. 4. Performing quality-control for content. 5. Maintenance and/or development of small web applications. 6. Completing website updates in a timely manner. 7. Managing information about Federation meetings, activities including Federation membership application form keeping content up-to-date. Skills: 1. Knowledge of the principles, practices, ethics and legalities of internet Web publishing. 2. Experience developing content for websites, 3. Familiarity with HTML, 4. Demonstrated initiative and ability to work independently as well as team volunteer.

Comment #17: Recommend: Update Supplement A 'information posted by the Website Administrator' to 'Website Coordinator' per Article VI: Board of Directors, Section 1. Composition

14. Make all FCFCA documents digital, indexed, and hyperlinked within and between **Not now**

Comment #18 Recommend: This is a priority; impacts membership and recruitment

15. Review and update as needed the officer duty descriptions (Art IV Sec 6) **do same time as all Fed Cmte duties**

16. Incorporate the current Board and Member meeting dates (Art V Sec 4, Art VI Sec 4 P&P) **Agreed: Board – 3rd Tuesday, Mbr – 4th Tuesday (Note NOT Thursdays)**

Comment #19: Recommend Keep Article VI, Section 4: Meetings section text as written for Board of Director meetings held on the fourth THURSDAY.

Comment #20: Recommend Keep Article V, Section 1: Regular Meetings section text as written for membership meetings held on the third THURSDAY

Comment #21: Appears redundant to incorporate Board and Member meeting dates in Article V, Section 4: Quorum

17. Reaffirm the quorum count for all meetings (also **Art xx Sec yy**, Art VI Sec 7)

Comment #22: Quorum referenced in Article 5, Section 4: Quorum and Article VI, Section 7: Quorum

Comment #23: Recommend Quorum for the Board of Directors remain at 8 members (Article VI, Section 7). Includes all elected officers, Immediate Past President, District Representatives, Chairs and Co-chairs of Standing and Special Committees, Newsletter Editor and Website Coordinator.

Comment #24: Recommend Quorum for the Regular and Special meetings remain at ten (10) percent of current member associations

18. Verify committee chairs can appoint its members without Board intervention (Art VII Sec2) **DISCUSSION- Cmte chair apptd by Prez w/ Bd approval, Cmte mbrs apptd by member orgs, P&P says: Cmte chair solicits relevant advisers who needn't be cmte members. See 8 above.**

Comment #25: Recommend: No change to Article VII: Committee section text and P&P. Cmte members need NOT be appointed by member organization or magisterial districts. Committee Chairs/Co-Chairs **CONTINUE** to recruit cmte members from membership **Comment #26:** Recommend: Committee Chair solicitation of subject-relevant speakers, subject matter experts, liaisons as an informed resource to the Chair and members of the committee serves to ensure Federation committee work is consistent with Federations goals and objectives. Unnecessary to include explicit approval of Cmte subject liaisons.

Article VII, Section 2: Composition states the Board President appoints chairs or co-chairs for each Standing Committee, a Newsletter Editor, and a Website Coordinator subject to the approval of a majority of the incoming officers and active District Representatives.

P&P states Committee Chairs (or Co-Chairs) **shall attempt to recruit committee members (implied from within Federation membership)** that represent all (Fairfax County) magisterial districts: 1. Braddock, 2. Sully, 3. Franconia (formerly Lee), 4. Dranesville, 5. Mason, 6. Springfield, 7. Huntermill, 8. Mount Vernon, and 9. Providence

19. Review duties of all committees (Art VII Sec 3, 4, 5, 6); **post in web sites**

Comment #27 Recommend: This is a priority; impacts membership and recruitment

20. Update names of Magisterial Districts and District Councils (Art VIII Sec1)

Do in normal update where Districts are specifically mentioned

Comment #28: Add Huntermill and Dranesville. Fairfax County magisterial districts: 1. Braddock, 2. Sully, 3. Franconia (formerly Lee), 4. Dranesville, 5. Mason, 6. Springfield, 7. Huntermill, 8. Mount Vernon, and 9. Providence

21. Xxx deleted

22. Article II is excellent- now lets actually live up to it. This organization should represent citizens so get the community/association members involved.

Yes **Theory, how to specify in By-Laws?**

Comment #29: Federation's purpose is to promote the interests of citizens associations.

23. Art III Sec 2: add: Membership applications and renewals shall be made via the online application on the website.

Agree **Simplification and update of application is needed; are all fields actually needed or used for what purpose or metrics?**

Comment #30: Recommend specifying Vice President/Treasurer. Some citizen associations no longer collect dues for stamps and mailings due to online Facebook and Google and do not have a Treasurer.

Comment #31: Yes. All application data fields (35 fields) are required and the minimum level standard for citizens associations. The fields are used by First Vice President for the membership database. This is not a burdensome application.

24. Art III Section 3: After "association" in the first line, delete all through alternate delegates.

Comment #32: Recommend: Continue alternate delegate representation for citizens associations belonging the FCFCA.

Section 3. Member Association Delegates: *(original text)*

Each member association representing fewer than 100 housing units shall be entitled to one delegate and one alternate delegate, each member association representing 100 through 1000 housing units shall be entitled

to two delegates and two alternate delegates, and each member association representing more than 1000 housing units shall be entitled to three delegates and three alternate delegates. The names of such delegates and alternate delegates shall be submitted to the Federation in writing.

25. Add: replace with " shall be allowed to appoint 1 primary and 1 alternate delegate to each committee and the general membership committee. (see Article V Section 6 for voting privilege's)

Agree - I think. Not sure I understand your (Katherine's) language here TBD via B-L Cmtc

Comment #33: Clarify text location.

26. Art V Sec 1 - too vague- delete all and just state a day of the week and a week of the month that these meetings are always held. (Ex 3rd Thursday) of each month . Add - meetings will be conducted online. Special in-person meetings may also be held as long as ample notice is given to the membership via electronic means.

Agree with specifying a date. Add "All meetings may be held electronically, to the extent permitted by law."

Comment #34: Recommend: In-person meetings. Article V: Membership Meetings, Section 1: Regular Meetings P&P specifies meeting shall be called on the third Thursday at 7:30pm at the Board calendared location announced on the Federation website. Article 5, Section V: Notice states official notices of meetings shall be in writing and should be mailed at least ten (10) days or sent by email or fax at least seven (7) days prior to the day of the meeting.

27. Art V Sec 2 - add "on the membership meeting May 4th Tuesday", on-line on the 3rd Wednesday of the month Agree

Comment #35: Recommend: Keep section text as written without specifying actual dates

Section 2. Annual meeting: (original text)

The annual meeting shall be held in May.

P&P Annual Meeting. The annual meeting shall be held on the third Thursday of May. Should an unforeseen emergency (e.g., tornado alert) close the annual meeting site, the Board may schedule a delayed annual meeting date, time, and location

28. Art V Sec 5 - after "shall be" add " posted on the Federations website and sent out to members via email."

Language should be “Any reference of notice is satisfied by emailing authorized representatives, as reflected in the Member Associations’ annual membership registration.”

Comment #36: Recommend: Keep Article V, Section 5: Notice section text as written. Article V: Membership Meetings, Section 5: Notice. P&P specifies use of the membership database for mailing and emails.

Comment #37: Recommend: Revise Supplement A: Website Administration to include maintaining the calendar postings of the meeting with meeting details (ref. electronic meeting policy) and Federation meeting frequency in the website events calendar

29. Art VI Sec 4 - delete “after meetings” in second line all up to “board” in the 3rd line. - replace with "on the (ex 2nd Thursday) of each month. Meetings shall be conducted on-line. May...agreed
Language, “All meetings may be held electronically, to the extent permitted by law.”

Comment #38: Recommend: Keep Article VI, Section 4: Meetings as in-person meetings and continue the rotation of meeting sites among the Fairfax County magisterial districts: 1. Braddock, 2. Sully, 3. Franconia (formerly Lee), 4. Dranesville, 5. Mason, 6. Springfield, 7. Huntermill, 8. Mount Vernon, and 9. Providence government centers

Section 4. Meetings:

The Board of Directors shall normally hold regular monthly meetings unless otherwise ordered by the elected officers. The date, time and place shall be determined by the Board. Meetings of the Board of Directors shall be open.

P&P Board of Directors Meetings normally shall be held on the fourth Thursday commencing at 7:30 p.m. at the Board calendared location announced on the Federation Website and published in *The Bulletin*. The Board at any Board Meeting may alter the scheduled date, time, and location of the next Board meeting when special circumstances warrant doing so and announce the change on the Federation Website and in the published *The Bulletin*. All Board Meetings shall be open unless the Board votes to close a limited portion of the meeting to discuss personnel matters or a law suit strategy.

30. Art V Sec 1 – “Committee chairs shall be appointed by the President and ratified by the membership.”
“..., and ratified at the next membership meeting.”

Comment #39: Recommend: Keep Article VII, Section 1: Standing Committee section text as written with the Federation President at the June Transition Meeting appointing

Chairs or Co-Chairs for each Standing Committee, a Newsletter Editor, and a Website Coordinator, subject to approval of a majority of the incoming officers and active District Representatives. The functional governance of the Federation is a FCFCA officer focus

31. Art V Sec 7 - ADD: a quorum of the membership meetings shall be
see above, by % _____ Agree
Comment #40: Clarify text location

32. Art VII Sec 1 - Delete in the last line "Resolution". don't need this cmte each committee should use a set of standard guidelines in the PPM and write their own resolutions. Also delete Citizen Assoc. Services-- haven't seen one of these in years. Agree - and maybe revisit which committees have more than one or two members

Comment #41: Recommend: Assigning the duties of the Resolutions Committee to another Federation officer, perhaps the Second Vice President who is responsible for Federation activity reports and can track Committee resolutions and follow-up actions.

The duties of the **RESOLUTIONS COMMITTEE** shall be to

- (a) assist other committees in the wording of resolutions, if requested;
- (b) provide final resolution wording when a Board meeting refers "the sense of the just concluded discussion" to it rather than prolong debate over exact final wording; and
- (c) propose resolutions on issues not under the jurisdiction of any other committee when requested to do so by the President.

33. Art V Sec 2 - after committee add: "Presidents of membership associations shall appoint members from their associations/community to the committees". delete all after shall appoint see above
Absolutely agree

Comment #42: Recommend: Keep Article VII, Section 2: Composition section text as written with committee chairs or co-chairs appointing the members of their committees, preferable with representation from each magisterial district. Each member association has a specific number of delegates and alternate delegates submitted in writing to the Federation. This is the Federation membership pool for committee members.

34. Art VII Sec 5 - Audit Cmte is this necessary? There should be a report monthly, and account statements sent to the President too, if you're concerned Sec 4 seems overly dramatic too.)

Comment #43: Recommend: Keep Article VII, Section 5: Audit committee section text as written. Three members are appointment by the President each year to audit the Treasure's accounts once a year and report at the September meeting. This is standard practice and demonstrates transparency in Federation financial management.

Comment #44: Recommend: Keep Article VII, Section 4: Finance Committee section text as written composed of the Federation Treasurer and two other directors or delegates appointment by the President. The P&P duties are to prepare a draft budget for the next fiscal year. This committee reviews receipts and expenditures in relation to the budget for planning purposes and develops an important goal-driven plan to support the Federation.

35.Xx

36.Xx

37.Xx

38.Xx