



## **BYLAWS OF THE FRIENDS OF LAKE ACCOTINK PARK (FLAP) FAIRFAX COUNTY, VIRGINIA**

### **ARTICLE I - NAME**

The organization shall be known as FRIENDS OF LAKE ACCOTINK PARK, hereinafter referred to as FLAP.

### **ARTICLE II - PURPOSE**

FLAP is a non-profit, non-sectarian association organized to encourage an active interest in promoting cultural and natural resource stewardship, activities, and projects as well as to promote recreational opportunities at Lake Accotink Park (LAP). In seeking support to foster a greater appreciation and respect for LAP, FLAP shall conduct community outreach activities and coordinate, when appropriate, with the Fairfax County Board of Supervisors, the Fairfax County Park Authority, the Fairfax County Park Foundation, and other organizations, associations, industry, private entities, and stakeholders.

### **ARTICLE III – MEMBERSHIP**

1. All residents of Fairfax County, Virginia, are eligible to join FLAP and may do so by submitting a completed membership form.
2. Membership is on an individual basis and cannot be transferred or shared with other adult family members, partners, or roommates who reside at the address listed on the form.
3. A member in good standing is a member who (1) has expressed his or her interest in joining FLAP by completing and submitting a membership form to the Membership Chairperson; (2) has participated in at least four (4) FLAP activities within the previous twelve (12) months; and (3) self-identifies his or her status to the Membership Chair biannually.
  - a. For purposes of this article, the following activities are included:
    - i. Attendance at any meeting of FLAP as scheduled by the President or Vice President;
    - ii. Attendance at any meeting of any FLAP Standing Committee as scheduled by the respective Standing Committee chairperson;
    - iii. Attendance at any meeting of an FLAP's Special Committee as scheduled by the respective Special Committee chairperson;
    - iv. Active participation at any LAP events such as a park Cleanup; Braddock Nights Concert, and
    - v. Completion of specific tasks of at least 1 hour in duration that benefit Accotink Park (LAP).
4. Only members in good standing can vote at meetings and in the election of officers.
5. Membership requirements shall be presented by the Member-At-Large and Membership Committee Director for review annually by the FLAP Board of Directors.



## **ARTICLE IV – BOARD OF DIRECTORS**

### **Section 1 – Membership**

The Board of Directors shall be the governing body of FLAP and shall consist of no fewer than five (5) individuals: President, Vice President, Secretary, Treasurer, and one At-Large member. The President shall be the chair of the Board of Directors.

### **Section 2 – Additional Qualifications**

Directors shall be members in good standing of FLAP and shall receive no compensation.

### **Section 3 – Terms**

1. Directors shall be elected to two (2) year terms at the Annual Meeting of Members in December each year. At the conclusion of their elected terms, directors shall continue to serve until their successors are duly elected and installed.
2. No person shall serve in the same position on the Board of Directors for more than four (4) consecutive terms.
3. The term of a director who is elected to a position due to a vacancy shall not count as a full term unless that individual is elected at the Annual Meeting of Members.

### **Section 4 – Nominations & Elections**

1. No individual shall be nominated without the individual's consent.
2. Elections shall be held at the Annual December Meeting of Members, except that special elections to fill Board vacancies may be held at any meeting of members.
3. Prior to the August meeting of members, the Board of Directors may establish a Nominating Committee to seek qualified candidates for the election to be held at the Annual Meeting of Members.
4. Additional nominations shall be accepted from the floor, after which nominations shall be formally closed.
5. After nominations are closed, elections shall be conducted by secret ballot, unless the membership agrees to a public vote.
6. When no nominees are opposed, candidates shall assume their office by acclamation.
7. Members of the Board of Directors shall be elected individually by plurality vote of the voting members of FLAP.
8. Installation of Directors shall take place immediately following the elections.

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#### Section 5 - Resignations & Replacement

1. Any director may resign by tendering written resignation to the President, or if the President is resigning, to the Secretary. The President or Secretary, as applicable, shall forward notice of the resignation to the other directors.
2. Before the resignation of the Treasurer, the Treasurer or Board Members appointed by the President shall conduct a review of the financial records of FLAP; prepare a written report of the review's findings and present the findings to the Board of Directors.
3. Should the office of President become vacant, the Vice-President shall assume the office of President and complete the term to which the President has been elected. Should any other board position become vacant, the board may fill the vacancy on an interim basis until the next general meeting of members, at which time an election shall be held to select an individual to fill the vacancy and complete the term of the director being replaced.

#### Section 6 – Duties of the Board of Directors

1. The Board shall oversee the activities of FLAP and shall fulfill the responsibilities and requirements of the bylaws.
2. The Board shall set the scope of assignments of standing committees and shall establish special committees, as needed, to accomplish the FLAP mission activities and projects.
3. The Board shall formulate a proposed budget, to begin on 1 January of each year, subject to approval of the members and shall be responsible for authorizing expenditures that may vary from the approved budget but that are within FLAP's mission and vision.
4. The Board shall, when necessary, call special meetings (venue to be determined by Board) of members to inform or present for voting approval any impactful activity, project, event or expenditure as deemed by the Board.
5. When it is impractical to call a special meeting of members, the Board shall take necessary action, within the purpose and intent of these Bylaws, to protect the rights and interests of FLAP.

#### Section 7 – Additional Duties of Officers

1. The President shall (a) have general supervision of all proceedings subject to these Bylaws, (b) preside at meetings, preserving order and decorum and conducting proceedings consistent with FLAP's parliamentary authority, (c) ensure that all provisions of these Bylaws are observed, (d) ensure that all Officers and Committees properly discharge their duties, (e) call meetings of the Board of Directors or FLAP members as may be necessary, and (f) appoint Committee Chairpersons, subject to the approval of the Board of Directors.
2. The Vice President shall (a) in the absence of the President from a meeting of the Board of Directors or of FLAP general membership, assume the responsibilities of that office, (b) be the primary liaison between FLAP and sponsor organizations, and (c) perform such other related duties as agreed upon with the President.

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3. The Secretary shall (a) record the minutes of all meetings of the Board of Directors or members, (b) keep FLAP records other than the financial records held by the Treasurer, ensuring those records are maintained as required, (c) along with the membership chair, maintain a list of members in good standing and bring the list to meetings of FLAP to assist in determining a quorum, (d) maintain a current version of these bylaws; (e) attend to FLAP correspondence, and (f) attend to other record-keeping duties as agreed upon with the President.
4. The Treasurer shall (a) direct the financial activities of FLAP and keep an accurate account thereof, (b) pay all bills as authorized in accordance with annual budgets or by direction of the Board of Directors, (c) maintain an accurate record assigning care and custody of all FLAP assets, (d) make an account of receipts and disbursements at each meeting of the members, (e) make all financial records available to the board for inspection when requested, and (f) perform other necessary financial functions as agreed upon with the President.
5. The Member-At-Large shall (a) advocate for the interests of the membership; (b) be an ex-officio member of any Special Committee established; and (c) perform other duties as agreed upon with the President.

#### Section 8 – Meetings

The Board of Directors shall meet at least biannually, upon the request of the President, or any three (3) of its members. A majority of members, to include the President or Vice-President or both, shall constitute a quorum for all business.

#### Section 9 – Action without Meeting

1. Any action that the Board is required or permitted to take may be taken without a formal meeting providing a majority of members (see above) concurs.
2. An electronic mail message shall be deemed a director's signed written consent to an action (a) if sent from an e-mail account for the Director that is readily recognizable and identified to the Secretary prior to the action, (b) states that the Director consents to the action, and (c) includes the Director's name as recognition in lieu of a signature.
3. All records constituting a Director's written consent to action taken without a meeting shall be retained as records of FLAP.

### **ARTICLE V – FINANCES**

#### Section 1 – Fiscal Year

The fiscal year for FLAP shall be from January 1<sup>st</sup> through December 31<sup>st</sup> of each year.

#### Section 2 – Annual Budget

1. The Board of Directors shall prepare a proposed budget reflecting projected income and expenditures for the coming year and present the proposed budget for approval by the general membership at the December Annual Meeting of Members.





2. The proposed budget shall be subject to such amendments, deletions, or alterations as may be approved by a majority of members attending and voting at such meeting. Should the budget not be approved, the budget for the previous year shall continue in effect as the budget for the new fiscal year until a new budget is approved by the members.
3. The approved budget shall be the authority for the expenditure of all funds prescribed therein.
4. Any proposed expenditure not in conformity (Article V Section 3) with the approved budget must be approved by the Board of Directors.

#### Section 3 – Authority to Spend FLAP Funds

1. The President may delegate to other directors and to committee members the authority to spend funds of FLAP in conformity (Commensurate with mission, vision and By-Laws) with the approved budget. Any such delegation shall be made in writing signed by the President.
2. Without such delegation from the President or other authorization from the Board, no individual shall have the authority to spend funds of FLAP for any expenditure.

#### Section 4 – Banking –

1. The FLAP board of directors shall have the authority to collect and deposit donations in a bank depository insured by an agency of the Federal Government which it shall approve.
2. The FLAP bank checking account will have a minimum of two authorized signature holders: President and Treasurer. Only one signature will be necessary for payments of less than \$200.00; both President and Treasurer must approve payments greater than \$200.00. The primary responsibility for this account will be the FLAP Treasurer, who will maintain the account and all records. No expenditures or obligation of FLAP funding will occur without written approval.

#### Section 5- Financial Review –

1. An annual financial review of the Association's books will be done at the completion of each fiscal year. The results of this review will be presented to the membership at the following membership meeting; a copy of the review will be maintained for three years.
2. A statement of income, expenditures, and the current status of reserves will be made available to the membership annually.

### **ARTICLE VI – COMMITTEES**

#### Section 1 – Standing Committees

1. The Standing Committees of FLAP shall be as follows:
  - a. Community Outreach and Communications.
    - i. This committee shall be responsible for all external communications and community outreach efforts of FLAP.

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- b. Membership.
    - i. This committee shall be responsible for recruiting and retaining members, identifying members in good standing, and providing a listing of members in good standing to the Secretary as required.
  - c. Stewardship Committee
    - i. This committee shall address the appropriate cultural and natural resource issues affecting LAP and may form sub-committees as required to accomplish its goals.
  - d. Recreation Committee
    - i. This committee shall address the appropriate recreation issues affecting LAP and may form sub-committees as required to accomplish its goals.
  - e. Fundraising Committee
    - i. This committee shall be responsible for all FLAP fundraising activities.
  - f. Special Projects Committee
    - i. This committee shall be responsible for FLAP's special projects and shall work closely with other committees as required; and may form sub-committees as required to accomplish its goals.
2. Standing Committees shall be chaired by a FLAP member in good standing. A committee chair appointment shall not be effective until approved by the Board of Directors. The appointment shall be for a period terminating at the end of the President's term of office, but the chair shall continue until a successor is appointed and approved by the Board.
  3. The scope of each Standing Committee's assignment shall be set in writing by the Board of Directors at the beginning of each fiscal year.
  4. Standing Committees shall function within the scope of their individual assignments to achieve the goals of FLAP as approved by the Board of Directors. They shall meet as required and perform their duties in accordance with these By-laws.
  5. Actions of Standing Committees shall be reported to FLAP through the President. The President may invite committee chairs to report their actions to FLAP members at monthly meetings.

#### Section 2 – Special Committees

1. Committees for special purposes may be formed as determined by the Board of Directors.
2. The scope of each special committee's assignment shall be reviewed by the Board of Directors incidental to its formation.
3. Special Committee chairs are appointed by the President and approved by the Board of Directors.
4. A Special Committee shall, unless discharged sooner, continue to exist until the completion of its specific assignment, at which time it shall automatically cease to exist. Special Committees that continue for more than one year shall require Board of Director approval for continuance.

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5. Special Committees shall meet as needed and perform their duties in accordance with these By-laws
6. Actions of Special Committees shall be reported to FLAP through the President.

## **ARTICLE VII – LIABILITY & INDEMNIFICATION**

FLAP shall indemnify, to the fullest extent permitted by the laws of the Commonwealth of Virginia, any Director, alternate director or Officer of FLAP against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been such Director or Officer, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of a duty. Such indemnification shall not be deemed exclusive of any other rights to which such Director or Officer may be entitled, under any agreement, vote of the Board of Directors or otherwise.

## **ARTICLE VIII – MEETINGS OF MEMBERS**

### Section 1 – Schedule & Location

1. Meetings of members shall be held at least four (4) times per year (March, June, September, December)
2. The December meeting shall be deemed the Annual Meeting of Members of FLAP, during which the next fiscal year's budget shall be adopted and a new slate of officers elected.
3. Additional meetings of members shall be held on the call of the President or Board of Directors or the written request of at least fifteen per cent (15%) of the members in good standing. Such meetings shall be scheduled to occur within thirty (30) days of the call or request.
4. Members shall be notified of meetings at least 10 days in advance by one or more means, such as e-mail, social media, web site, or on-line news sources.

### Section 2 – Quorum

1. Twenty five percent (25%) of the members in good standing shall constitute a quorum necessary to consider and vote on amendments to these Bylaws.
2. As to all other matters, fifteen (15%) of the members in good standing shall constitute a quorum for all other business.

### Section 3 – Proxy

1. A member in good standing may be represented by proxy at any member meeting. The proxy must be exercised by a member in good standing and the Secretary, prior to the start of such meeting. The proxy must be received in written notification (email) .
2. No individual may exercise a proxy on behalf of more than two (2) members.



## ARTICLE IX – AMENDMENT OF BYLAWS

### Section 1 – Amendment Process

1. Proposed amendments to the Bylaws must be presented to the Board of Directors for written dissemination or posting to electronic resources at least two (2) weeks prior to the meeting of members at which they will be considered.
2. An amendment shall be adopted upon approval of two-thirds (2/3) of the members in good standing present and voting at the meeting.

### Section 2 – Notification of Amended Bylaws

Upon adoption, affected pages of the Bylaws will be changed. Copies will be made available to members upon request to the Secretary of FLAP, and the Bylaws as amended will be published on FLAP's web site.

## ARTICLE X – PARLIAMENTARY AUTHORITY

### Section 1 – Rules of Order

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern FLAP in all cases to which they are applicable and in which they are not inconsistent with the statutes of Virginia, these Bylaws, and any special rules of order that FLAP adopts.

### Section 2 – Parliamentarian

The President may appoint a parliamentarian to ensure compliance with these Bylaws, and shall rule on disputed procedures. The parliamentarian's term of office will coincide with that of the President.

BYLAWS OF THE FRIENDS OF LAKE ACCOTINK PARK (FLAP) APPROVED BY :

President, Mary Keeser [president@flapaccotink.org](mailto:president@flapaccotink.org)

APPROVED BY-LAWS:  DATE: 13 December 2018

Vice President, Tony Vellucci [Vice.President@flapaccotink.org](mailto:Vice.President@flapaccotink.org) DATE: \_\_\_\_\_

APPROVED BY-LAWS:  DATE: 13 Dec 2018

Secretary, Jim Hickey [secretary@flapaccotink.org](mailto:secretary@flapaccotink.org)

APPROVED BY-LAWS:  DATE: 12/13/18

Treasurer, Meghan Walker [treasurer@flapaccotink.org](mailto:treasurer@flapaccotink.org)

APPROVED BY-LAWS:  DATE: 12/13/18

Member At Large, Dave Gibson [memberAL@flapaccotink.org](mailto:memberAL@flapaccotink.org)

APPROVED BY-LAWS:  DATE: 12/13/2018