

**BYLAWS  
of the  
SURREYWOOD CIVIC ASSOCIATION**

**ARTICLE I – PURPOSE**

The purpose of the Surreywood Civic Association, Inc., (the "Association") shall be to promote the interests of the Surreywood and Surreywood North community (the "Community") by undertaking such activities as are permitted by law and judged appropriate by the Association's Members or Executive Board.

The Association shall be guided by the following principles:

1. To promote the spirit of the Community among the residents of Surreywood and Surreywood North.
2. To protect property and persons in the Community, with special emphasis on child safety.
3. To promote physical improvements in the Community with the goal of maintaining an attractive appearance and high property values.
4. To represent the Community before governmental bodies in matters affecting the Community.
5. To be a source of communication for residents of the Community.
6. To plan and sponsor social and recreational functions for residents of the Community.
7. To inform residents of, and monitor compliance with, the Restrictive Covenants that applies to the property owners in the Community.

**ARTICLE II – MEMBERS**

**Section 1 - MEMBERS DEFINED**

Members of the Association (the "Members") shall be those individuals 21 years of age or older residing in the Community in a household from which the requisite dues (as established by the members from time to time) have been collected.

Membership in the Association may be opened to individuals residing outside the Community only upon the affirmative vote of the Executive Board. Such individuals shall not have the right to vote at meetings of the Members or the right to serve on the Executive Board.

**Section 2 - ASSOCIATION FISCAL YEAR AND DUES**

The fiscal year for the Association shall be January 1 through December 31.

Dues per household for each fiscal year shall be the amount established by the Members from time to time, payable on or before October 15.

Dues pertaining to households that establish residency in the Community after July 1 of any fiscal year shall be (for the remainder of that fiscal year) 50% of the dues established for that full fiscal year.

**Section 3 - POWERS of the MEMBERS**

The power to amend the Bylaws or Articles of Incorporation of the Association shall be reserved exclusively to the Members. The Members shall also have such other powers as they may reserve for themselves in the Bylaws or Articles of Incorporation of the Association.

**Section 4 - MEETINGS of the MEMBERS**

Meetings of the members shall be of two kinds, Regular and Special.

1. There shall be one Regular Meeting of the Members in the Fall.

The Regular Meeting may be called for a time other than as specified above if approved by the Executive Board.

Unless a longer period of time is required by law, notice of time, date, and place of any Regular Meeting shall be given to Members no later than 10 nor more than 60 days prior to the meeting.

2. Special Meetings may be called by the President at any time, and shall be called by the President upon written request to the President by any 35 Members of the Association.

Unless a longer period of time is required by law, notice of the convening of a Special Meeting of the Members shall be given to Members in any reasonable manner selected by the President no later than 10 nor more than 60 days prior to the date set for the Special Meeting.

Notice shall include the time, date, and place of the meetings, and matters to be considered. No matters other than those described in the notice shall be considered at the Special Meeting.

3. Notwithstanding any other provision of these Bylaws, notice of any meeting of the Members at which an amendment to the Bylaws or Articles of Incorporation is to be considered shall be given to the Members no less than 25 nor more than 60 days prior to the date of such meeting, and said notice shall include the text of any such proposed amendment.

4. QUORUM - At any meeting of the Members, the presence of 35 Members of the Association (including Officers and other members of the Executive Board) shall constitute a quorum.

Motions or other matters put before the Members shall be approved upon the affirmative vote of at least 51 % of the Members present, except that motions to amend the Bylaws or Articles of Incorporation of the Association shall require the affirmative vote of at least 66% of the members present.

5. VOTING - At any meeting of the Members, each Member shall be entitled to one vote.

Appointment of a proxy will be accepted if in writing, signed and dated by the Member making the appointment.

The Secretary of the meeting may require reasonable proof of membership prior to accepting the vote or proxy of any person.

6. Meetings shall be conducted in accordance with the most recent edition of Robert's Rules of Order.

## **ARTICLE III - EXECUTIVE BOARD**

### **Section 1 - EXECUTIVE BOARD DEFINED**

The board of directors of the Association shall be known as the Executive Board. The Executive Board shall be comprised of the Officers of the Association and the Directors. The immediate past President of the Association shall serve in an advisory role. A Director may ask a Committee Chair to represent the Director at a meeting of the Executive Board

### **Section 2 – OFFICERS**

There shall be 4 Officers of the Association; the President, the Vice President, the Secretary, and the Treasurer.

### **Section 3 -DUTIES OF THE OFFICERS**

The Officers shall be responsible for all correspondence, reports, Scene articles, budgets and other information related to the duties of the position. Documents of significance shall be retained and transferred in to the next Executive Board Officer upon their election.

#### **1. THE PRESIDENT SHALL:**

- a. Preside at all Meetings of the Members and Executive Board.
- b. Serve as an ex-officio member of all Committees.
- c. Review with each Officer and Director their duties as specified in these Bylaws.
- d. Develop with the Executive Board an annual calendar of Executive Board activities.
- e. Appoint the Audit, Nominating, and any Ad Hoc committees.
- f. Serve on Architectural Review Committee.
- g. Annually confirm that the Association has a liability insurance policy for all Community Property and an indemnification liability insurance policy for Board members in accordance with Article V of these Bylaws.

#### **2. THE VICE PRESIDENT SHALL:**

- a. Carry out the duties of the President if the President is unable to do so.
- b. Monitor monthly Planning Commission and Board of Supervisors meeting agendas using the County web site to identify rezoning cases and comprehensive plan amendments impacting the Community. Report findings to the Executive Board and in the Scene.
- c. Represent the Association at meetings of the Planning Commission, Board of Supervisors, 360 Corridor Committee, and other groups on matters that affect the Community.
- d. Administer the Community Watch Program and be the Association's contact for the Chesterfield County police department.

- e. Assist the School Liaison Committee Chair with appointing the members of the Committee and with the work of the Committee. The responsibilities of the Committee shall include:
  - i. Maintaining ongoing contact with the School Board member and the PTAs and principals of the elementary, middle, and high schools serving the Community.
  - ii. Providing periodic reports to the Vice President and Communications Director on school related activities of interest to the Community.

3. THE SECRETARY SHALL:

- a. Serve as the Secretary of the Executive Board and of the Association.
- b. Record and maintain minutes of all meetings of the Executive Board and all Meetings of the Members.
  - i. After each meeting notify the Officers and Directors of assigned tasks.
- c. Issue notice to the Executive Board of Regular or Special Meetings of the Executive Board.
- d. Issue notice to the Members of Regular or Special Meetings of the Members.
- e. Maintain corporate records of the Association.
- f. Handle all correspondence as directed by the Executive Board.

4. THE TREASURER SHALL:

- a. Maintain a general ledger.
- b. Make deposits and expenditures on behalf of the Association as may be required in the normal course of the Association's business.
- c. Make monthly reports to the Executive Board regarding funds collected and expenditures made on behalf of the Association.
- d. Coordinate the Association's financial planning, including the preparation of an annual budget that estimates the funds to be collected and expenditures to be made during the next fiscal year.
  - i. Obtain budget proposals from all members of the Executive Board and coordinate with the President to prepare the annual budget of the Association.
  - ii. Present the annual budget for the next fiscal year to the Members at the Fall Regular Meeting of the Members.
- e. Report to the Members at the Fall Regular Meeting of the Members regarding the expenditure of funds during the previous and current fiscal years.
- f. Ensure that the annual report is filed with the State Corporation Commission and the franchise fee of the Association is paid.

**Section 4 – DIRECTORS and COMMITTEE CHAIRS DEFINED**

There shall be six Directors of the Association to be elected by the Members to serve on the Executive Board. There also shall be six Committee Chairs elected by the Members who report to a Director or Officer:

1. Building and Grounds Director
2. Lake Director
3. Membership Director
  - Welcoming Committee Chair
4. Communications Director
  - Publications Committee Chair
5. Community Events
  - Retiree Committee Chair
  - Fund Raising Committee Chair
6. Covenants
  - Architectural Review Committee Chair

The School Liaison Committee Chair reports to the Vice President.

**Section 5 - DUTIES OF THE DIRECTORS AND COMMITTEE CHAIRS**

The Directors and Committee Chairs shall be responsible for all correspondence, reports, Scene articles, budgets and other information related to the duties of the position. Documents of significance shall be retained and transferred to the next person in the position upon their election.

1. THE BUILDINGS AND GROUNDS DIRECTOR SHALL:
  - a. Be responsible for maintenance of Community Property including the entrance walls, signs, kiosks, bulletin boards, the Dell Drive median strip and its entryway sign, flag, flag pole, and spotlights, the Lake dam, the Lake access road, the Lake access path, the street signs and any other property owned by or controlled by the Association.
  - b. Monitor the landscaping contractor's grass cutting on Community Property and maintenance of the Dell Drive median strip.
  - c. Coordinate road repair issues with the Virginia Department of Transportation and maintenance of the street lights through communication with the County and Virginia Dominion Power.
  - d. Coordinate Community work days for specific neighborhood spring and fall maintenance projects on an as needed basis; publicize such events in the Association e-mail notification system and the Surreywood Scene.
  - e. Assist in any other project pertaining to the beautification of the Community.

2. THE LAKE DIRECTOR SHALL:

- a. Be responsible for maintenance of Lake Surreywood including algae control.
- b. Be responsible for periodic dam inspections.
- c. Conduct a count of the geese at the Lake during May to determine the need to contact the Virginia Wildlife Services Office in the County about managing the goose population during their June to July molting season in order to prevent unsanitary conditions that can adversely affect lawns, streets, the boardwalk and Lake water quality.
- d. Be responsible for enforcement of all safety rules pertaining thereto.
- e. Coordinate with the President to assure that public liability and property damage insurance is secured for the lake property and equipment by the Association for its protection.
- f. Be responsible for maintenance of all lake-related property and equipment owned by the Association such as sea wall, boardwalk and its' benches, spray equipment, docks and ramps, boat racks, signs, traffic control posts, and any other assets that may be added.
- g. Coordinate the collection of user fees for the boat rack.
- h. Maintain valve by opening twice a year and adding grease as needed.

3. THE MEMBERSHIP DIRECTOR SHALL:

- a. Conduct the annual fall membership drive. A membership drive initiated by the Director shall be completed by that Director.
- b. Prepare the Surreywood Directory based on the results of the membership drive and submit to Publications Committee Chair for publication.
  - i. Arrange for distribution of the Surreywood Directory to the Members.
- c. Provide current membership listings to the Communications Director.
- d. Verify the membership status of participants and the presence of a quorum at meetings of the Members.
- e. Assist the Welcoming Committee Chair in appointing Committee members and with the work of the Committee. The responsibilities of the Committee shall include:
  - i. Develop methods for identifying new residents of the Community.
  - ii. Assemble a welcoming package of materials for new residents that includes the Restrictive Covenants and the County Code Compliance brochure.
  - iii. Assure that new residents are visited, welcomed to the Community, and invited to become members of the Association.

4. THE COMMUNICATIONS DIRECTOR SHALL:

- a. Be responsible for the maintenance and operation of the Community's web site and serve as the lead contact with the Association's web design firm or individual.
- b. Be responsible for the maintenance and operation of the Association electronic notification system within the established Executive Board guidelines.

- c. Oversee the use of the Community bulletin boards, and be responsible for any other necessary desirable communications within the Community.
- d. Assist the Publications Committee Chair, who shall serve as Editor of the Surreywood Scene, with appointing Committee members and with the work of the Committee. The responsibilities of the Publications Committee shall include:
  - i. The design, solicitation of articles and advertisements, production, publication, and distribution of the Scene.
  - ii. The publication of the Surreywood Directory.

5. THE COMMUNITY EVENTS DIRECTOR SHALL:

- a. Be responsible for the initiation, organization, and sponsorship of various recreational and social functions for the Community as approved by the Executive Board.
- b. Assist the Retiree Committee Chair with appointing Committee members and with the work of the Committee. The responsibilities of the Retiree Committee shall include:
  - i. Arrange social functions for retirees.
  - ii. Coordinate any other projects by the retirees to benefit the Community.
- c. Assist the Fund Raising Committee Chair with appointing Committee members and with the work of the Committee. The responsibilities of the Fund Raising Committee shall include:
  - i. Plan and manage the annual luminaries fund raising event.
  - ii. Plan and execute other fund raising activities such as yard sales to support the operation of the Association.

6. THE COVENANTS DIRECTOR SHALL:

- a. Develop a thorough understanding of the Restrictive Covenants.
- b. Conduct regular inspections of the Community to identify potential violations of the Restrictive Covenants and advise the Executive Board on potential violations.
- c. Work with the Secretary and any Association attorney to notify the property owner of such Restrictive Covenant violation and to seek action to correct the violation.
- d. Investigate and report violations of the County zoning ordinance and codes to the County Code Compliance Office.
- e. Assist the Architectural Review Committee Chair with the work of the Committee. Membership of the Architectural Review Committee shall consist of the Committee Chair, the President, and the Covenants Director. The responsibilities of the Architectural Review Committee shall include:
  - i. Arrange and conduct Committee meetings to review plans submitted by Community residents regarding new construction, building (home) additions, garages, outbuildings, decks, fences, etc., to ensure compliance with the Restrictive Covenants.
  - ii. Verify that all plans submitted are drawn to scale and include measurements of the proposed structure and its location on the property.

- iii. Ensure that every application presented to the Committee is approved or denied by at least a majority of the members of the Committee.
- iv. Coordinate with the Secretary to provide every applicant with a letter indicating approval or denial of the application, and if denial the reasons for such denial.

### **Section 6 - POWERS OF THE EXECUTIVE BOARD**

The Executive Board shall have the following powers:

1. To exercise all corporate powers and to manage all corporate business of the Association, subject to any limitations set forth in the Bylaws or Articles of Incorporation of the Association.
2. To initiate, plan and carry to completion, all projects and activities which in the judgment of the Executive Board serve the purposes of the Association. With regard to the expenditure of Association funds:
  - a. To authorize the Treasurer to open bank accounts to hold Association funds.
  - b. Such accounts shall:
    - i. Be federally insured.
    - ii. Require the signature of at least two (2) of the Officers of the Association for the negotiation of Association checks or drafts.
3. To make and authorize the Treasurer or other members of the Executive Board to make expenditures for any purpose in an amount budgeted, approved by the Members, and collected for that purpose.
4. To make and to authorize the Treasurer or other members of the Executive Board to make expenditures in an amount in excess of that budgeted, approved by the Members, and collected for that purpose, provided that:
  - a. The amount of the expenditure to be made in excess of the amount budgeted, approved and collected is completely funded through the collection of additional funds,
  - b. The expenditure to be made does not exceed the amount budgeted, approved and collected by more than \$1,000.00 and does not exceed the Association's cash on hand excluding reserves.

### **Section 7 - ELECTIONS**

The Executive Board and the Committee Chairs shall be elected by the Members at the Fall Regular Meeting of the Members.

1. Candidates for elective positions of the Executive Board shall be presented to the Members at the Fall Regular Meeting.
2. Other candidates may be nominated at the meeting by any Member.
3. For any position, the election will be conducted by ballot, after providing each candidate an opportunity to speak.



4. The Secretary of the Meeting shall count all votes and shall declare as the winner the candidate receiving a plurality of the votes cast.
5. **TERM OF OFFICE** -The Executive Board and Committee Chairs shall serve from January 1 through December 31 of the year following the Fall Regular Meeting.
6. **VACANCY** -Any vacancy occurring on the Executive Board or among the Committee Chairs during their term of office may be filled by majority vote of the remaining members of the Executive Board.

### **Section 9 - MEETINGS OF THE EXECUTIVE BOARD**

Meetings of the Executive Board shall be of two kinds, Regular and Special.

1. Regular Meetings of the Executive Board shall be held at least 6 times a year with additional meetings scheduled as required by Association business.

Notice of the time, date and place of such Regular Meetings shall be provided to the members of the Executive Board no less than 3 days prior to the meeting.

2. Special Meetings of the Executive Board may be called by the President of the Association at any time, and shall be called by the President upon written request to the President by any 3 members of the Executive Board.

Notice of the convening of any Special Meeting of the Executive Board shall be given to the members of the Executive Board at such reasonable time and in such manner as the President may choose.

Notice shall include the time, date and place of the meeting, and matters to be considered. No matters other than those described in the notice shall be considered at the Special Meeting.

3. **QUORUM** - The presence of at least one-half of the members of the Executive Board at any meeting shall constitute a quorum.
4. **VOTING** - Each member of the Executive Board shall be entitled to one vote. Appointment of a proxy will be accepted if in writing and signed and dated by the person making the appointment.

Motions or other matters put before the Executive Board shall be approved upon the affirmative vote of at least 51 % of the members of the Executive Board present.

5. **ATTENDANCE** - Any member of the Association may attend a Regular Meeting of the Executive Board as an observer giving five (5) days prior notice. A member must notify the President or Secretary five (5) days prior to the meeting date to request to be on the meeting's agenda if he wishes to voice concerns on issues. Any member of the Executive Board may invite any person to attend any meeting of the Executive Board on the same "observer only" basis.
6. Meetings shall be conducted in accordance with the most recent edition of Robert's Rules of Order.

## ARTICLE IV - AD HOC COMMITTEES

There shall be no less than two Ad Hoc Committees; the Audit Committee and the Nominating Committee.

1. THE AUDIT COMMITTEE - The President of the Association shall appoint an Audit Committee no later than March 1 for the purpose of auditing the accounts of the Association for the previous fiscal year. For purposes of these bylaws, the term "Audit" is not an examination in accordance with the Generally Accepted Auditing Standards ("GAAS") as performed by a Certified Public Accountant (CPA). Instead, it is an undertaking by the Members of the Association, primarily to determine that expenditures conform to these Bylaws, the annual budget, and other governing rules and regulations of the Association.  
The preceding will not preclude the Executive Board from hiring a CPA to perform an audit under GAAS to assist the Audit Committee.
  - a. The Audit Committee shall be appointed no later than 30 days following the close of the fiscal year.
  - b. The Audit Committee shall be comprised of no less than two persons selected by the President of the Association, provided that no member of the Audit Committee shall be a member of the current or immediately preceding Executive Board.
  - c. The Audit Committee shall prepare a report and present it to the Executive Board no later than the 31st day of March. Such report shall become a part of the minutes of the proceedings of the Executive Board at which the report is presented.
2. THE NOMINATING COMMITTEE -The President of the Association shall appoint a Nominating Committee for the purposes of selecting candidates for possible election to serve on the Executive Board during its next term of office.
  - a. The Nominating Committee shall be appointed no less than 60 days prior to the date established for the Fall Regular Meeting of the Members.
  - b. The Nominating Committee shall be comprised of no less than three persons, only two of whom may be a member of the current Executive Board.
  - c. The Nominating Committee shall make selections for candidates for election to the Executive Board from the Members of the Association, and shall present the selections at the Fall Regular Meeting of the Members for voting in accordance with Article III – Section 8 of these Bylaws.
3. ADDITIONAL AD HOC COMMITTEES – The President of the Association, with the approval of the Executive Board, may appoint such other Ad Hoc Committees as deemed appropriate.

**ARTICLE V – COMMUNITY PROPERTY AND INDEMNIFICATION  
LIABILITY INSURANCE POLICIES**

**Section 1 – COMMUNITY PROPERTY LIABILITY INSURANCE POLICY**

The Association shall purchase and maintain a general liability insurance policy for all Community Property including:

1. The brick Dell Drive entrance walls,
2. The signs, kiosks, bulletin boards and related posts,
3. The Dell Drive median strip, the entryway sign posts, spot lights, and flag pole,
4. The Lake,
5. The Lake dam,
6. The Lake access road,
7. The Lake access path, and
8. Any other property owned by or controlled by the Association.

**Section 2 – INDEMNIFICATION LIABILITY INSURANCE POLICY**

The Association shall purchase and maintain an insurance policy to indemnify any individual to the extent permitted by law against any liability incurred in any proceeding to which that individual is made a party because he/she is or was an Officer or member of the Executive Board of the Association provided:

1. The individual conducted himself/herself in good faith,
2. In the case of conduct in his/her official capacity with the Association, he/she believed that the conduct was in the best interest of the Association,
3. In all other cases he/she believed the conduct was at least not opposed to the best interest of the Association, and
4. In the case of any criminal proceedings, he/she had no reasonable cause to believe his/her conduct was unlawful.