

BY-LAWS

CENTRAL FAIRFAX SERVICES, INC.

ARTICLE I

NAME AND PURPOSE

- 1-1 The name of the Corporation is CENTRAL FAIRFAX SERVICES, INC. and may be referred to in its official proceedings as CFS.
- 1-2 The principal office of the Corporation shall be 6860 Commercial Drive, Springfield, VA 22151.
- 1-3 The general purposes of CFS shall be:
- (1) To provide services for adults with developmental disabilities from Northern Virginia and/or other persons who shall be accepted for services by the Board of Directors.
 - (2) To address the needs of such persons with developmental disabilities by focusing attention on habilitation skills and vocational opportunities.
 - (3) To coordinate and cooperate with governmental and private agencies concerned with the welfare of persons with developmental disabilities.
 - (4) To educate and inform the public concerning all aspects of developmental disabilities.
 - (5) To do all things necessary and incidental to the accomplishment of the above purposes, as permitted by and in accordance with the Articles of Incorporation, and the law pertaining to this non-stock corporation.
- 1-4 No part of the net earnings of the Corporation shall inure to the benefit of any member or employee. No member shall receive compensation for his/her services as an officer or director of the Corporation.

ARTICLE II

MEMBERS OF CORPORATION

- 2-1 Members of the Corporation shall be comprised of such persons who, or legal entities which, have demonstrated an interest in the aims and purposes of the Corporation. The Board of Directors shall approve or disapprove any applicant for membership. Membership shall be open to all persons without regard to age, sex, race, religion, color, national origin, disability, financial condition, or political affiliation.
- 2-2 Membership may be obtained by application to the Board of Directors, and membership shall be effective as of the date of application and payment of annual dues. An organization may become a member, to be represented by a properly-appointed agent with one vote.
- 2-3 Every member shall be duly enrolled on the membership roster by the Secretary. The membership year shall begin on July 1 and conclude on June 30 of the following year.
- 2-4 Members shall pay dues in the amount of \$25.00 a year for a basic membership. The Board of Directors may waive the payment of dues in whole or in part for any year for any member for good cause shown. Other categories of membership may be established by the Board of Directors.
- 2-5 The Board of Directors may suspend or terminate the membership of any member for a good cause. Before such action is taken, written charges of prejudicial conduct signed by a member or members must be filed with the Board of Directors, and a copy thereof delivered or mailed by certified mail to the member so charged. The Board shall consider such charges and evidence in a hearing held at a regular meeting of the Board of Directors, and shall give the member the opportunity of answering the charges before reaching its decision.

ARTICLE III

MEETINGS

- 3-1 The annual meeting of the Corporation shall be held in May of each year for the purpose of electing Directors and for the transaction of such other business as may properly come before the meeting.
- 3-2 Special meetings of the Corporation shall be held at the call of the Chairman or one-third of the members. A call for a special meeting shall specify the purpose

or purposes for which it is called and the date, time, and place thereof. The Secretary shall mail to every member, not less than ten (10) days nor more than fifty (50) days before the date fixed for the meeting, notice of any special meeting and shall specify the purpose or purposes for which it is called. No other business than that specified in the call and notice of a special meeting shall be transacted at such meeting. All rules and procedures of the special meeting shall be the same as those for an annual meeting.

- 3-3 A quorum for the transaction of business at a meeting of the members shall be 5% of the enrolled membership.
- 3-4 Only members may speak, make motions and vote at meetings of the Corporation, except for Matters of the Public.

ARTICLE IV

BOARD OF DIRECTORS

- 4-1 The Board of Directors (Board) shall consist of not less than 15 nor more than 19 elected Directors each of whom shall be a member of the Corporation. In addition, the President of the CFS Auxiliary and the immediate past chairman of the Board may be Directors. Efforts shall be made to ensure the membership of a current person served by the program. Total membership of the Board shall not exceed 21. Efforts shall be made to ensure the membership of a person currently served by CFS.

The Board may appoint honorary Board members for such terms and under such conditions as the Board shall designate. Honorary members may participate at Board meetings, but are not entitled to vote.

- 4-2 The Board shall manage and control the Corporation, shall establish policy, and make rules and regulations for its operation. It may appoint such ad hoc committees as it may deem necessary to promote the objectives of the Corporation. It shall approve the annual budget of the Corporation.
- 4-3 The Board shall hold regular meetings each month at such places as the Directors may determine, except that the Chairman may, subject to a contrary vote of the Board, cancel a regular meeting.
- 4-4 Written or oral notice of each meeting of the Board, stating the time and place thereof, shall be given to each Director.

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- 4-5 Written Minutes of every meeting of the Board shall be kept by the Secretary in the Minutes Book.
- 4-6 A quorum shall be necessary for the transaction of any business at a meeting of the Board. A quorum shall consist of a simple majority of the Directors.
- 4-7 Every decision at a Board meeting shall be by a majority of those present and voting, unless otherwise required by these By-Laws.

ARTICLE V

ELECTION OF DIRECTORS

- 5-1 Each Director, other than the President of the CFS Auxiliary and the immediate past Chairman of the Board, shall be elected by and from the membership for a term of three years, beginning on June 1. The terms of one-third of the Directors shall expire each year.
- 5-2 The Corporation shall provide orientation for all newly-elected Directors.
- 5-3 A Director may resign from the Board by written notice to the Corporation, specifying the date on which the resignation will become effective.
- 5-4 A Director may be removed from the Board of Directors at any annual or special meeting of the members upon notice in writing to all members mailed 30 days in advance of the date of the meeting.
- 5-5 Vacancies on the Board due to causes other than the normal expiration of a term shall be filled by the majority vote of the Board. A Director so elected shall serve until the next end of the term of the vacated position.
- 5-6 Not less than thirty (30) days preceding the day fixed for the annual meeting of the members of the Corporation, the Membership and Nominating Committee shall certify to the Secretary of the Corporation the names of the persons who have been designated by the Membership and Nominating Committee, and who have accepted that nomination, for each directorship about to become vacant. Not less than ten (10) days preceding the day fixed for the annual meeting of the members of the Corporation, the Secretary shall mail a slate of such nominees to the members of the Corporation. All persons nominated, including those who are nominated from the floor at the annual meeting, shall be voted upon by members of the Corporation at the annual meeting. No member may be nominated from the floor unless he communicates, either orally at the meeting or in writing, his willingness to serve on the Board.

ARTICLE VI

OFFICERS

- 6-1 The officers of the Corporation shall be the Chairman, Vice-Chairman, Secretary, and Treasurer. All officers shall be elected from and by the Board of Directors immediately following the annual meeting.
- 6-2 The term of office of each Officer shall be one (1) year. Officers may not be reelected to the same office for more than two consecutive terms. A partial term of office greater than nine (9) months duration shall be regarded as a full term.
- 6-3 An Officer may be removed from his position by majority vote of all Directors.
- 6-4 The Chairman shall be the administrative head of the Corporation; preside at the meetings of the members, the Board and the Executive Committee; sign all agreements authorized by the Board; make at the annual meeting a report covering the operation of the Corporation for the preceding year; and appoint such committees as the business of the Corporation shall require.
- 6-5 The Vice-Chairman shall possess all the powers and perform all the duties of the Chairman in the event of the absence or disability of the Chairman.
- 6-6 The Secretary shall prepare Minutes of the meetings of the membership and Board of Directors; keep the roll of members; and record attendance at meetings. All Minutes shall be made available to the Directors prior to the next regular meeting. The Secretary also shall maintain a file of committee reports and such other records as the Board, the Officers, or committees shall designate for retention, at such places as the Board may determine.
- 6-7 The Treasurer shall be responsible for overseeing the collection and disbursement of all monies of the Corporation under the direction of the Board, including the payroll of the employees, make a report in conjunction with the Finance Committee of the financial condition of the Corporation at each monthly meeting of the Board and such other times as shall be required by the Chairman or the Board, and present the annual budget to the Board for study, review, and action.
- 6-8 Vacancies in the position of Officer shall be filled from the Board by majority vote of the Board. Those so appointed may hold office until the next annual meeting of the Corporation.

ARTICLE VII

ADMINISTRATION

- 7-1 The Board shall employ an Executive Director to be its direct representative in the management of the Corporation. The Executive Director shall be given the necessary authority and responsibility to operate the Corporation in all its activities, subject only to such policies as may be adopted, and such orders as may be issued, by the Board or by the Executive Committee.
- 7-2 The Executive Director shall be responsible to the Board, and shall report to it at regular intervals.
- 7-3 The Executive Director shall perform other duties as outlined in the Job Description for the Executive Director.
- 7-4 The Executive Director shall hire and retain such staff and purchase such equipment and supplies as may be necessary to accomplish the Corporation's objectives, subject to the limitations of the annual budget.
- 7-5 The Board shall obtain a bond of indemnity, conditioned on the faithful performance of their duties, for the Treasurer and the Executive Director, or insurance for the same purpose.

ARTICLE VIII

EXECUTIVE COMMITTEE

- 8-1 The Executive Committee shall consist of the Officers of the Corporation and the Past Chairman, ex officio.
- 8-2 The Executive Committee shall have the power, during the intervals between the meetings of the Board, to commit the Corporation to such undertakings as the Executive Committee shall deem to be in the best interests of the Corporation; review all overall and operating objectives, policies and programs, and make recommendations concerning the annual budget.
- 8-3 Three members of the Executive Committee shall constitute a quorum for the transaction of its business. Decisions of the Executive Committee shall be made by majority vote.
- 8-4 All actions of the Executive Committee meetings shall be reported to the Board at its next succeeding meeting, and shall be subject to revisions, alterations or ratification by the Board. The Executive Committee may, subject to approval by

the Board, prescribe rules and regulations for the calling and conduct of the meetings of the Executive Committee and other matters relating to its procedure and the exercise of its power.

- 8-5 The Executive Committee shall meet at the call of Chairman.

ARTICLE IX

STANDING AND SPECIAL COMMITTEES

- 9-1 Standing Committees shall consist of the following: Buildings and Grounds, Community Relations, Finance, Legal, Membership and Nominating, Personnel, Planning and Program. Each Standing Committee shall be appointed by the Chairman of the Board and shall consist of a Chairman and at least two other members as shall be so designated. A majority of the members of a Standing Committee shall constitute a quorum at the meeting of the Standing Committee.

- 9-2 The duties of the Standing Committees are as follows:

- (1) **Buildings and Grounds:** shall be responsible for the continuing review of all properties and facilities owned/leased by the Corporation and develop plans for future facilities. The Committee shall meet with other such committees which have primary responsibility for the area of concern, but which are involved with one of the listed duties of the Building and Grounds Committee.
- (2) **Community Relations:** shall be responsible for the organization of fund-raising activities and the encouragement of community involvement in the activities of the Corporation.
- (3) **Finance:** shall be responsible for the study, review and recommendations of any and all matters involving the finances, appropriations, and expenditures of funds of the Corporation.
- (4) **Legal:** shall be responsible for the review of contracts, legal actions, charter changes and By-Law amendments. The Legal Committee shall meet with such other committees which have primary responsibility for the area of concern, but which are involved with one of the listed duties of the Legal Committee.

- (5) **Membership and Nominating:** shall be responsible for identifying prospective Board Members and preparing a slate of Directors at the Annual Meeting and a slate of Officers at the Board Meeting following the Annual Meeting.
 - (6) **Personnel:** shall be responsible for the review, implementation and administration of the personnel policies of the Corporation.
 - (7) **Planning:** shall be responsible for the establishment of long range plans that will help achieve the stated goals and objectives of the organization and to advise the Board on such matters as program, property, financial and personnel needs to meet the Board's goals and objectives.
 - (8) **Program:** shall be responsible for advising and reviewing all aspects of programs and services.
- 9-3 Special committees shall be established by the Chairman of the Board. Each special committee shall consist of a Chairman and such other members as the Chairman of the Board shall appoint. Special committees shall serve until discharged by the Chairman of the Board.

ARTICLE X

CFS FAMILY AUXILIARY

- 10-1 The CFS Family Auxiliary shall be open to all persons who take an active interest in the operations of CFS. Members of the CFS Family Auxiliary shall not be required to pay dues. Other activities of the CFS Family Auxiliary shall not be subject to the control of the Corporation.

ARTICLE XI

FINANCES

- 11-1 Funds for the operation of the Corporation shall be derived from donations, membership fees, grants, production income, and contracts for service.
- 11-2 a) An "Operating Account" for corporate funds shall be established at a bank approved by the Board. All checks drawn on this account in excess of \$1,000.00 shall be signed by two of the following five officials: Executive Director, Chairman, Vice Chairman, Secretary, and Treasurer. Checks for \$1,000.00 or less may be signed by any one of the designated signers.
- b) Designated special accounts may be authorized by the Board at any time.

- 11-3 The financial records of the Corporation shall be audited annually by a certified public accountant and reviewed by the Board. Audits shall be filed with the Treasurer and made available for inspection by members.
- 11-4 Prior to the beginning of every fiscal year, the Board shall adopt an annual budget showing in detail the anticipated income and expenditures of the Corporation. The Board shall make appropriations and authorize expenditures in accordance with this budget.
- 11-5 The fiscal year for the Corporation shall begin on July 1 and terminate on June 30 of the following calendar year.

ARTICLE XII

PROPERTY, RIGHTS, AND PRIVILEGES

- 12-1 The Corporation may take and acquire real property and personal property for its own use in furtherance of its authorized purposes.
- 12-2 The Board of Directors reserves the right to accept or reject any gift, bequest or device to the Corporation.
- 12-3 The Corporation may insure its equipment and assets against loss and damage of any kind and may acquire any other insurance the Board may deem necessary.

ARTICLE XIII

GENERAL PROVISIONS

- 13-1 All written contracts and obligations of the Corporation shall be signed by the Chairman or designee unless otherwise specified in these By-Laws. Neither the Chairman nor any other Officer of the Corporation shall have the authority, except by special vote of the Board, to make it liable for any debt beyond the amount of money which may be at the time in the Treasurer's hands and not needed for the discharge of existing debts or liabilities.
- 13-2 The business correspondence, the Minutes Book, the Treasurer's books of account, and the Secretary's records of the Corporation (except for personnel matters or other confidential matters) shall be open to inspection during normal business hours at the principal place of business of the Corporation. Standard rules of confidentiality shall apply to client and personnel files.

- 13-3 The Board shall prepare an annual report covering operations, activities and evaluations, at the end of each fiscal year. The Board shall make the annual report available in such quantities to interested organizations, libraries, and other private and public institutions, as deemed necessary.
- 13-4 The conduct of all meetings shall be governed by Robert's Rules of Order, Revised, in all cases in which the Rules of Order are applicable, and are consistent with the statutes and these By-Laws. Robert's Rules of Order may be suspended by the affirmative vote of two-thirds of the members present and voting.

ARTICLE XIV

AMENDMENTS TO BY-LAWS

- 14-1 The By-Laws of the Corporation shall continue in force, and may be amended by the Board of Directors from time to time, or by the membership at the annual meeting. A copy of the proposed amendment shall be included in the written notice of the meeting of the Board or of the Membership. No amendment shall be adopted which would disqualify the Corporation from the exception under Section 501 (c) 3 of the Internal Revenue code it now enjoys, or any successor of that section.

ARTICLE XV

- 15-1 The effective date of these By-Laws is November 18, 2004. These By-Laws are true, complete and currently govern Central Fairfax Services, Inc.

Mike Arens
Chairman, Board of Directors