

WAVERLY HILLS CIVIC ASSOCIATION BY-LAWS

Revised April 8, 2015

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ARTICLE I
Name and Boundaries

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Section 1. Name

The name of this organization is the Waverly Hills Civic Association (“WHCA,” “the Association”).

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Section 2. Boundaries

- A. The general boundaries of the Waverly Hills Civic Association are:
- On the south -- I-66;
 - On the west -- Glebe Road;
 - On the north – Lee Highway; and
 - On the east – Utah Street.
- B. The specific boundaries of the WHCA are delineated in the attached map (Appendix A) approved by the Arlington County Board and Arlington County Civic Federation (ACCF).

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ARTICLE II
Purpose and Objectives

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Section 1. Purpose and Objectives

- The purpose and objectives of activities of the WHCA are:
- To preserve and enhance the Waverly Hills neighborhood;
 - To promote the general welfare and safety of the Waverly Hills neighborhood on issues such as transportation, traffic control, parks and recreation, police protection, taxation, and education;
 - To promote civic spirit and citizen participation in WHCA and Arlington County in order to make the Waverly Hills neighborhood and Arlington County an excellent place to live;
 - To represent and advocate for the Waverly Hills neighborhood at the Arlington County Civic Federation (ACCF), Neighborhood Conservation Advisory Committee (NCAC) and other groups at the county, state and national levels on issues of mutual concern and interest; and
 - To foster communication among residents and property owners in the Waverly Hills neighborhood through the WHCA Website, Listserv, and Newsletter.

Section 2. Limitations on Activities

- A. WHCA is non-partisan, non-sectarian and non-discriminatory in all actions and activities.
- B. WHCA does not engage in any partisan political activity or endorse/oppose any candidate for elective office. However, WHCA reserves the right to advocate or oppose any issue it deems necessary for the welfare of the Waverly Hills neighborhood, including legislation, bonds, referendums, county ordinances, regulations, and administrative action.

Section 3. Other Organizations

- A. WHCA may join, collaborate with, and support other organizations whose purposes and actions are consistent with WHCA.
- B. WHCA shall be a member of, elect delegates to, and fully participate in the ACCF and NCAC.

ARTICLE III
Membership and Dues

Section 1. Membership

- A. Membership in WHCA is open to:
- Any resident living in the Waverly Hills neighborhood who is at least 18 years old;
 - Any owner of real property in the Waverly Hills neighborhood;
 - Any business located in the Waverly Hills neighborhood; and
 - Any legally-registered non-profit organization or school located in the Waverly Hills neighborhood.

- 1 B. Each member whose dues are current shall:
2 • Have voting privileges at WHCA Regular, Annual, Special and Committee meetings; and
3 • Be eligible to hold elected or appointed office and participate on any WHCA Committee.
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5 **Section 2. Dues**

- 6 A. The WHCA membership shall set the amount of annual dues at the WHCA Annual meeting.
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8 B. Membership shall run for one year from the date members pay their annual dues.
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10 **ARTICLE IV**
11 **Officers, Delegates and Alternate Delegates**
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13 **Section 1. Officers, Delegates and Alternate Delegates**

- 14 A. The elected offices of the WHCA shall be:
15 • President;
16 • Vice-President (Membership and Internal Association Affairs);
17 • Vice-President (External Association Affairs);
18 • Secretary;
19 • Treasurer;
20 • Historian;
21 • Communications Coordinator;
22 • Community Events Coordinator;
23 • Hospitality Coordinator;
24 • ACCF Delegates (4) and Alternates (4); and
25 • NCAC Delegate and Alternate
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27 B. A WHCA member shall not hold more than one contested elected office at a time.
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29 **Section 2. Duties and Powers**

- 30 A. The President shall:
31 • Prepare agendas for and preside at WHCA and Executive Board meetings;
32 • Call WHCA special meetings and Executive Board meetings;
33 • Report to the WHCA and Executive Board about actions and activities the President and
34 Executive Board have performed on behalf of the WHCA;
35 • Act as the WHCA spokesperson or designate an Executive Board member to speak;
36 • Represent WHCA at meetings such as the Arlington County Board or Commissions or
37 designate an Executive Board member to represent the Association;
38 • Prepare WHCA correspondence or designate an Executive Board member to prepare it;
39 • In consultation with the Executive Board, prepare the WHCA annual budget for WHCA
40 approval;
41 • Approve and sign
42 ○ WHCA correspondence;
43 ○ Contracts and other financial instruments;
44 ○ Checks in absence of Treasurer;
45 • Be a signatory on the WHCA checking account;
46 • Appoint block captains;
47 • Announce the establishment of new Committees;
48 • Ensure WHCA actions and activities comply with WHCA by-laws; and
49 • Perform other functions the WHCA or Executive Board requests.
50
51 B. The Vice-President (Membership and Internal Association Affairs) shall:
52 • Chair the Membership Development Committee;
53 • Work with the Treasurer to maintain the WHCA membership list;
54 • Preside at WHCA and Executive Board meetings in absence of the President;
55 • Plan and arrange programs for WHCA meetings;
56 • Arrange locations for WHCA and Executive Board meetings;

- Prepare and provide notices of WHCA and Executive Board meetings to the Communications Coordinator for timely distribution;
- Provide meeting notices by other means to those WHCA members who request reasonable accommodation;
- Coordinate activities and duties and maintain contact list of block captains;
- Present annual membership report at WHCA Annual meeting; and
- Perform other functions the WHCA, Executive Board or President request.

C. The Vice-President (External Affairs) shall:

- At the request or designation of the President, act as the WHCA spokesperson;
- At the request or designation of the President, represent WHCA at meetings such as the Arlington County Board or designate an Executive Board member to represent the Association;
- Act as liaison with WHCA business and non-profit organization members and the Arlington community at large; and
- Perform other functions the WHCA, Executive Board or President request.

D. The Secretary shall:

- Prepare minutes of WHCA and Executive Board meetings that include at least all motions, voting results and Executive Board members attending the meeting.
- Provide draft WHCA and Executive Board minutes to the Executive Board for approval no later than 21 days after the meeting;
- Provide approved WHCA and Executive Board minutes to the Communications Coordinator for distribution to WHCA members on the WHCA Listserv and Website within 5 days of their approval;
- Maintain minutes, current by-laws and all other records not maintained by the Historian or Treasurer;
- Prepare Executive Board and Committee chair contact lists; and
- Perform other functions the WHCA or Executive Board request.

E. The Treasurer shall:

- Receive dues, receipts and other funds;
- Deposit all dues, receipts and other funds in the WHCA checking account;
- Pay bills and disburse expenditures by check or recordable electronic means;
- Assist President in preparing the annual budget for WHCA approval;
- Present Treasurer's report at each WHCA Regular meeting;
- Present an annual Treasurer's financial report at the WHCA Annual meeting;
- Carry out the duties of the Treasurer in accordance with best business practices; and
- Perform other functions the WHCA or Executive Board request.

F. The Historian shall:

- Develop and maintain historical records and oral history of the WHCA and Waverly Hills neighborhood;
- Coordinate with Communications Coordinator to post historical records on the WHCA Website;
- File current WHCA by-laws and historical documents that are more than one year old with the Arlington County Library and ACCF;
- Coordinate applications before Historic Affairs and Landmark Review Board and present information about the applications at WHCA meetings; and
- Perform other functions the WHCA or Executive Board request.

G. The Communications Coordinator shall:

- Maintain the WHCA Listserv and Website;
- Distribute the following through the WHCA Listserv, Website and, where possible, Newsletter:
 - Notices of WHCA, Executive Board and Committee meetings;
 - Approved minutes of WHCA and Executive Board meetings;

- List of Executive Board nominations;
- Other information the WHCA or Executive Board requests that is of mutual interest or concern to the Waverly Hills neighborhood;
- Chair the Communications Committee;
- Oversee the WHCA Newsletter; and
- Perform other functions the WHCA or Executive Board request.
- Perform other functions the WHCA or Executive Board request.

H. The Community Events Coordinator shall:

- Chair the Community Events Committee;
- In conjunction with the Community Events Committee, develop and coordinate community events and activities that the WHCA or Executive Board approve; and
- Perform other functions the WHCA or Executive Board request.

I. The Hospitality Coordinator shall:

- Chair the Hospitality Committee;
- Welcome new residents to the Waverly Hills neighborhood and WHCA;
- In conjunction with the Block Captains, coordinate welcome activities for new residents to the Waverly Hills neighborhood and WHCA; and
- Perform other functions the WHCA or Executive Board request.

J. The ACCF Delegates and Alternates shall:

- Attend and represent WHCA at ACCF meetings and activities;
- Report on ACCF meetings, activities and actions at WHCA and Executive Board meetings;
- Consult and coordinate with the WHCA membership and Executive Board to determine WHCA's position on issues that come before the ACCF and faithfully represent those positions at ACCF meetings;
- Monitor information sources for issues relevant to the Waverly Hills neighborhood and bring them to the attention of the WHCA and Executive Board; and
- Perform other functions the WHCA or Executive Board request.

K. The NCAC Delegate and Alternate shall:

- Attend and represent WHCA at NCAC meetings and activities;
- Report on NCAC meetings, activities and actions at WHCA and Executive Board meetings;
- Chair WHCA Neighborhood Conservation Plan Committee;
- Organize and coordinate development and revisions of the Waverly Hills Neighborhood Conservation Plan and present to Waverly Hills residents for approval;
- Present WHCA's requests for neighborhood conservation funds to the NCAC and Arlington County; and
- Perform other functions the WHCA or Executive Board request.

Section 3. Conclusion of Terms

A. Each Executive Board member and Standing Committee chair shall promptly turn over all WHCA records and property to their successors or the Executive Board at the end of their terms, preferably at the close of the WHCA Annual meeting.

B. The Treasurer shall:

- Turn over all funds, checks and records to the new Treasurer or Executive Board; and
- Submit a final Treasurer's report and copy of financial records to the new Executive Board.

ARTICLE V Executive Board

Section 1. Executive Board Composition

A. Each person holding elected office shall be a member of the Executive Board.

- 1 B. Members of the Executive Board shall have one vote regardless of whether they hold more than
2 one elected office.
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4 **Section 2. Duties and Powers**

- 5 A. The Executive Board shall:
- 6 • Be responsible for the general administration, supervision and oversight of the WHCA in
 - 7 between WHCA meetings;
 - 8 • Act on behalf of the WHCA on all matters the WHCA membership delegates to the Executive
 - 9 Board;
 - 10 • Act on WHCA's behalf to the extent necessary in the circumstances and when delaying action
 - 11 until the next WHCA meeting would preclude timely action or response;
 - 12 • Report decisions and actions of the Executive Board at the next WHCA meeting;
 - 13 • Approve the minutes of WHCA and Executive Board meetings;
 - 14 • Make recommendations to the WHCA membership;
 - 15 • Prepare a schedule of WHCA regular meetings for WHCA membership approval at the first
 - 16 meeting of the fiscal year;
 - 17 • Consult with President about preparation of the annual WHCA budget;
 - 18 • Review the proposed annual WHCA budget before the President presents it to the WHCA
 - 19 membership for approval;
 - 20 • Determine which Vice-President shall assume the position of President for the remainder of
 - 21 the unexpired term if a vacancy occurs;
 - 22 • Appoint WHCA members to fill any vacancy on the Executive Board other than President;
 - 23 • Call WHCA Special meetings;
 - 24 • Review the Treasurer's annual financial report before it is presented to the WHCA
 - 25 membership for approval;
 - 26 • Authorize expenditures that are not in the approved annual budget;
 - 27 • Assist committees when requested;
 - 28 • Establish committees when an interest or need arises;
 - 29 • Perform other duties specified in the by-laws; and
 - 30 • Perform other functions the WHCA requests.
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- 32 B. The Executive Board shall not:
- 33 • Act in conflict with the WHCA by-laws or any position the Association takes; or
 - 34 • Bind the WHCA on any action for which a special meeting of the Association is requested.
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36 **ARTICLE VI**
37 **Committees and Block Captains**
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39 **Section 1. Committees**

- 40 A. The WHCA standing Committees shall be:
- 41 • Communications Committee;
 - 42 • Community Events Committee;
 - 43 • Hospitality Committee;
 - 44 • Membership Development Committee; and
 - 45 • Neighborhood Conservation Committee.
- 46
- 47 B. The Executive Board and WHCA membership also may vote to establish other committees as the
- 48 interest or need arises.
- 49
- 50 C. The President shall appoint announce the establishment of new committees:
- 51 • At WHCA and Executive Board meetings; and
 - 52 • Via the WHCA Listserv, Website and, if possible, Newsletter.
- 53

54 **Section 2. Committee Procedures**

- 55 A. Committees shall:
- 56 • Select Committee chair(s) for non-standing Committees;
 - 57 • Develop and present plans and recommendations to the WHCA membership for approval;

- Make periodic reports at WHCA and Executive Board meetings;
 - Provide committee reports to Communications Coordinator for distribution to WHCA members via the WHCA Listserv, Website and when possible, the Newsletter;
 - Attend Executive Board meetings when requested; and
 - Perform other functions the WHCA or Executive Board request.
- B. The Committee chair shall:
- Call and preside at Committee meetings; and
 - Provide meeting notices to the Communications Coordinator for timely distribution to WHCA members via the WHCA Listserv and Website.

Section 3. Block Captains

Block captains shall:

- Gather and organize information for and assist with the development and implementation of the Neighborhood Conservation Plan;
- Distribute and post WHCA notices as directed by the President or Executive Board;
- Inform Hospitality Committee of new residents in the Waverly Hills neighborhood;
- In conjunction with the Hospitality Committee, provide information about WHCA and the Waverly Hills neighborhood to new residents; and
- Perform other functions the WHCA or Executive Board request.

**ARTICLE VII
Elections, Vacancies and Removal**

Section 1. Election Date

- A. The Executive Board shall be elected at the Annual meeting.
- B. If the election is not held at the Annual meeting or before the end of the fiscal year, a quorum of WHCA members may call a Special meeting and elect new officers after providing WHCA members with notice of the meeting and elections at least 10 days in advance.

Section 2. Elections Committee

- A. At least two months before the Annual meeting the WHCA membership shall elect an **Elections Committee**.
- B. The Elections Committee shall consist of the following 5 WHCA members:
- Three WHCA members who do not intend to run for office; and
 - Two current Executive Board members.
- C. The President shall appoint one member to chair the Elections Committee.

Section 3. Nomination and Election Procedures

- A. The Committee shall identify and/or recruit WHCA members to run for Executive Board offices and determine their eligibility and willingness to serve;
- B. At least 20 days in advance of the election, the Committee shall inform the membership of the eligible candidates running for Executive Board offices and the election procedures;
- C. Any other WHCA member who wishes to run for a position on the Executive Board must inform the Committee of their candidacy at least 10 days in advance of the election;
- D. At least 7 days in advance of the election, the Committee shall inform the membership of the final list of candidates running for Executive Board offices;
- E. The Committee shall preside over the election at the WHCA Annual meeting by:
- Taking nominations from the floor for each Executive Board office, but only if:
 - No WHCA member declared their candidacy for that office by the deadline; or

- 1 o Each WHCA member who declared their candidacy for that office by the deadline
2 either:
3 ▪ Was elected to that office in at least the past three elections; or
4 ▪ Also declared their candidacy for another office;
5 • Allowing candidates to make a short statement about their reasons and qualifications for
6 running for office;
7 • Conducting voting by secret ballot or, if there is only one candidate for each office, by
8 acclamation; and
9 • Conducting additional voting between the top two vote getters for an office if no candidate
10 had received a majority of the votes for that office.

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12 **Section 4. Terms**

- 13 A. Executive Board members shall serve a one-year term commencing at the conclusion of the
14 WHCA annual meeting.
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16 B. Executive Board members, except for ACCF and NCAC delegates and alternates, shall be limited
17 to serving 3 consecutive terms in the same office unless no other WHCA member consents to be a
18 candidate.
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20 **Section 5. Removal**

- 21 A. The WHCA membership may remove any Executive Board member for cause, including:
22 • Non-performance of the duties of the office;
23 • Ethical or financial improprieties;
24 • Conduct unbecoming an Executive Board member; or
25 • Three consecutive absences from WHCA meetings without reasonable cause.
26
27 B. The procedures for removing an Executive Board member shall be:
28 • A WHCA member(s) must present a written motion and reasons for removal at a WHCA
29 Regular meeting;
30 • The WHCA member(s) moving to remove an Executive Board members shall explain the
31 motion and reasons for removal and answer questions. The Executive Board member who is
32 the subject of the motion shall have time to reply;
33 • The motion shall not be voted on until the next WHCA Regular or Special meeting called for
34 that purpose;
35 • The notice of the next WHCA Regular meeting shall announce the motion for removal;
36 • The Executive Board member who is the subject of the motion shall not preside over the
37 deliberation and consideration of the motion;
38 • Voting shall be by secret ballot; and
39 • If two-thirds of the WHCA membership present at the WHCA meeting vote to remove the
40 Executive Board member, the member shall be removed from office immediately.
41

42 **Section 6. Vacancies**

- 43 A. A vacancy exists if an Executive Board member:
44 • Is removed from office;
45 • Resigns; or
46 • Ceases to be eligible to hold an Executive Board position.
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48 B. If a vacancy occurs in any Executive Board position, other than President, the Executive Board
49 shall appoint a member to fill the office for the remainder of the unexpired term.
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51 **ARTICLE VIII**
52 **Meetings**

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54 **Section 1. Meeting Procedures**

- 55 A. All meetings of the WHCA, Executive Board and WHCA committees shall be:

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- Open to all WHCA members and invited guests. In addition, WHCA Regular, Annual and Special meetings shall be open to any person, but only WHCA members shall be allowed to vote;
- Held only if notice complying with these by-laws is provided to WHCA members;
- Held at locations in or close to the Waverly Hills neighborhood; and
- Held at locations that are accessible to persons with disabilities and reasonable accommodation needs where possible.

- B. Notices for all WHCA, Executive Board and Committee meetings shall contain:
- The time, date and location of the meeting;
 - The meeting agenda;
 - A statement that the meeting is open to any person but only WHCA members can vote. Notices of WHCA Committee meetings shall state they are open only to WHCA members and invited guests ;
 - A statement about whether the meeting is being held in a location that is accessible to persons with disabilities and reasonable accommodation needs; and
 - Contact person for additional information or to put an item on the meeting agenda.

- C. Notices of WHCA, Executive Board and Committee meetings shall be provided to WHCA members by:
- Distribution on the WHCA Listserv;
 - Posting on the WHCA Website;
 - Posting WHCA meeting signs in the neighborhood. The signs need only contain the meeting time, date and location;
 - Distribution by other means for any WHCA member who requests reasonable accommodation (e.g., member does not have internet access); and
 - In an emergency, distribution by other means that are reasonably likely to apprise WHCA members of the meeting.

- D. Any WHCA member may submit to the President or Executive Board an item to be included on the agenda of a WHCA Regular, Annual, Executive Board or Committee meeting. The President or Executive Board shall put the item on the agenda of the next WHCA or Executive Board meeting or refer it to the appropriate Committee for consideration.

- E. The following rules shall govern WHCA, Executive Board and Committee meetings:
- The person presiding at the meeting shall ensure that the required quorum is present;
 - The person presiding at the meeting shall allow WHCA members and invited guests to participate in the discussion. In addition, at WHCA Regular, Annual; and Special meetings the person presiding may allow non-members to participate in the discussion as time permits, but only WHCA members shall be allowed to vote; and
 - The WHCA Secretary or Committee member taking minutes shall record all motions and votes in the meeting minutes;
 - Action taken at meetings shall be by a majority vote, except where the by-laws specify otherwise;
 - Voting shall be by voice initially, except where the by-laws specify another method or a WHCA member requests a show of hands;
 - Any WHCA member may request that the eligibility of all persons voting be verified by reference to the WHCA membership rolls; and
 - Absentee and proxy voting shall not be allowed and no WHCA, Executive Board or Committee member shall have more than one vote.

- F. The Executive Board and Committees may conduct business and voting on-line, provided the other requirements of this Article are met and the President or Committee chair follows these procedures:
- Includes all Executive Board or Committee members in on-line communications;
 - Promptly communicates with all Executive Board or Committee members about any motions received;

- If the motion is seconded, communicates with all Executive Board or Committee members about the procedures for on-line voting;
- Ensures the on-line voting procedures include at least:
 - The process for discussing or amending the motion and making additional motions;
 - The quorum required for the vote to count;
 - The deadline for discussion and voting; and
 - The method for announcing the on-line voting results to the Executive Board and WHCA membership and recording it in meeting minutes.

Section 2. WHCA Regular Meetings

- A. The Executive Board shall propose the time and schedule of WHCA Regular meetings for WHCA approval at the first meeting of each fiscal year.
- B. The WHCA shall hold at least 4 Regular meetings each fiscal year, one of which shall be in September.
- C. WHCA Regular meeting notices shall provide at least 10 days' notice to WHCA members. If the President or Executive Board determines an emergency exists, less than 10 days' notice may be given.
- D. The President or Executive Board may call, reschedule or relocate any WHCA Regular meeting when necessary provided that notice is given.
- E. The quorum for Regular meetings shall be 15 WHCA members.

Section 3. WHCA Annual Meeting

- A. The WHCA shall hold an Annual meeting each June for the purposes of:
 - Electing the Executive Board;
 - Approving membership dues for the next year; and
 - Presenting the Treasurer's annual financial report.
- B. The Executive Board shall set the time, date and location of the WHCA Annual meeting.
- C. The WHCA Annual meeting notice shall provide at least 30 days' notice to WHCA members.
- D. The quorum for the annual meeting shall be 15 WHCA members.

Section 4. WHCA Special Meetings

- A. A WHCA Special meeting may be called by:
 - The President;
 - At least 4 Executive Board members; or
 - At least 10 WHCA members who state their meeting request and reasons in writing.
- B. The President or Executive Board shall hold the meeting within 30 days of the call for a Special meeting and shall provide at least 10 days' notice of the meeting to WHCA members. In an emergency less than 10 days' notice may be given.
- C. The Special meeting shall consider only the business specified in the meeting notice.
- D. The quorum for Special meetings shall be 15 WHCA members.

Section 5. WHCA Executive Board Meetings

- A. The President or a majority of the Executive Board member shall call Executive Board meetings as often as necessary.
- B. Executive Board meeting notices shall provide at least 5 days' notice to WHCA members. In an emergency less than 5 days' notice may be given.

- 1 C. The quorum for Executive Board meetings shall be a majority of the members of the Executive
2 Board.
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5 **Section 6. WHCA Committee Meetings**

- 6 A. The Committee chair or a majority of Committee members may call WHCA Committee meetings
7 as often as necessary.
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9 B. Committee meeting notices shall provide at least 5 days' notice to WHCA members. In an
10 emergency less than 5 days' notice may be given.
11
12 C. The quorum for Committee meetings shall be the WHCA members present after proper notice is
13 provided.
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15 **ARTICLE IX**
16 **Fiscal Operations**
17

18 **Section 1. General Requirements**

- 19 A. All WHCA financial matters shall be conducted according to best business practices.
20
21 B. All WHCA dues, receipts and funds shall be deposited in a federally-insured depository that the
22 Executive Board approves.
23
24 C. At a minimum, the Treasurer and President shall be signatories on all WHCA accounts.
25
26 D. The Treasurer shall present a financial report at each WHCA regular meeting. At a minimum, the
27 financial report shall include the receipts and expenditures of the WHCA since the previous
28 meeting. The Secretary shall include the financial report in the minutes of the meeting.
29
30 E. The Treasurer shall present an annual financial report at the WHCA Annual meeting.
31
32 F. The fiscal year of the WHCA shall be July 1 through June 30.
33

34 **Section 2. Annual Budget**

- 35 A. The President, in consultation with the Executive Board, shall prepare an annual budget for
36 WHCA approval at the first meeting of the fiscal year.
37
38 B. The annual budget shall cover regular and ordinary expenditures of the WHCA, Executive Board
39 and WHCA Committees.
40
41 C. The Executive Board may revise the annual budget as necessary for WHCA approval at the next
42 Regular meeting.
43

44 **Section 3. Receipts and Expenditures**

- 45 A. The Treasurer shall make all disbursements and pay all expenditures by check or recordable
46 electronic means.
47
48 B. The Treasurer is authorized to make all disbursements and pay all expenditures provided for in the
49 approved annual budget without further approval or authorization.
50
51 C. The Executive Board shall approve all disbursements and expenditures that are not in the approved
52 annual budget.
53

54 **Section 4. Audits**

- 55 A. A majority of members voting at a WHCA meeting may approve the establishment of an Audit
56 Committee to review the WHCA and Treasurer's financial records.
57
58 B. The Treasurer shall submit all WHCA financial records to the audit committee.

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2 C. The Audit Committee shall:
3 • Have at least three WHCA members, none of whom are signatories on WHCA accounts;
4 • Submit an audit report and recommendations, if any, to the Executive Board within 90 days;
5 and
6 • Present the audit report and recommendations, if any, at the next WHCA meeting.
7

8 **ARTICLE X**
9 **Parliamentary Authority**

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11 Common sense and courtesy shall be the general rule of conduct for all meetings of the WHCA, Executive
12 Board and WHCA committees. The most recent edition of Robert’s Rules of Order, Newly Revised, shall
13 govern all meetings of the WHCA, Executive Board and WHCA committees, provided they do not conflict
14 with the WHCA by-laws or any special rule of order WHCA has adopted.
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16 **ARTICLE XI**
17 **Amendment of By-laws**

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19 **Section 1. General Requirements**

20 The WHCA may amend the by-laws at a WHCA meeting by two-thirds vote of the WHCA membership
21 present and voting.
22

23 **Section 2. Amendment Procedures**

24 The procedures for amending the WHCA by-laws shall include the following:

- 25 • Any WHCA member(s) proposing to amend the by-laws shall present the proposed
26 amendment in writing at a WHCA meeting;
27 • The WHCA member(s) proposing the amendment shall be permitted to explain the
28 amendment and answer questions at the WHCA meeting;
29 • The President or Executive Board may establish a By-laws Committee to review the proposed
30 amendment;
31 • The By-laws Committee shall report on their review at the next WHCA meeting;
32 • Notice of the meeting and a copy of amendment must be provided to WHCA membership at
33 least 10 days before the WHCA meeting.
34 The WHCA membership shall vote on the proposed amendment at that WHCA regular
35 meeting.
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