

POTOMAC – WESTMORELAND SHORES CIVIC CORPORATION BY-LAWS

ARTICLE – I

NAME

The name of the organization is “Potomac-Westmoreland Shores Civic Corporation”. It is a non-stock corporation incorporated under the provisions of Chapter 2 of Title 13.1 of the Code of Virginia. It is not organized for profit. It shall issue no stock. No member shall receive a salary from any of the income, earning, assets or property of the Corporation; nor shall any part thereof be withdrawn or distributed to any of its members in lieu of a salary. But, should member win a solicited bid on a project or perform a requested service for which a non-member would normally be compensated, that member will be paid for the work performed or services rendered.

ARTICLE – II

OBJECTIVE

Section 1. The objective of this civic corporation shall be to develop and support activities which will promote the preservation of high standards of community life at Potomac Shores and Westmorland Shores, including but not limited to the orderly development of public utilities, recreational facilities and adequate protection of community residence.

Section 2. All official acts of this civic corporation shall be in the name of the Potomac – Westmoreland Shores Civic Corporation of Westmoreland County, Virginia and must be signed by the President and attested to by the Secretary.

ARTICLE – III

MEMBERSHIP

Section 1. Only those persons who own property or year round lessees of residential property in Potomac Shores and/or Westmoreland Shores subdivisions, based on the initial subdivision plats duly recorded in the Clerk’s Office of the Westmoreland County Circuit Court, are eligible for membership in PWSCC. Any lessees of residential property must be year-round lessees of the entire property and must reside at the leased property. Persons who lease residential property but do not reside at the address of the leased property are not eligible for membership. Any persons who do not meet the membership eligibility requirements as set forth above are ineligible for future membership, effective April 1, 2014.

Section 2. Application for membership must be made on the prescribed form, signed by the applicant and accompanied by the first year’s dues as here in after provided. Application may be submitted to any member of the Board of Directors of this Corporation. Membership may be approved after owner/year round rental verification by an officer of the PWSCC or Dock Master, provided the applicant meets all other membership requirements.

Section 3. The membership year of this Corporation starts April 1 and closes the following March 31st. The fiscal and budget year of this corporation begins January 1 and closes the following December 31st. The operating budget shall be presented at the Annual Membership Meeting for approval and will be effective as of the beginning of the Fiscal Year.

Section 4. The amount of annual Membership dues, Hall rental, Boat Slips, Access Keys and other fees shall be approved by the membership.

Section 5. No member, upon resigning from membership, shall receive a refund of any fees or membership dues previously paid.

Section 6. Any member who becomes delinquent in payment of annual membership dues shall not be entitled to vote or hold office, or to any other privileges of membership.

Section 7. Any member whose annual dues are not paid before the time set for the annual meeting shall be automatically dropped from membership in the corporation.

Section 8. The Sale or conveyance by a member of all of his interest in real property situated in Potomac Shores or Westmoreland Shores shall automatically and immediately terminate his membership in the corporation. No refund of any dues shall be made.

ARTICLE – IV

OFFICERS AND DIRECTORS

Section 1. The four (4) Officers of this Corporation shall be a President, a Vice President, A Secretary, and a Treasurer. The five (5) Directors of the Corporation shall be a Finance Director, A building and Grounds Director, a Boat and Pier Dock Master, a Community Action Director and an Entertainment Director. The position of Clubhouse Rental Agent is a volunteer position and does not hold authority of vote.

Section 2. The officers of the Corporation shall be elected by ballot and in the order listed above, at the Annual Membership Meeting and shall hold office for a term of one year or until their successors are elected. The officers shall be eligible to serve concurrent terms without limited tenure.

Section 3. Candidates for office receiving a simple majority (51%) of all votes cast shall be declared elected. Their term of office shall begin at the close of the annual meeting at which they are elected.

Section 4. Each member (real property owners of record and year-round renters in the Potomac-Westmoreland Shores subdivisions) shall be entitled to cast, as many votes at the election of directors as there are Directors to be elected, but cumulative voting shall not be allowed.

Section 5. Termination of a Director's membership in the corporation for any reason automatically terminates his term of office.

Section 6. The four (4) Officers and the five (5) Directors stated in Section 1. of this Article shall constitute the Board of Directors

Section 7. The Board of Directors shall manage the affairs and property of the Corporation between annual, regular or such special meetings as may be called. The Board shall be subject to the orders of the Corporation and none of its acts shall conflict with action taken by the Corporation.

ARTICLE – V

MEETINGS

Section 1. The annual general membership meeting shall be held on the first Saturday of June. This meeting shall be for the purpose of electing officers, approving the budget, receiving reports of officers and committees and for any other business that may arise. All members to the greatest extent possible shall be notified in writing (physically or electronically) of the date, place and time of the annual meeting at least twenty (20) days prior to said meeting.

Section 2. Special meetings of the membership may be called by the President at any time he deems if necessary or when requested in writing by a majority of the Board of Directors. It shall be the duty of the President to call a special meeting of the membership upon written demand of twenty-five percent (25%) of the membership. The call shall state specifically the purpose for which it is called and no other business than that specified in the call shall be transacted at the special meeting. Each member, to the greatest extent possible, shall be notified in writing (physically or electronically) of the date, place, time and purpose of the special meeting at least ten (10) days prior to said meeting.

Section 3. Each member shall be entitled to one (1) vote on any matter before the membership. This includes one (1) vote for the property owner and one vote (1) for the co-owner, legal spouse or one other "life partner/significant other" whose name also appears on the membership application.

Section 4. The total number of members present, in good standing, shall constitute a quorum.

Section 5. Regular meetings of the Board of Directors shall be held in months other than June and at such times and places as the Directors may designate, however not less than 4 meetings shall be held annually.

Section 6. Special meetings of the Board can be called by the President and shall be called upon the written request of five (5) members of the Board of Directors. The call shall state the purpose for which it is called and no other business than that specified in the call shall be transacted at such meeting.

Section 7. Ten (1) days written notice shall be given for all special meetings of the Board. Ten (10) days written notice for all regular meetings of the Board is also required if the date of its next meeting is not specified in the previous minutes. A shorter notice may be given if authorized by the President, but in no case will it be less than forty-eight (48) hours.

Section 8. A quorum for the transaction of business at any meeting of the Directors shall consist of a simple majority of the Directors, and a majority of those present at any meeting shall have the power to adjourn the meeting to a future date.

Section 9. If vacancies are created by a resignation or the inability to carry out the duties of any of the positions described in Article IV, Section. Of these By-Laws, the President will make appointments from the membership to fill that position for the remainder of the term of that position. A majority vote of the Board of Directors must approve any vacancy appointments if the Board of Directors cannot establish a quorum for the transaction of business, as required by Article V, Section 8, the membership must approve appointments to fill the vacant positions(s).

ARTICLE – VI

COMMITTEES

Section 1. The standing committees of this Corporation shall be a Finance Committee; a Membership Committee; an Entertainment and Recreation Committee; a Community Action Committee; a Building and Grounds Committee and a Boat and Pier Committee. The Five (5) Directors of the Corporation: Finance, Entertainment and Recreation, Community Action, Building and Grounds and Boat and Pier shall chair these standing committees

Section 2. The Membership Committee Chairman shall be the Vice President (section 1. Under STANDING RULES).

Section 3. No term of appointment shall exceed that of the appointive power of the President, except as authorized in these By-Laws.

Section 4. The President shall be an ex-officio member of all committees with the right, but not the obligation, to participate in the proceedings of the committees. He shall not be counted in the quorum.

Section 5. The standing committee chairman is responsible for furnishing the Finance Committee its budgetary requirements forty-five (45) days prior to the annual meeting.

Section 6. The chairman of each standing committee shall submit a written report of its activities at the annual meeting.

ARTICLE - VII

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the Potomac-Westmoreland Shores Civic Corporation in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the Corporation may adopt.

ARTICLE - VIII

AMENDMENT OF BY-LAWS AND STANDING RULES

Section 1. These By-Laws can be amended at any annual or special meeting of the corporation by a two-thirds (2/3) vote of the membership present or their proxy, provided that written notice containing a general statement of the intent of the amendment be sent to every member at least twenty (20) days prior to the meeting, or by Order of the Circuit Court of Westmoreland County, Virginia.

Section 2. The Standing Rules can be amended at any business meeting by a simple majority vote without previous notice.

ARTICLE - IX

DISSOLUTIONS

Upon final dissolution or liquidation of this corporation and after the discharge or satisfaction of all outstanding obligations and liabilities, the remaining assets shall be distributed to such charitable corporation as a court of competent jurisdiction determines to have purposes closest to those of this corporation.

ARTICLE – X

MISCELLANEOUS

- A. The masculine, whenever used in these By-Laws, shall include the feminine gender.
- B. Statement of documents:

HOLD HARMLESS AGREEMENT

Whereas membership in the Potomac-Westmoreland Shores Civic Corporation, a non-stock not for profit entity, is voluntary and not a condition of real property ownership; and

Whereas actual and constructive written notice of liability disclaimer is given to each property owner upon the acceptance of membership application; and

Whereas each building, facility and beach area is posted with signs stating “Use at your own risk” as a condition of usage; and

Whereas the; member acknowledges that inherent risks and potential hazards exist in using corporate property and beach areas.

Therefore, by signing the membership application, the member acknowledges, accepts and agrees to the corporation, its’ officers and directors absence of liability for any loss or injury the member or his accompanied authorized guests may sustain through the use of corporate property or facilities. In so doing, the member agrees to hold the corporation harmless in his grievance and pledges not to sue the corporation, its’ officers or directors to recover actual or perceived damages.

STANDING RULES

Section 1. Elected Officers. The officers of the Potomac-Westmoreland Shores Civic Corporation shall perform their duties as prescribed in the By-Laws and these Standing Rules.

The President shall:

Preside at all membership and Board of Directors meetings

- 1. Establish standing committees as prescribed in the By-Laws
- 2. Appoint such special committees as are necessary
- 3. Serve as ex-officio member of all committees
- 4. Perform such other duties as are appropriate to the office
- 5. Maintain the PWSCC.org website
- 6. Sign checks for the Corporation.

The Vice President shall:

- 1. Establish standing committees as prescribed in the By-Laws
- 2. Appoint such special committees as are necessary
- 3. Serve as ex-officio member of all committees
- 4. Perform such other duties as are appropriate to the office
- 5. Maintain the PWSCC.org website
- 6. Sign checks for the Corporation.

The Secretary shall:

1. Keep the records of the Corporation. This includes receiving various pieces of correspondence submitted by members of the Board of Directors and Committees
2. Serve as the Recorder at membership and Board of Director's meetings
3. Conduct all correspondence on behalf of the corporation
4. Provide the State Corporation Commission an annual listing of corporate officers
5. Prepare and distribute the membership a listing of Officers, Directors, Standing Committee members, special appointments and other information for the benefit and interest of the members
6. Develop and disseminate a quarterly corporation newsletter
7. Sign checks for the corporation

The Treasurer shall:

1. Collect all membership dues and other income
2. Deposit all funds in the corporate bank accounts without any deductions or offsets
3. Make authorized disbursements only by checks signed by the President or Secretary
4. Keep a system of account approved by the Board of Directors and preserves all receipts and checks for payments made
5. Render a report of receipts and expenditures at each meeting of the Board of Directors
6. Submit a report to the annual meeting of the membership, which shall have been audited and approved by the Finance Committee
7. Mail, annually, no later than March 1st a membership "Dues" notice as prescribed by the Board of Directors
8. Sign checks for the Corporation
9. Perform such other duties as are appropriate to the office.

Section 2. Standing Committees: The duties and responsibilities of the Standing Committees are described in the By-Laws and these Standing Rules.

Finance Committee

The Finance Committee shall:

1. Prepare an annual operation budget for the corporation and present it to the Board of Directors prior to the annual meeting. The Board will submit the budget at the annual meeting for adoption. This budget shall authorize funds for the "fixed" operating costs of the corporation. In addition, the budget shall allocate funds for the operation of the Standing Committees. Budget expenditures shall not exceed the anticipated fiscal year income. Extraordinary expenditures, to fund capital improvements or repairs to corporation property, shall be drawn from the corporation savings account to the extent that they are available.
2. The Finance Committee shall audit the accounts of the Treasurer annually prior to the annual meeting
3. It shall recommend to the Board of Directors adjustment in dues and other fees and make recommendations for income producing activities that would be in the best interest of the corporation.

Membership Committee

1. The Membership Committee Chairman shall be the Vice President. The committee shall plan and conduct an annual membership canvass of non-member property owners and year-round renters in the Potomac-Westmoreland Shores subdivisions
2. The committee shall encourage friendship among the members and work to the end that every owner will become a member
3. This committee will also support the Treasurer in his duties to collect membership dues.

Entertainment and Recreation Committee

1. This committee shall be responsible for planning and coordinating social and recreational events that involve the use of the Club House and its facilities by the members and their families
2. This committee shall also be responsible for coordinating community fund raising events with the Finance Committee.

3. This committee shall contain a subset committee (one person) known as "Club House Rental Agent" to collect all fees for the PWSCC club house, insure the property is cleaned and notify Entertainment and Recreation Committee chairman of any and all problems with the club house.

Community Action Committee

1. This committee shall be responsible for the development promotion of civic projects that pertain to the betterment of the community
2. This committee shall maintain liaison with County and State agencies on matters that affect the health, safety and quality of life issues of the community.

Building and Grounds Committee

1. This committee shall provide for the operation, maintenance and capital improvement of all corporation property
2. This committee shall issue such rules and regulations as are deemed necessary to protect and control the use of such property.

Boat and Pier Committee

1. This committee is responsible for the operation, maintenance, repairs and improvement of the corporation's boat pier, slips, launches, ramp and parking area
2. This committee shall submit recommended fee schedules and budget requests necessary to support the operation of its facilities
3. It shall maintain, and submit to the Board by February 1st a complete listing of members who rented slips during the prior year, including boat manufacturer, length, width and registration number. The chairman will also establish criteria for assignment of boat slips to those members who may be on a waiting list
4. This committee shall recommend such rules and regulations as are necessary to protect and control the use of such property.

Section 3. Order of Business

1. Call to Order
2. Reading and approval of previous minutes
3. Treasurer's report
4. Reports of Officers, Directors and Standing Committees
5. Reports of Special (ad hoc) Committee
6. Old Business
7. New Business
8. Election of officers (Annual Meeting)
9. General good and welfare
10. Set date and time of next meeting
11. Adjournment.

June 4, 2022 Changes to PWSCC By-Laws:

1. Topics for Membership vote:

****BY Law and Fee changes:**

2. As required by the current By-Laws, the community must be notified prior to the meeting of suggested changes to the By Laws and fees governing the use of PWSCC assets. Attached are the proposed amended by-laws, with the following summary of changes from previous version:
3. Article II Section 1 Change Object to Objective in two places
4. Article III Section 2 – Strike last sentence “Approval of membership applications shall be voted on at the next scheduled board meeting following receipt of the application.
5. Article III Section 3 – change December 31th to December 31st
6. Article III Section 9 – Strike this section (Each member shall be furnished a card certifying membership.)
7. Article V Section 1 – Change last sentence to read “All members to the greatest extent possible shall be notified in writing (physically or electronically) of the date, place and time of the annual meeting at least (20) days prior to the meeting.
8. Article V Section 2 – Change last sentence to read “Each member to the greatest extent possible will be notified in writing (physically or electronically) of the date, place, time and purpose of the special meeting at least (10) days prior to the meeting.