

# **BYLAWS OF THE NORTH ROSSLYN CIVIC ASSOCIATION**

## **ARTICLE I Name and Objectives**

### Section 1. Name.

The name of this organization shall be the "North Rosslyn Civic Association," hereinafter referred to as the "Association."

### Section 2. Objectives.

- To provide an association through which area residents may voice their concerns and interests regarding the community;
- To represent the interests of the area at the county, state, and federal level;
- To foster communication between and among the various individuals, families, groups and associations within the area;
- To further the public interest by promoting efforts toward civic betterment within the boundaries of the Association and within Arlington County;
- To provide leadership and organization that represents and coordinates community activity on issues of mutual concern.

## **ARTICLE II Activities, Affiliations, and Tax Status**

Section 1. Nature of Activities. In its activities, the Association shall be strictly non-partisan and non-sectarian. The Association, however, reserves the right to take a position and to express its views on any legislation, ordinance, or course of action which in the judgment of the Association will affect the welfare of its members, and to comment on the actions of individuals and groups whose purposes or actions affect the welfare of the North Rosslyn area.

Section 2. Affiliation with Other Groups. The Association may join, support, or collaborate with other civic groups whose purposes and actions are consistent with the welfare of the North Rosslyn area and Arlington County, provided that any affiliation undertaken shall not impair the continued existence of the Association as a distinct organization.

Section 3. Tax Exempt Status. The Association incorporated as a non-stock corporation under the laws of the Commonwealth of Virginia. It is tax exempt under section 501(c)(4) of the Internal Revenue Code, and is organized and operated exclusively for the exempt purposes set forth in the Code.

## **ARTICLE III Boundaries, Membership, and Sponsorship**

Section 1. Boundaries. The North Rosslyn area for the purposes of these By-laws shall consist of the territory formerly described by the boundaries of the Colonial Terrace Civic Association and recorded with the Arlington County Civic Association and Arlington County. These boundaries are described by Wilson Boulevard, Lee Highway, North Quinn Street, and Arlington Ridge Road, inclusive of the Key Bridge Marriott, Gateway Park, and connecting parcels of land.

Section 2. Admission to Membership. Any person eligible for membership under this article shall become a member upon payment of the dues to the Treasurer and shall be qualified to vote

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or to hold elective office for as long as they maintain membership in good standing with dues payment remaining current.

Section 3. Individual Membership. Any individual 18 years of age or older who resides within the North Rosslyn area is eligible for membership with full voting rights and privileges.

Section 4. Family or Household Membership. The members of a family or of a single household who qualify as individual members may elect to join as a family or household. Each member shall have full voting rights and privileges. No more than four individuals per household may participate in this type of membership.

Section 5. Business or Association membership. A business or association adjacent to or within the North Rosslyn area may join as a non-voting member upon payment of dues to the Treasurer.

Section 6. Honorary Membership. The Association may confer honorary memberships. Honorary members shall be entitled to participate in the affairs of the Association but they shall not have the right to vote or to hold elective office unless qualified under other membership criteria.

Section 7. Business Sponsorship. Any business adjacent to or within the North Rosslyn Civic Association area may become a business sponsor upon approval of the Board.

### **ARTICLE IV**

#### **Election, Duties, and Powers of Directors and Officers**

Section 1. Elective Directors, Terms, and Qualifications. The Affairs of the Association shall be managed by a Board of Directors consisting of 7 directors elected by the members of the Association. Directors shall be members of the Association. At the first meeting of the Association, the members elected 7 directors. At the board meeting following the first meeting, the directors drew lots for term of office, with 3 directors serving 3 years, 2 directors serving 2 years, and 2 directors serving 1 year.

At the last Community meeting of each calendar year thereafter, the members shall elect a director to each vacancy for a term of three years. The directors shall serve for three years or until their successors are chosen.

Section 2. Election of Officers. The Officers of the Association shall be a President, a Vice President, , a Secretary, and a Treasurer, who need not be members of the Board of Directors except for the President and Vice President, and such other Officers as the Board may from time to time by resolution create, all of which Officers are to be elected by the Board of Directors. The election of Officers shall take place at the meeting of the Board of Directors following the Community meeting at which the annual election was conducted.

Section 3. Term. The Officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year or until his successor is duly elected and qualified, unless he shall sooner resign, or shall be removed, or become otherwise disqualified to serve.

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Section 4. Resignation and Removal. Any Officer may resign at any time giving written notice to the Board President or Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified. Any Officer (elected or appointed) of the Association may be removed for nonperformance of duties, inefficiency, or conduct incompatible with the objectives and activities of the Association. A motion for removal may be made at any regular or special meeting. The reasons for the motion must be presented in writing and shall be read in their full text by the Secretary. The maker of the motion may briefly explain the reasons and may answer questions. The officer or Board member involved, if present, may briefly reply but there shall be no debate. At the next regular or special meeting held not sooner than ten days after the presentation of the motion, the question shall be debated, and if two-thirds of those present are in favor thereof, the Officer shall be immediately removed from office: Provided, that no Officer whose removal is under discussion shall preside during the consideration of the motion of removal.

Automatic removal of a Board member will occur (unless overridden by the Board) if the member misses more than three consecutive Board or Community meetings. Automatic removal will be announced at the next Board or Community meeting.

Section 5. Vacancies. A vacancy in any office or a vacancy of a Board position may be filled by appointment by the Board. The Officer or Board member appointed to such vacancy shall serve for the remainder for the term of the Officer or Board member he replaces.

Section 6. Duties of the President. The President shall be the chief executive official of the Association and shall take care that its By-laws and decisions are faithfully observed and executed. In addition, the President shall have the following specific duties:

- Preside over the meetings of the Association;
- Be chair of and a voting member of the Board of Directors of the Association;
- Appoint all special committees of the Association whose appointment is not otherwise provided for in the By-laws.
- Provide for the performance of the duties of any office or position of the Association during the temporary absence or disability of the incumbent until the vacancy shall have been filled in the manner provided by the By-laws; and
- Represent the Association on any occasion which in the President's judgment involves the interest of the Association, and make or authorize statements on behalf of the Association on any matter in which the Association has arrived at a position or policy.

Section 7. Duties of the Vice President. The Vice President shall assist the President in the administration of the affairs of the Association and shall undertake such duties as the President may assign. In addition, he shall have the following specific duties:

- Assist the Association Treasurer, if requested by the Treasurer, to maintain an accurate annual membership list.

If the President is absent from a meeting of the Association, the Vice President shall preside. If the Vice President is also absent, the Secretary or Treasurer shall preside.

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In the event of the resignation, removal, disqualification, disability, or death of the President, the Vice President shall assume the office of the President for the remainder of the term of office. Should the Vice President also be unable to assume or continue in the office of President, another board member shall fill the vacancy of the Vice President and become the President for the remainder of the term.

Section 8. Duties of the Secretary. The Secretary shall keep all records of the Association not specifically the responsibility of another Officer, shall record the proceedings of the meetings of the Association and the Board of Directors, and shall perform such related duties as the President or the Board may prescribe. In addition, he shall timely communicate meeting events, post minutes, and perform other official Association business through the community Forum and social media.

Section 9. Duties of the Treasurer. The Treasurer shall receive the funds of the Association and shall disburse these funds when duly authorized by the Association or the Board. The Treasurer shall make a report of the finances of the Association at each regular meeting and shall keep records in such form as to disclose the amounts and sources of all revenues received and the amounts and purposes of all funds disbursed. The Treasurer shall prepare an annual budget for approval by the Board and a financial report for presentation to the members at the annual meeting of the Association. The Treasurer shall maintain a current and accurate roll of members.

Section 10. Duties of All Board Members. All Association Board members should join the Board with the understanding that they shall spend at least 4 hours per month supporting Association business. Preside over special committees appointed by the President. If a Board member must be absent from a planned meeting, the Board member shall notify the Board President prior to the start of the meeting. Although physical presence is preferred, Board members have the option of teleconferencing into any meeting.

### **ARTICLE V Meetings of the Association**

Section 1. Community Meetings. The Association shall conduct a regular Community meeting at least four times per year. The President shall determine the date, time, and location of each Community meeting and provide notice of the meeting to all members at least 14 days before the meeting. Notice will ordinarily be provided through electronic means to members in good standing who have provided current email addresses. All residents of the area are welcome to attend.

Section 2. Special Community Meetings. The Association shall conduct a special Community meeting upon receipt of a petition signed by at least 20 members or 20% of the paid membership, whichever is fewer. The petition shall state the date, time, location, and purpose of the special Community meeting. The agenda of a special Community meeting shall be limited to the stated purpose. Note of a special Community meeting shall be provided to all members at least 14 days before the meeting.

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Section 3. Quorum. A quorum of ten members shall be required for any membership meeting at which formal action is taken.

## **ARTICLE VI**

### **Meetings of the Board of Directors**

Section 1. Board Meetings. The Board of Directors may meet as often as necessary, and may bind the Association to any action consistent with its By-laws by a simple majority vote, provided that a quorum of three of the members of the Board is present at the meeting in person or by telephone, except for those actions specifically reserved to votes of the membership: Provided that, in the event the Association has received a petition for a special Community meeting, the Board may not bind the Association to an action related to the stated purpose of the special Community meeting. The Board shall report all of its actions and decisions at the next Community meeting.

## **ARTICLE VII**

### **Amendment of the By-laws**

Section 1. Procedures. Amendments of these By-laws must be presented in writing at a regular Community meeting of the Association. Upon presentation, the Secretary shall read the full text of the amendment(s) to the members present. The person or committee sponsoring the amendment(s) will be permitted briefly to explain the purposes and answer questions thereon, but there shall be no debate. At the following meeting, the amendment(s) shall be subject to debate and shall, if two-thirds of those voting are in favor, take effect immediately.

## **ARTICLE VIII**

### **Annual Year and Dues**

The Association shall operate on a calendar year. Membership shall be renewable annually on January 1. Persons joining on or after July 1 will be eligible for membership for the remainder of the calendar year upon payment of an amount equal to half of the amount of annual dues.