

BYLAWS OF THE WILLIAMSBURG CIVIC ASSOCIATION OF ARLINGTON

[Amended February 19, 2008]

ARTICLE I -- NAME

The name of this organization shall be Williamsburg Civic Association of Arlington.

ARTICLE II -- PURPOSE

The purpose of this Association shall be to devise strategies and to take actions that promote the general welfare of the community and its residents. This Association and its activities shall be strictly non-partisan, non-sectarian and non-political.

ARTICLE III -- COMMUNITY BOUNDARY

The boundary of the community served by this Association shall be as follows: beginning at the Fairfax County Line at N. Trinidad Street and extending along N. Trinidad Street to 26th Street N., thence along 26th Street N. to N. Sycamore Street, thence along N. Sycamore Street to 27th Street N., thence along 27th Street N. to N. Lexington Street, thence on a northeasterly line from the intersection of 27th Street N. and N. Lexington Street to N. Kensington Street and Little Falls Road (including all of N. Kensington Street which is south of Little Falls Road and North of 27th Street N.), thence westerly along Little Falls Road to N. Kensington Street, thence along N. Kensington Street across Williamsburg Boulevard to the Arlington County line, and thence along the Arlington County line to N. Trinidad Street. The boundary line appears on the map appended to and forming a part of these Bylaws.

ARTICLE IV -- AFFILIATION WITH THE ARLINGTON COUNTY CIVIC FEDERATION

Section 1. This Association shall be affiliated with the Arlington County Civic Federation and will participate in the activities of that Federation.

Section 2. The President and Vice President shall, by virtue of their offices, be delegates who represent the Association in the Arlington County Civic Federation. Two other delegates and four alternate delegates shall be appointed by the Executive Committee.

Section 3. When presented with an invoice, the Treasurer shall disburse to the Arlington County Civic Federation the amount set by that Federation as the annual membership fee of this Association.

ARTICLE V -- MEMBERSHIP

Section 1. All persons eighteen (18) years of age and older living within the community or owning real property therein are eligible for membership and shall become a member of this Association upon payment of dues. Other persons may be admitted, subject to the approval of the Executive Committee and the payment of dues. On payment of dues, the Treasurer shall issue to each member an Association membership card.

Section 2. Annual dues per person shall be set by the Executive Committee and are payable in advance at or before the annual meeting in May of each year.

ARTICLE VI -- ELECTED OFFICERS AND AT-LARGE REPRESENTATIVES OR AREA REPRESENTATIVES

Section 1. The elected officers of this Association shall be President, Vice President, Treasurer, Secretary, and Neighborhood Conservation Advisory Committee (NCAC) Representative. The duties and powers of the officers shall be as set forth in this Article.

Section 2. The President shall preside at all meetings of this Association and of the Executive Committee; shall perform such other duties as pertain to this office, including acting as spokesperson on matters of concern to this Association; shall appoint at least the chairperson of all committees except the Committee on Nominations; and shall be an ex officio member of all committees except the Committee on Nominations and the Financial Oversight Committee.

Section 3. The Vice President shall assist the President and shall perform such duties as may be delegated by the President. In the absence of the President, the Vice President shall perform the duties of the President. In the event of a vacancy in the office of President, the Vice President automatically shall assume the office of President.

Section 4. The Treasurer shall receive all dues and issue membership cards to all dues paying members; shall maintain an up-to-date list of all members; shall receive and account for all funds of this Association and disburse funds only by check as provided in these Bylaws; and shall perform such other duties as pertain to this office. In the absence of the President and the Vice President, the Treasurer shall perform the duties of the President.

Section 5. The Secretary shall take the minutes of all meetings of this Association and the Executive Committee; shall keep the roll of officers, other officials and committees of this Association; shall aid the President in correspondence within this Association, with other Civic Associations and organizations, and with the County Government; and shall perform such other duties as pertain to this office. In the absence of the President, Vice President, and Treasurer, the Secretary shall perform the duties of the President.

Section 6. The Neighborhood Conservation Advisory Committee (NCAC) Representative shall represent the Association on Arlington's Neighborhood Conservation (NC) Program. Duties include attending the monthly meetings of the NCAC and being responsible for the development and/or maintenance of the Association's Neighborhood Conservation (NC) Plan. The NCAC Representative or the WCA Executive Committee will select an NCAC Alternate, who will help the NCAC Representative, including attending NCAC meetings when the Representative cannot. In the absence of the President, Vice President, Treasurer, and the Secretary, the NCAC Representative shall perform the duties of the President.

Section 7. In addition to the elected officers described above, the elected officers of the Executive Committee may designate from one to three Area Representatives or At-Large Representatives who would serve as part of the Executive Committee and would represent either their section of the neighborhood (for Area Representatives) or the entire neighborhood (for At-Large Representatives).

ARTICLE VII --EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall be comprised of the elected officers and any At-Large or Area Representatives designated by the elected officers

Section 2. The Executive Committee shall be vested with the general management of the affairs of this Association. It shall act for this Association in matters specifically delegated to it by the membership and may act for this Association between meetings of the membership on any matter deemed urgent. Any such action shall be reported at the next meeting of this Association. The Executive Committee shall be subject to the orders of this Association, and none of its actions shall conflict with action taken by this Association.

Section 3. The Executive Committee may adopt rules for its proceedings, including the admission to this Committee from time-to-time of other members on such temporary basis as is deemed proper.

Section 4. It shall be the duty of the Executive Committee to call the chairpersons of the various committees together when advisable and sit in council with them so that a close coordination may be maintained at all times on matters pertaining to committee work and so that reports may be made periodically to the Executive Committee. The Executive Committee shall also give aid and counsel to all committees when asked. At the request of the President or the Executive Committee, chairpersons or their representatives shall attend meetings of the Executive Committee.

ARTICLE VIII -- COMMITTEES

Section 1. The President, with the approval of the Executive Committee, shall from time to time, establish and/or dissolve standing committees.

Section 2. The President, with the approval of the Executive Committee, shall from time to time, establish special committees with such duties as are deemed proper.

Section 3. Reports of committees, both standing and special, shall be made in writing periodically to the Executive Committee at times designated by the Executive Committee.

ARTICLE IX -- NOMINATIONS, ELECTIONS AND TERM OF OFFICERS

Section 1. The Executive Committee shall appoint a Committee on Nominations composed of three (3) members, one of whom shall be named the convener by the Executive Committee. The members shall select a chairperson from amongst themselves. The Committee on Nominations shall report a list of nominees for each elective office at the meeting of this Association in February or March of each year.

Section 2. Additional nominations for any elective office may be made from the floor by any member in good standing immediately following the report from the Committee on Nominations. In all nominations, previous consent shall have been obtained.

Section 3. Elections shall be held at the annual meeting in May of each year.

Section 4. Elections shall be by secret ballot unless by acclamation. All members in good standing and present shall be entitled to vote. The nominee for each office receiving the largest number of votes cast shall be declared elected. If there is only one candidate for any office, the election for that office, or offices, may be by voice vote.

Section 5. Elected officials shall be installed before the close of the meeting at which they are elected and shall serve for one (1) year or until their successors are elected.

Section 6. No member shall hold more than one elective office at a time.

Section 7. If the Executive Committee fails to appoint a Committee on Nominations and fails to hold an election of officers by July of each year, a quorum of members in good standing may call a meeting of the membership and elect interim officers, provided that all residents living within the Association's boundaries have received written notification of the meeting at least one week in advance. The interim officers shall serve for no more than one year. During that year, these interim officers shall conduct the business of the Association, shall appoint a Committee on Nominations, and shall hold an election of officers. All records and property of the Association shall be turned over promptly to the interim officers by the previous officers and committee chairpersons.

ARTICLE X -- VACANCIES AND REMOVALS

Section 1. If any office other than that of President becomes vacant by reason of death, resignation, retirement, disqualification, removal or any other cause, the Executive Committee shall appoint a successor or successors to serve for the unexpired term or terms.

Section 2. Any elected officer or other official may be removed from office for good cause by a two-thirds vote of the members present at any meeting of this Association, provided the resolution proposing such removal has been adopted at the previous meeting. Any appointed official may be removed for good cause by a vote of the Executive Committee.

ARTICLE XI -- MEETINGS

Section 1. General Meetings. Unless otherwise ordered by the Association or the Executive Committee, general membership meetings shall be held at least three times each year, with at least one meeting in the fall (September,

October, or November), one in the winter (December, January, or February), and one in the spring (March, April, or May). The meetings of this Association shall be held at times and places selected by the Executive Committee. The annual meeting of this Association shall be held in the spring of each year at a time and place selected by the Executive Committee.

Section 2. Special Meetings. Special meetings may be called by 1) the President, 2) a majority of the Executive Committee, or 3) a written petition from 15 members. Whenever a special meeting is petitioned for, whether by a majority of the Executive Committee or 15 association members, the President shall convene the meeting within 30 days of the receipt of the petition.

Section 3. A meeting of the Executive Committee shall be held within ten (10) days after the annual meeting of this Association for the following purposes: that the program of activities may begin as early as possible; that appropriate consideration may be given to participation of this Association in the activities of the Arlington County Civic Federation; and that the outgoing officers may transfer property and records as required by Article XIV of these Bylaws. Thereafter, meetings of that Committee shall be held regularly at a time and place designated by the President and at the call of the President or upon the written request of three (3) members of that Committee.

Section 4. Meetings of the delegates and alternate delegates of this Association to the Arlington County Civic Federation shall be held as required. The Vice President shall call and preside at such meetings and shall select the times and places for these meetings.

Section 5. Meetings of any committee of this Association may be held as required and on any subject within the responsibility of the committee. The chairperson shall call the meetings and select the times and places for these meetings.

ARTICLE XII -- QUORUM AND VOTING

Section 1. Fifteen (15) members of this Association shall constitute a quorum of this Association for the transaction of any business. Meetings may be held even if a quorum is not present provided that action taken at such meetings shall be effective only if thereafter approved by the Executive Committee or by a meeting of this Association at which a quorum is present.

Section 2. A majority of the members of the Executive Committee or any committee of this Association shall constitute a quorum for the transaction of any business properly before them.

Section 3. Unless otherwise provided in these Bylaws, all action by the membership, the Executive Committee and any committee shall be by majority vote of the members present and voting.

ARTICLE XIII -- FISCAL OPERATIONS

Section 1. The fiscal year of this Association shall commence with the day following the annual meeting and conclude the day of the next annual meeting.

Section 2. The fiscal affairs of this Association shall be governed by an annual budget to be adopted by the Executive Committee. The annual budget shall cover the regular and ordinary expenditures of this Association and may be revised at any time by the Executive Committee.

Section 3. Disbursements made in accordance with the annual budget adopted by the Executive Committee may be made by the Treasurer. Other expenditures shall be approved in advance by the Executive Committee.

Section 4. All disbursements shall be made by check signed by the Treasurer or the President or by the officer performing the duties of the President.

Section 5. The funds of this Association shall be deposited in a bank which is insured by the Federal Deposit Insurance Corporation and which has been approved by the Executive Committee.

Section 6. A Financial Oversight Committee of not more than three (3) members shall be appointed by the President at the February or March meeting of this Association. This committee (which shall not include those officers with the authority to sign checks) shall inspect the Treasurer's accounts at the close of the fiscal year and report its findings to the Executive Committee no later than June 30th.

ARTICLE XIV -- PROPERTY AND RECORDS

All officers and members of this Association holding or charged with the responsibility for the custody and maintenance of any records of correspondence, documents and funds and any other property of this Association shall turn over promptly to their successors all such records and property. The outgoing officers shall deliver all such records and property at the meeting prescribed by Article XI, Section 3, of these Bylaws. If delivery to the successor cannot be accomplished, delivery shall be made to the Secretary or the Vice President. Successors shall be responsible for obtaining from their predecessors all records and other property of this Association.

ARTICLE XV -- PARLIAMENTARY AUTHORITY

Section 1. The rules contained in the most current edition of Robert's Rules of Order Newly Revised shall govern this Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order this Association may adopt.

Section 2. The Parliamentarian, to be appointed by the Executive Committee, shall be the custodian of these Bylaws, shall incorporate herein all duly adopted amendments, shall confirm that the Secretary correctly records amendments in the official records of this Association; and shall act as advisor to the Association and the Executive Committee on all parliamentary matters.

ARTICLE XVI - AMENDMENTS

Amendments to these Bylaws may be made at any meeting of this Association by two-thirds vote of the members present and voting provided that the proposed amendments were presented at the preceding meeting in writing to the Secretary and the Parliamentarian, who shall read the proposed amendments to the membership. Proposed amendments shall then be referred to the Committee on Bylaws, and the Committee shall report to the membership at the next meeting.

Adopted May 1975
Amended May 1976
Revised April 2002
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