

**BYLAWS  
OF  
OLD TOWN CIVIC ASSOCIATION, INC.**

**ARTICLE I  
PURPOSES**

The Association is organized exclusively to further the common good and general welfare of the people of the community of Old Town in the City of Alexandria, Virginia, and for the preservation of the historical and residential character, architecture, and traditions of that community, by activities such as, but not limited to:

- A.** representing them before the local legislature and administrative agencies in such matters as zoning, land use, historic preservation, architectural standards, transportation, traffic, and parking in the Old and Historic Alexandria District delineated in the City of Alexandria Zoning Ordinance, and the surrounding community when that District is affected;
- B.** giving citizens an effective way of channeling their needs and wishes to the proper authorities;
- C.** working in cooperation with all other groups toward the betterment of Alexandria;
- D.** promoting a more harmonious and rewarding relationship between commercial and residential interests;
- E.** providing an open forum for civic discussion and education;
- F.** initiating community improvement projects.

**ARTICLE II  
MEMBERS; MEMBERSHIPS; DUES**

**2.1. MEMBERS.** The Old Town Civic Association, Inc. (the “Association”) shall have one class of members designated as Annual Members (also referred to herein as “Members”). Each Member shall be entitled to one vote for all actions required to be voted on by the Members by the Virginia Nonstock Corporation Act (the “Act”), the Articles of Incorporation of the Association, as they may be from time to time amended, modified, supplemented or restated (the “Articles”), or these Bylaws, including any amendments thereto; or any other action as may be put to a vote of the Members

**2.2. MEMBERSHIP.** Membership shall be upon an annual basis concurrent with the fiscal year of the Association. An individual shall be eligible for membership if the individual: (1) is eighteen (18) years of age or older; (2) is a citizen or legal resident of the United States of America; and (3) subscribes to the purposes of the Association. Each person holding individual membership shall be entitled to one vote as an Annual Member.

**2.3. DUES.** At a meeting of the Board of Directors after the Annual Meeting but prior to August 1<sup>st</sup> of each year, the Board shall fix the amount of the annual dues for the following year.

**2.4. TERMINATION OF MEMBERSHIP.** Memberships may be terminated:

**A. By Resignation.** Any Member may resign from the Association upon written notice to the Corresponding Secretary of the Association (the “Corresponding Secretary”).

**B. By Lapsing.** A membership will be considered as lapsed and automatically terminated if dues for that membership remain unpaid after December 1<sup>st</sup> of each year; provided however, the Board may grant an additional 30 days of grace to any delinquent Members for good cause shown. In no case may a person whose dues are unpaid as of the Record Date for notice of a meeting be entitled to vote at such meeting. Once a membership has lapsed, a Member may pay the full amount of the current year’s dues and have the membership reinstated prospectively only.

**C. By Expulsion.** A membership may be terminated by the affirmative vote of two-thirds (2/3rds) of the Board and two-thirds (2/3rds) of the Members present in person and entitled to vote at a meeting of the Members. The Notice for the meeting shall specifically state that one of the purposes of the meeting shall be the consideration of expulsion of a member. An Officer or Director shall automatically be expelled from membership if the person is removed for cause by a vote of the Members.

### **ARTICLE III MEMBERS’ MEETINGS**

**3.1. ANNUAL MEETING.** The annual meeting of the Members of the Association (the “Annual Meeting”) for the election of officers and directors and the transaction of such other business as may properly come before it shall be held in the month of June at such place within the Commonwealth of Virginia as shall be set forth in the notice of the Annual Meeting. The Corresponding Secretary shall give the notice of Annual Meeting, which shall include the place, date, and hour of the meeting. Such notice shall be given, either personally or by mail, not less than ten (10) nor more than sixty (60) days before the meeting date. If mailed, the notice shall be addressed to the Member at the Member’s address as it appears on the Association’s record of Members, unless the Member shall have filed with the Corresponding Secretary a written request that notices intended for the Member are to be mailed to a different address. Notice of Annual Meetings may be waived by a Member by submitting a signed waiver to the Recording Secretary of the Association (the “Recording Secretary”) either before or after the meeting, or by attendance at the meeting for a purpose other than to object to holding the meeting or transacting business at the meeting.

**3.2. REGULAR MEETING.** Unless otherwise required by law or the Articles, the schedule of regular meetings of Members (“Regular Meetings”) shall be set by the Board at the beginning of the Fiscal Year and published to the Members. No additional notice shall be required for a Regular Meeting, unless otherwise required by the Act, the Articles, or these Bylaws. Regular Meetings shall be at such place within the Commonwealth of Virginia and at

such date and hour as the Board shall determine. If the Board is aware of any business that will be conducted at a Regular Meeting that will require a vote of the Members, notice of the meeting shall be provided to the Members as if the meeting were considered a Special Meeting.

**3.3. SPECIAL MEETING.** Unless otherwise required by law or the Articles, special meetings of Members (“Special Meetings”) may be called at any time by a majority of the directors, by the President of the Association (the “President”), or by a petition setting forth the action to be taken signed and delivered to the Corresponding Secretary by no less twenty-five (25) Members. The written notice of a Special Meeting shall be given not less than ten (10) nor more than sixty (60) days before the date set for the meeting, and shall state the place within the Commonwealth of Virginia where the meeting will be held, the date and hour of the meeting, the purpose or purposes for which it is called, and the name of the person or persons by whom or at whose direction the meeting is called. The notice shall be given to each Member of record in the same manner as the notice of the annual meeting. No business other than that specified in the notice shall be transacted at any Special Meeting. Notice of a Special Meeting may be waived by the Member submitting a signed waiver to the Recording Secretary or by attendance at the meeting for a purpose other than to object to holding the meeting, transacting business at the meeting, or considering a particular matter at the meeting as not being within the purpose or purposes provided for in the meeting notice.

**3.4. QUORUM.** The presence, in person, of fifty (50) Members entitled to vote shall constitute a quorum for the transaction of business at all meetings of Members. If a quorum does not exist, less than a quorum may adjourn the meeting to a future date at which a quorum shall be present or represented. At such adjourned meeting, any business may be transacted which might have been transacted at the meeting as originally called.

**3.5. RECORD DATE.** The Board of Directors (the “Board”) shall fix in advance the record date for the determination of Members entitled to notice of, or to vote at, a Members’ meeting, or for any other purposes requiring such a determination. The record date may not be more than thirty-five (35) days before the meeting or action. A determination of which Members are entitled to notice of, or to vote at, a Members’ meeting is effective for any adjournment of the Members’ meeting, unless the meeting is adjourned to a date more than one hundred twenty (120) days after the date fixed for the original Members’ meeting. In such case, a new record date must be fixed, and notice must be given to all persons who are Members as of the new record date.

**3.6. VOTING.** A Member entitled to vote at a meeting may only vote in person. Except as otherwise provided by the Act or the Articles every Member on the Association’s record of Members shall be entitled to one vote. Except as otherwise provided by these Bylaws, the Articles, or the Act, the affirmative vote of a majority of the Members represented at the meeting and entitled to vote shall be the act of the Members.

**3.7. PROXIES.** Proxy voting is prohibited.

**3.8. CONSENTS.** Action by written consent of the Members is prohibited, unless the matter to be voted upon requires the affirmative vote of at least a majority of all Members and the Board determines action by written consent to be necessary.

**ARTICLE IV**  
**BOARD OF DIRECTORS; DIRECTORS**

**4.1. NUMBER AND QUALIFICATIONS.**

**A. Generally.** The Board of Directors (hereinafter the “Board”) shall consist of twelve (12) members, which shall be made up of the officers of the Association (“Officers”) and six (6) elected Directors as provided herein (“Directors”). Directors shall be Members of the Association.

**B. Directors.** One Director shall reside within each of the following geographic areas: (i) East of Washington Street, North of King Street, (ii) East of Washington Street, Between Franklin and King Streets, (iii) West of Washington Street, North of King Street, (iv) East of Washington Street, South of Franklin Street, and (v) West of Washington Street, South of King Street. One Director shall be an At Large Director who shall reside in the City of Alexandria, preferably within the Old and Historic Alexandria District.

**4.2. MANNER OF ELECTION.** Each candidate for Director shall be nominated in accordance with these Bylaws for one of the six (6) geographic areas set forth in 4.1.B. above. Within each geographic area, the candidate receiving the most votes at the Annual Meeting shall be deemed elected.

**4.3. TERM OF OFFICE.** The term of office of each Director shall be the longer of two (2) years from the Annual Meeting at which the Director was elected, or until the Director’s successor has been duly elected and qualified. No Director shall serve more than two (2) full consecutive terms in the same position.

**4.4. DUTIES AND POWERS.** The Board shall control and manage the affairs and business of the Association. The Board may adopt such rules and regulations for the conduct of their meetings and the management of the Association as they may deem proper, but which are not inconsistent with the Act, the Articles, or these Bylaws.

**4.5. MEETINGS.** The Board shall meet for the transaction of any other business as soon as practicable after the adjournment of the annual meeting of the Members. Other regular meetings of the Board shall be held at such times as the Board may from time to time determine, provided that the Board shall meet not less than four (4) times each year. Special meetings of the Board may be called by the President at any time. On the written request of any four (4) directors, the President shall call a special meeting to be held not more than seven (7) days after the receipt of such request.

**4.6. NOTICE OF MEETINGS.** No notice need be given of any regular meeting of the Board. The Corresponding Secretary shall serve notice of special meetings on each member of the Board in person or by mail addressed to the member of the Board at the member’s last known post office address, or by facsimile, or personal delivery, at least forty eight (48) hours before the date of such meeting, specifying the time and place of the meeting and the business to be transacted. At any meeting at which all of the Board shall be present, although held without notice, any business may be transacted which might have been transacted if the meeting had been duly called. Whenever, under the provisions of these Bylaws, the Articles, or the Act, any

member of the Board is entitled to notice of any regular or special meeting or of any action to be taken by the Board, such notice shall be deemed given if the member entitled to notice shall sign a waiver of such notice before or after such meeting or action was taken and such waiver is filed with the minutes or corporate records. Attendance by a member of the Board at a meeting waives any required notice of the meeting unless the member at the beginning of the meeting or promptly upon the member's arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

**4.7. PLACE OF MEETING.** The Board may hold its meetings at such place within the Commonwealth of Virginia as may be designated in the notice of the meeting.

**4.8. QUORUM.** At any meeting of the Board, the presence of five (5) voting members of the Board shall constitute a quorum for the transaction of business. If less than a quorum is present at a meeting, a majority of the voting members of the Board who are present may adjourn the meeting to some further time, not more than seven (7) days later.

**4.9. VOTING.** At all meetings of the Board, each member of the Board shall have one vote. If a quorum is present for a Board meeting, the vote of a majority of the voting members of the Board, except as otherwise provided by the Act or the Articles, shall be the act of the Board.

**4.10. COMPENSATION.** Directors shall receive no compensation for service on the Board.

**4.11. VACANCIES.** Should any vacancy on the Board occur due to death, resignation, or otherwise, the President shall appoint a person to fill the vacancy subject to the subsequent approval of the appointee by the Board. The President shall make the appointment within thirty (30) days of the occurrence of the vacancy. The member of the Board thus appointed (the "newly-appointed Board member") shall serve until the next Annual Meeting. If the unexpired term of the newly-appointed Board member's predecessor would have extended beyond the next Annual Meeting, a member of the Board shall be nominated and elected as provided in these Bylaws to complete the unexpired term.

**4.12. RESIGNATION.** Any Director may resign at any time by delivering written notice to the Board, the President or the Recording Secretary. A resignation is effective on delivery of the notice.

**4.13. REMOVAL.** Any Director whose term has not expired may be removed by the Members at any time but only for cause. Removal of a Director by the Members shall require at least the affirmative vote of eighty percent (80%) of the Members present and entitled to vote. The Board may remove any Director at any time, but only for cause, provided no less than eighty percent (80%) of all of the voting members of the Board vote in favor of the Director's removal.

**4.14. COMMITTEES.** The Board may establish one or more committees. The President shall appoint persons to serve on each committee subject to the subsequent approval of the appointees by the Board. Each committee shall consist of at least two members of the Board and shall serve at the pleasure of the Board. The Board shall prescribe the duties and responsibilities of each committee it establishes and, to the extent permitted by law, each committee, to the extent duties and responsibilities are so delegated to it by the Board, may

exercise the authority of the Board. The provisions of these Bylaws which govern meetings, notice of meetings, place of meeting, quorum, and voting of the Board shall apply to meetings of committees.

## **ARTICLE V OFFICERS**

**5.1. OFFICERS AND QUALIFICATIONS.** The Officers of the Association (“Officers”) shall be a President, Vice President, Treasurer, Corresponding Secretary, Recording Secretary, and Immediate Past President. The Board may also appoint one or more assistant secretaries, and such other non-Board member officers as the Board may desire. The same individual may not simultaneously hold more than one office. Each Officer must also be a Member of the Association.

**5.2. IMMEDIATE PAST PRESIDENT.** The person who served the most recent past term as President, provided such person is not serving for a second term as President (the “Immediate Past President”), shall serve as a member of the Board. The Immediate Past President shall not be entitled to vote and shall not be considered a member of the Board for purposes of determining whether a quorum of the Board is present or whether a requisite number of votes of the Board has been obtained.

**5.3. ELECTION.** All Officers of the Association, except the Immediate Past President, shall be elected annually by the Members at the Annual Meeting of Members.

**5.4. TERM OF OFFICE.** The term of office of each Officer shall be the longer of one (1) year from the Annual Meeting of the Members at which the Officer was elected or until the Officer’s successor has been duly elected and qualified. No Officer shall serve more than two (2) full consecutive terms in the same office.

**5.5. RESIGNATION.** Any Officer may resign at any time by delivering written notice to the Board, the President or the Recording Secretary. A resignation is effective on delivery of the notice.

**5.6. REMOVAL OF OFFICERS.** Any Officer whose term has not expired may be removed by the Members at any time but only for cause. Removal of an Officer by the Members shall require at least the affirmative vote of eighty percent (80%) of the Members present and entitled to vote. The Board may remove any Officer at any time, but only for cause, provided no less than eighty percent (80%) of all of the voting members of the Board vote in favor of the Officer’s removal.

**5.7. DUTIES OF OFFICERS.** The duties of the Officers shall be those common to similar officers in similar organizations subject to the specific provisions set forth in this Section.

**A. President.** The President shall be the chief executive officer of the Association, and shall perform all the duties usually pertaining to the office. The President shall be the chairman of the Association’s Board, and shall preside at all membership and Board meetings. The President may create such advisory boards and task forces as the President shall deem necessary and shall appoint the members of such boards and task forces. Members of any advisory board or task force shall serve at the pleasure of the President.

**B. Vice President.** The Vice President shall perform the functions and exercise the powers of the President in the event of the absence or disability of the President.

**C. Treasurer.** The Treasurer shall have custody of the funds of the Association; shall keep a record of all receipts and disbursements; shall submit to the membership and to the Board such financial statements as may be required by the Act, the Articles, these Bylaws, or the Board; shall prepare such tax reports, information returns, and annual reports as local, State and Federal laws may require; and shall report at each Board meeting the receipts and expenditures of Association funds since the prior meeting of the Board.

**D. Recording Secretary.** The Recording Secretary shall keep the minutes of all meetings of the Board and Members of the Association and record the same.

**E. Corresponding Secretary.** The Corresponding Secretary shall give notice of meetings as required, and attend to all other correspondence pertaining to the affairs of the Association. The Corresponding Secretary shall keep the roll of Members.

**5.8. COMPENSATION OF OFFICERS.** The Officers shall receive no salary or compensation for serving in the capacity as an Officer.

## **ARTICLE VI NOMINATIONS**

**6.1. NOMINATIONS.** No person may be a candidate for a position of Officer or Director who has not been nominated in accordance with these Bylaws. The President shall appoint the Members of the Nominating Committee subject to the subsequent approval of the appointees by the Board. The members of the Nominating Committee shall be announced at the regular members meeting held in February of each year. The Nominating Committee shall consist of five (5) members of the Association, excluding any presently serving Directors whose terms are expiring or Officers. At least one member of the Nominating Committee shall be a past President, and one each shall be from the following geographic areas: (i) East of Washington Street, North of King Street, (ii) East of Washington Street, Between Franklin and King Streets, (iii) East of Washington Street, South of Franklin Street, and (iv) West of Washington Street.

**6.2. NOMINATING COMMITTEE CANDIDATES.** The report of the Nominating Committee shall be delivered to the Corresponding Secretary by April 15<sup>th</sup> of each year. The report of the Nominating Committee shall be presented to the members at the May meeting for the elections held at the Annual Meeting. The Nominating Committee shall nominate from among the Members of the Association, at least one candidate for each office and for each other position on the Board of Directors to be filled in the upcoming election and shall procure the acceptance, in writing, of each nominee so chosen. The Committee shall then submit its slate of candidates to the Corresponding Secretary.

**6.3. ADDITIONAL NOMINATIONS.** Additional nominations of eligible members may be made by nomination from the floor at the May meeting, if supported by a written petition signed by five (5) Members eligible to vote and accompanied by the written acceptance of each

such additional nominee signifying his or her willingness to be a candidate, and received by the Corresponding Secretary in person or at his/her regular address prior to the May meeting. No person shall be a candidate for more than one position.

**6.4. NOTICE OF CANDIDATES.** The Notice for the May meeting shall set forth the nominees selected by the Nominating Committee. The Notice to the Members of the Annual Meeting shall include notice of those persons who have been nominated for candidacy in accordance with this Section of the Bylaws. The Notice shall also state the Record Date for those entitled to vote at the Annual Meeting.

**6.5. NO OTHER NOMINATIONS.** Nominations cannot be made at the Annual Meeting or in any manner other than as provided in these Bylaws.

## **ARTICLE VII ELECTRONIC NOTICES & VOTING**

**7.1. NOTICES.** Any Notice required by these Bylaws may be given via electronic means, including but not limited to, electronic mail, if the Member entitled to receive the Notice has agreed to receive notices or other information from the Association via electronic means. The Notice shall be deemed given if sent to the electronic address given by the Member for the receipt of notices or other information.

**7.2. VOTING BY THE BOARD.** Any action of the Board required to be voted on at a meeting of the Board, may be voted on via electronic means, including but not limited to, electronic mail, if the address line of the electronic means lists all members of the Board, and each member of the Board has the ability to communicate his or her vote to the remainder of the Board. The Recording Secretary shall maintain in the minutes of the Association all votes conducted by the Board via electronic means.

## **ARTICLE VIII SEAL**

The seal of the Association shall be in such form as the Board of Directors shall provide.

## **ARTICLE IX FINANCES**

**9.1. BILLS, NOTES, ETC.** All bills payable, notes, checks, drafts, warrants, or other negotiable instruments of the Association shall be made in the name of the Association, and shall be signed by the President, or by such officer or officers as the Board shall from time to time by resolution direct. No Officer or agent of the Association, either singly or jointly with others, shall have the power to make any bill payable, note, check, draft, warrant or other negotiable instrument, or endorse the same in the name of the Association, or contract or cause to be contracted any debt of liability in the name and on behalf of the Association, except as herein expressly prescribed and provided.

**9.2. DEPOSITS.** All funds received by the Association shall be deposited promptly in an account in the name of the Association in a financial institution, the deposits of which are

insured by a fund administered by the Federal Deposit Insurance Corporation, or any successor thereof, such as the Board may from time to time designate by resolution.

**9.3. DISBURSEMENTS.** All expenditures of money shall be approved in advance by the Board, either upon specific request or by adoption of a budget. After adoption of a budget by the Board, the President shall approve the expenditure of money and direct the Treasurer to disburse the funds of the Association in accordance with the budget approved by the Board and subject to such regulations as may be determined from time to time by the Board.

## **ARTICLE X INDEMNIFICATION**

**10.1. MANDATORY INDEMNIFICATION.** The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, including actions by or in the right of the Association, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was a director, officer, employee, or agent of the Association, or is or was serving at the request of the Association (an "Indemnified Party") to the maximum extent permitted by the Act; provided, however, the Association shall not indemnify any person for any willful misconduct or knowing violation of the criminal law.

**10.2. ADVANCEMENT OF EXPENSES.** The Association shall pay for or reimburse the reasonable expenses incurred by an Indemnified Party in advance of the final disposition of any action, suit, or proceeding to the maximum extent permitted by the Act.

**10.3. AMENDMENT OF THE ACT.** If the Act is amended after the effective date of these Bylaws, then the Association shall indemnify an Indemnified Person to be the fullest extent permitted by the Act, as so amended.

## **ARTICLE XI OFFICES**

The principal office of the Association shall be located in the City of Alexandria, Commonwealth of Virginia. The Board may change the location of the principal office of the Association and may, from time to time, designate other offices within or without the state as the business of the Association may require.

## **ARTICLE XII FISCAL YEAR**

The fiscal year of the Association shall begin on the 1<sup>st</sup> day of July of each year and shall end on the 30<sup>th</sup> day of June of the following year.

## **ARTICLE XIII AMENDMENTS**

**13.1. BYLAW AMENDMENTS.** These Bylaws may be amended only as provided herein.

## **13.2. PROCEDURES FOR AMENDING THE BYLAWS.**

**A. Amendments Adopted by the Board.** The Board, by the affirmative vote of a majority of the entire Board, may adopt an amendment to these Bylaws without a subsequent vote of the Members; provided, however, that any amendment affecting the classes, rights, privileges or qualifications of Members or the number, classes or terms of Officers or Directors shall require the affirmative vote of two-thirds (2/3rds) of the Board, and shall also require the approval of at least a majority of the Members present in person and voting at a meeting of Members of the Association. The notice of the meeting shall set forth the wording of the amendment that will be voted on at the meeting as well as an explanation from the Board of the amendment.

**B. Amendments Not Adopted by the Board.** Amendments to these Bylaws may be proposed by written petition addressed to the Corresponding Secretary signed by twenty percent (20%) of the Members entitled to vote. Amendments proposed by such petition shall be promptly considered by the Board of Directors at its next regular meeting and must be submitted to the Members with the recommendations of the Board. The amendment shall be first read to the Members at the next Regular Meeting occurring at least fifteen (15) days after the consideration of the amendment by the Board. At the Regular Meeting after the meeting in which the amendment is read, the Members shall vote on the amendment. The notice of the meeting at which the vote is to take place shall set forth the wording of the amendment that will be voted on at the meeting as well as the recommendation of the Board. The proponents of the amendment have the right to submit a statement in support of the amendment no longer than 500 words in length that shall be included with the notice of the meeting. The amendment will be deemed adopted if it is approved by at least two-thirds (2/3rds) of all Members present in person and entitled to vote at the meeting.

## **ARTICLE XIV CIVIC PARTICIPATION**

All members of the Association are urged to exercise their individual civic right to vote in federal state, and local elections. The Association at no time may endorse or recommend any candidate for political office.

## **ARTICLE XV PARLIAMENTARY AUTHORITY**

Where not in conflict with the Articles, the Bylaws, or rules adopted by the Board, Robert's Rules of Order, Newly Revised, shall govern all proceedings of the Association. If the Board shall adopt any rules conflicting with Robert's Rules of Order, Newly Revised, such rules shall be available for review at the meeting.

(Adopted March 14, 2007)