

BY-LAWS OF THE SHIRLINGTON CIVIC ASSOCIATION, INC.

Originally Approved: May 20, 2015

Amended September 29, 2015

ARTICLE I – NAME, LOCATION AND OBJECTIVES

Section 1. Name. The name of this organization is the Shirlington Civic Association, Inc. (“SCA” or “Association”). It is located in Arlington County, Virginia.

Section 2. Objectives. The purpose of the Association is to unite the Shirlington community by promoting, through purposeful and constructive cooperation, activities to make Arlington County and specifically the Shirlington area a better community in which to live. Areas of activity may include, but are not limited to, communication, community building and dialogue, transportation, traffic control, public utilities, parks, recreation facilities, police protection, taxation and education.

ARTICLE II – ACTIVITIES AND AFFILIATIONS

Section 1. Nature of Activities. The Association shall be non-partisan in its activities. The Association reserves the right to take positions and to express views on any legislation, ordinance or course of action that in the judgment of the Association will affect the welfare of its members. The Association also reserves the right to comment on the actions of individuals and groups that affect the welfare of the Shirlington area.

Section 2. Not-for-profit corporation. This organization will be incorporated as a not-for-profit entity within the laws of the Commonwealth of Virginia. No portion of the net earnings shall inure to the benefit of any director, officer, or member; and any net assets of the corporation upon dissolution shall go to a similar Arlington civic 501 (c) 3 organization.

Section 3. Affiliation with Other Groups. The Association may join, support or collaborate with federations, leagues, conventions or other civic groups whose purposes and actions are consistent with the welfare of the Shirlington area and Arlington County provided that any affiliation undertaken shall not impair the continued existence of the Association as a distinct organization.

Section 4. Avoiding Conflict with Duties of Condominium Associations. Nothing herein and activities to be undertaken hereby shall be construed to be in conflict with the statutory and contractual duties of the boards of directors of any condominium or homeowners’ associations. Coordination of activities, however, is encouraged and will be facilitated by the Association.

ARTICLE III – BOUNDARIES AND MEMBERSHIP

Section 1. Boundaries. The Shirlington Civic Association area for the purpose of these by-laws does not overlap with any existing borders of the Nauck Civic Association, Claremont Civic Association or the Fairlington Citizens Association, Inc.

The Shirlington Civic Association area consists of two connected areas. First, the area known as the Village of Shirlington starting at the corner of Shirlington Road and South Arlington Mill

Drive, including both sides of South Quincy Street to the corner of S Randolph Street, both sides of Randolph Street to the boundary of the Fairlington Citizens Association, and then along Campbell Avenue down to South Arlington Mill Drive. The boundary runs westward along the centerline of Four Mile Run stream, also being the boundary of Nauck Civic Association. It includes the further area enclosed in the boundary south of South Arlington Mill Road from Shirlington Road to Walter Reed Drive north to the existing boundary of the Fairlington Civic Association, then, from the intersection of Walter Reed Drive and South Arlington Mill Drive, all the condo associations on the east side of Walter Reed Drive up to Rt.7 and on its west side including only the Windgate Village 1 property. The condo associations on Wakefield Street and 28th Road are included (see list below).

This area includes the property owners, residents, and businesses in the “Village at Shirlington” but also those individuals residing in the eight homeowners’ associations within the larger described area. These comprise The Arlington, Courtbridge I and Courtbridge II, Windgate Village of Arlington I, Windgate Village of Arlington II and Windgate Village of Arlington III, The Heatherlea, and Shirlington Village Condominiums. Residents of the apartment complexes within this area are also included: currently these are the Io Piazza, the Windsor, and the Delancey. The Arlington Trades Center, the Shirlington Public Library, the Shirlington Bus Station, and the Animal Welfare League, all county-owned properties, are also included, as well as the Signature Theater.

[The GIS description of this area follows: The boundary starts at the intersection of the County Boundary and the centerline of S Walter Reed Dr, and follow the County Boundary to the south and east to the point where it intersects with the boundary of the existing Fairlington Citizens Association (FCA), along the boundary of The Arlington (RPC 29005PCC). Then it follows the western and northern boundaries of FCA, to a point in the western boundary of RPC 29019026, the vacated ROW of S Randolph St., and then to the south along the boundary of this RPC to 31st ST S. The boundary then continues straight, crossing 31st ST S, and then northeast along the limited access line of Interstate 395 to the southern edge of the Shirlington Bus Depot, and then along the centerline of the interstate on-ramp from Shirlington, continuing along the centerline of southbound Shirlington Circle and Shirlington Road to the centerline of South Arlington Mill Drive. The boundary then continues westward along the centerline of Arlington Mill Drive also being the boundary of Nauck Civic Association, to its intersection with the centerline of S Walter Reed Dr. Then it follows the Walter Reed centerline to the southwest to an intersection with the extension of the northeastern property line of Windgate of Arlington, RPC 28002PCA, then along the northeast, west and southwest boundary lines of this RPC, to an extension of the boundary line to the centerline of Walter Reed, then southwest along this centerline, which is also the boundary of Claremont Civic Association, to the County Boundary and place of origin.]

Section 2. Individual membership. Any individual 18 years of age or older who owns or rents real property or resides within the Shirlington area for eligible to membership with full voting rights and privileges.

Section 3. Apartment, Condominium, or Homeowner Association membership. An Apartment, Condominium or Homeowner Association adjacent to or within the Association area may obtain a membership equivalent to five (5) individual memberships 18 years of age or older. An Apartment, Condominium or Homeowner Association membership shall have no more than five official votes. The Apartment, Condominium or Homeowner Association shall provide 5 delegate names each year at membership renewal.

Section 4. Business or Association membership. A business or association adjacent to or within the Shirlington area may obtain a membership equivalent to an individual membership. A business membership shall have no more than one vote.

Section 5. 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 6. Admission to membership. Any person eligible for membership under this article shall become a member upon payment of the dues to the Association.

ARTICLE IV: OFFICERS

Section 1. The officers of the Association shall be a President, a First Vice-President for Public Policy, a Second Vice-President for Communications, a Secretary, a Treasurer and the Neighborhood Conservation Advisory Committee (NCAC) Representative. No one person may serve in two offices at one time (not including those officers designated as representatives to the Arlington Civic Federation), with the exception that the offices of First Vice-President and Second Vice-President may be combined and held by one person should the members at the Annual Meeting so desire. These officers shall perform the duties prescribed by these By-Laws and by the parliamentary authority adopted by the Association.

Section 2. Any member in good standing is eligible to hold office. Should a member of the Board of Directors (hereafter “the Board”) – including any ex officio Board member’s – dues lapse, he/she must be given notice of the deficiency, and the form and consent of that notice must be added to the minutes of the next Board meeting. The lapsed Board member may remain in office if he/she pays within 35 days of the notice being given. The Board may extend the grace period for good cause shown.

Section 3. The President and First Vice-President shall serve no more than three (3) consecutive terms in the office to which each is elected. Should the office of the First Vice-President be combined with the office of the Second, the term shall commence with the election of the person holding the combined office.

Section 4. The Association shall elect officers at the Annual Meeting by secret ballot. Balloting shall continue until such time as a nominee has received a clear majority of ballots cast for each office and executive post. If a second ballot is required, the two standing highest among those nominated for each office or post shall be balloted upon and the others, if any, eliminated. The term of office for each elected office or post shall be from the Annual Meeting for one calendar year, or until a successor is elected.

Section 5. A vacancy in any office, with the exception of President, due to actual or constructive resignation, shall be filled by appointment by the Executive Board. A vacancy in the office of President shall be filled by the Vice-President, or by the First-Vice President if two vice presidents are elected.

Section 6. A vote of the members at any regular or special meeting shall be required to remove a member of the Board from office prior to the expiration of the term of office for which that member has been elected or appointed. Any officer (elected or appointed) of the Association may be removed for non-payment of dues, nonperformance of duties, inefficiency or conduct

incompatible with the objectives and activities of the Association. Any member of the Board may also be removed from office for cause by a two-thirds majority vote of the members in good standing present at a General or Special Meeting provided that a written statement of the charges has been furnished to the officer in question and the Association members at least fourteen (14) days prior to the meeting and said member facing removal has been given the opportunity to appear and briefly reply, but there shall be no debate. If two-thirds of those voting are in favor thereof, the officer shall be immediately removed from office. No officer whose removal is under discussion shall preside during the consideration of the motion of removal.

Section 7. All officers shall perform such duties as may be assigned from time to time by the President. The president may present views of the Association at public for a or in written or electronic communications to elected or appointed officials and other third parties, provided that prior authorization for such action has been given by a majority vote of members present at a General Membership or Special Meeting or by the Board of the Association. Members of the Board, with the exception of the President, shall perform such other duties as may be assigned from time to time by the Board.

ARTICLE V: DUTIES OF OFFICERS AND OTHERS

Section 1. Duties of the President. The President shall be the chief executive official of the Association and shall take care that the By-laws and decisions are faithfully observed and executed. In addition, the President shall have the following specific duties:

- Preside over meetings;
- Chair the Board;
- Appoint all officers, special committees and representatives whose appointment is not otherwise provided for in these By-Laws;
- Provide for the performance of the duties of any office or position during the temporary absence or disability of the incumbent until the vacancy shall have been filled in the manner provided by these By-Laws;
- Sign checks if the Treasurer is not able to do so;
- Provide articles for newsletters and other communications, and approve final content.
- Represent the Association on any occasion in which, in the President's judgment, the interest of the Association is involved, and make or authorize statements on behalf of the Association on any matter in which the Association has arrived at a position or policy.
- The President shall be given notice of all committee meetings and has the right to be in attendance as an ex officio member at those meetings with the exception of the Nominating Committee, but is under no obligation to attend. The President's performance of duties shall be with the advice and consent of the Board or the membership at a General Meeting whenever possible. At the expiration of the President's term of office, all moneys, books, documents, records, letters, and property of the organization shall be turned over to the elected successor.

Section 2. Functions of the Vice-Presidents. The First and Second Vice-Presidents shall assist the President in the administration of the affairs of the Association and shall undertake such duties as the president may assign them. In addition, they shall have the following specific functions:

- The First Vice-President shall preside if the President is absent from a meeting of the Association or its Board. If the First Vice-President is absent, the Second Vice-President shall preside.
- In the event of the resignation, removal, disqualification or death of the President, the First Vice-President shall assume the office of President for the remainder of the term of office. Should the First Vice-President also be unable to assume or continue in the office of President, the Second Vice-President shall fill the vacancy of the First Vice-President and become President for the remainder of the term.

Section 3. Duties of the First Vice-President for Public Policy. He/she shall serve as one of the four Civic Federation representatives for Shirlington; and monitor changes in public policy and regulation in Arlington County affecting the welfare of the Shirlington community, brief the Executive Committee in a timely manner, and suggest appropriate actions, positions and interventions to the association.

Section 4. Duties of the Second Vice-President for Communication. He/she shall serve as one of the four Civic Federation representatives; and develop and manage public and community communications strategies and implementation for the association including ,but not limited to, its website, newsletter, social media and other up-to-date digital strategies as may become pertinent to creating two-way communications between the association and the membership, publicizing meetings, issues and events to the community, and enabling conversations and projects to be carried out virtually.

Section 5. 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 Executive Committee, and perform such related duties as the President or the Executive Committee may prescribe.

Section 6. Duties of the Treasurer. The treasurer shall have charge of all Association funds and shall deposit same in the name of the Shirlington Citizens Association, Inc., in a banking institution insured by an instrumentality of the Federal Government and selected by the Board. The treasurer shall draw thereon by check, for the payment of expenses. The treasurer shall arrange to have the financial records that are maintained by the Association's accountant ready for inspection at all times; shall give a financial report at each Board meeting; and provide an annual financial report at the Regular Meeting of the Association following the filing of the Association's income tax return. The annual financial records shall be submitted to the Auditing Committee after the income tax return has been filed, at the time of a new treasurer's assumption of office, and at such other times as prescribed by the Board. Two signatures or written authorizations shall be required for any check or payment over \$500.00 (five hundred dollars.) The treasurer shall give bond in such amount as may be fixed by the Executive Board, premium to be paid by the Association.

Section 7. Duties of the NCAC Representative – The NCAC Representative shall represent neighborhood interests to the NCAC and to the County Board on hearings regarding Neighborhood Conservation (NC) projects. Neighborhood interests shall mean decisions already contained in the previously approved *Fairlington-Shirlington Neighborhood Conservation Plan Updated and approved by the County Board in 2013*, or until such time as a new Shirlington NC Plan has been approved. She/he shall also represent positions adopted by a vote of the Association. The NCAC Representative shall also be responsible for assisting block captains in the process of identifying, scoping and qualifying projects for NC funding and for publicizing the schedule of activities relating to each funding round, so long as SCA projects are

in the funding queue. The NCAC Alternate will represent the Association at NCAC-related meetings as needed. The Alternate serves on the Executive Board in an ex officio capacity even in the absence of the NCAC Representative. In the absence of the NCAC Representative and the NCAC Alternate, the NCAC Representative may appoint a substitute from the Board to attend an NCAC meeting.

Section 8. Appointed Officers. The President will designate an **NCAC Alternate, and Arlington County Civic Federation delegates and alternate delegates**. If desired, the President may appoint a corresponding secretary, a parliamentarian, an historian and others, and may assign to them duties appropriate for such offices. The Association may create additional appointive offices.

Section 9. Duties of the Section Chiefs. The Section Chiefs are local representatives of the geographic section of the neighborhood in which they reside (for instance from area condominium associations or rental properties). They help provide two-way communication and input, in addition to providing continuity in the association from year to year. The Board shall recruit and appoint the Section Chiefs. They are not members of the Board of Directors.

ARTICLE VI: BOARD OF DIRECTORS

Section 1. The president, vice presidents, secretary, treasurer and NCAC representative of this Association shall constitute the Board of Directors, “the Board.” Members may attend Board meetings, but shall not have the right to vote.

Section 2. The Board shall have general supervision of the Association’s affairs, oversee the operation of newsletter and website, and perform such other duties as are specified in the By-Laws. The Board shall be subject to the order of the Association, and none of its acts shall conflict with these By-Laws.

Section 3. The Board may vote on motions between meetings by written electronic media. Any such motions and votes shall be recorded in the minutes of the next Board meeting.

Section 4. All meetings of the Association and Board shall be open to all Association members. The Board may consider in closed session matters that would normally be exempt from disclosure under the Virginia Freedom of Information Act.

Section 5. Between membership meetings, the Board may meet as often as necessary, and may bind the Association to any action consistent with its by-laws by a simple majority vote, except for those actions specifically reserved to votes of the membership. Three or more members of the Board will constitute a quorum. In the event the Association has received a petition for a special membership meeting, the Board may not bind the Association to an action related to the stated purpose of the special membership meetings. The Board shall report all of its actions and decisions to the next membership meeting.

ARTICLE VII: COMMITTEES

Section 1. The president shall appoint the following Standing Committees upon taking office: (1) Auditing and (2) By-Laws.

Section 2. The president shall appoint such other committees the Executive Committee deems necessary to carry on the work of the Association. Committees are not decision-making bodies. All recommendations and plans shall be approved by the Board in recorded vote.

Section 3. The Auditing Committee shall be responsible for auditing the treasurer's records and reporting its findings at a Regular Meeting after the Association's tax return has been filed. An audit shall be made at such other times as prescribed by the Association or upon the resignation of the treasurer. At least five days prior to the Regular Meeting where the Audit Committee's findings will be presented, a copy of the audit shall be provided to the Board to provide them time to review the audit before the meeting.

Section 4. The Board shall appoint a Nominating Committee at the Regular Meeting prior to the Annual Meeting and the president shall appoint its chairperson. The Committee shall nominate candidates from along the Association's membership. The list of candidates shall be widely distributed to the Association's membership not less than ten days before the Annual Meeting. Additional nominations may be made from the floor at the Annual Meeting. The Nominating Committee shall be dissolved following the completion of elections.

ARTICLE VIII – MEETINGS OF THE ASSOCIATION

Section 1. Annual. The Association shall meet at least once annually, in the spring. This shall be known as the Annual Meeting.

Section 2. Quarterly Membership Meetings. The Association shall conduct a regular membership meeting at least once every three months. Ten members or 10 percent of the membership, whichever is fewer, will constitute a quorum at a membership meeting. The President shall determine the date, time, and location of regular membership meetings and provide notice of the meeting to the community generally and all members at least 14 days before each meeting through the SCA website and the newsletter. The last quarterly meeting of the year shall be the Annual Meeting, at which the Association shall elect officers. The new officers shall begin their term at the conclusion of the Annual Meeting. The outgoing officers shall transition their former roles to the new officers in the interim between the Annual Meeting and the first membership meeting of each Association year, which starts in the spring.

Section 3. Voting. The membership may bind the Association to any action consistent with its by-laws by a simple majority vote. An exception to the above is that all residents within the defined SCA area attending a membership meeting may vote on Neighborhood Conservation Advisory Committee (NCAC) related issues, whether or not they are members of the Association.

Section 4. Special Membership Meetings. Special Membership Meetings may be called by the Board or upon receipt of a written or electronic request signed by at least 20 members or 20% of the membership, whichever is fewer. The petition shall state the date, time, location and purpose of the special meeting, including the agenda. The agenda of a special meeting shall be limited to the stated purpose. Note of a special meeting shall be published on the Association website and provided to the membership by other means such as email not less than 14 days and no more than 60 days prior to the meeting.

ARTICLE IX: AMENDMENT OF BY-LAWS

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

ARTICLE X: DUES AND BUDGET

Section 1. Budget. The Treasurer shall propose a business plan including a budget and a dues or other revenue generation to the Board, which shall approve an annual budget.

Section 2. Dues. The membership shall vote on the amount of the next year's dues at the annual membership meeting.

ARTICLE XI: PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order, Newly Revised shall govern all meetings of the Association and the Board in all cases in which they are applicable and in which they are not inconsistent with these By-Laws.

ARTICLE XII: AMENDMENTS

Section 1. All amendments shall be submitted in writing to the By-Laws Committee and shall be considered by that Committee. The By-Laws Committee shall propose to the Board amendments and recommendation for their disposal.

Section 2. The Board shall determine whether proposed amendments submitted by the By-Laws Committee shall be presented to the membership.

Section 3. Proposed amendment(s) determined by the Board to be presented to the membership shall be made available to the membership at least 30 days prior to the Regular Meeting of the Association at which they will be considered.

Section 4. These By-Laws may be amended at any Regular Meeting by a two-thirds vote of those members present. No Amendment relating to the number, term, or eligibility of officers or directors may be proposed at the Annual Meeting.

Section 5. Amendments to the By-Laws shall take effect at the close of the meeting of the Association at which adopted except that amendments affecting the term of a current officer or director shall take effect at the close of the next Annual Meeting. The updated By-Laws shall be made readily available to the Association's members.

RECORD OF APPROVAL

These amended By-Laws were approved by a unanimous vote of the Association's Members on September 29, 2015 and will be published on the Association website.

Joel C. Mandelman
Acting Secretary