

**BYLAWS
OF
ARLINGTON COUNTY CIVIC FEDERATION**

WHEREAS, the Arlington County Civic Federation (the “Federation”) has operated as an unincorporated association since its inception;

WHEREAS, on September ____, 2017 the Federation incorporated under the Virginia Nonstock Corporation Act by filing articles of incorporation with the State Corporation Commission (“Articles”); and

WHEREAS, the board of directors of the Federation wishes to adopt these Bylaws as the bylaws of the Federation.

**ARTICLE I
NAME AND PURPOSES**

Section 1.01 Name. The name of the corporation is the Arlington County Civic Federation.

Section 1.02 Purpose. The Federation is a civic organization that promotes the general welfare of Arlington County and its vicinity in a non-partisan, non-sectarian, non-sectional and non-political manner. The Federation:

- (i) is not organized for profit and operates exclusively for the promotion of social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code, or the corresponding section of any future federal tax code (the “Code”);
- (ii) will not use its net earnings nor any part thereof to the benefit of any private shareholder or individual; and
- (iii) may engage in advocacy and action, but its primary purpose does not include engaging in political activities.

Comment [ZRA1]: These 3 provisions are requirements of the Internal Revenue Code.

Notwithstanding any other provision of these Bylaws, the Federation will not engage in activities not permitted by a corporation exempt from federal income tax under Section 501(c)(4) of the Code. The Federation will not, except to an insubstantial degree, engage in activities or exercise powers that are not in furtherance of the mission of the Federation.

**ARTICLE II
MEMBERS**

Section 2.01 Membership. Each Member Organization (defined below) may designate up to four (4) delegates who, upon confirmation of the Board of Directors of the Federation

(“Board”) or such other Board or Member committee designated by the Board, will become members of the Federation (“Voting Member”). Each Member Organization may also designate up to four (4) alternate delegates (“Alternate Member”), who upon confirmation of the Board or applicable board committee may act as a Voting Member at a membership meeting in place of a Member Organization’s absent Voting Member. At no time will a Member Organization have more than four (4) members eligible for voting. Alternate Members will have no rights except as expressly granted under these Bylaws. For clarity, only Voting Members constitute members holding membership interest in the Federation within the meaning of the Virginia Nonstock Corporation Act (“Act”). The term “Members” will refer to both Voting Members and Alternate Members who are acting on behalf of a Voting Member.

Comment [ZRA2]: The Act gives “members” various rights, and mandates that classes of membership be spelled out in the Articles or Bylaws.

Section 2.02 Member Organization. Any organization may become a “Member Organization” upon application to and approval from the Membership Committee (if one is formed pursuant to Article IV) or as otherwise directed by the Board if such organization:

- (i) consists of at least 20 members;
- (ii) has as its primary object and principal work the promotion of safety, beautification, general welfare of its community or the development of civic spirit;
- (iii) is approved by the Membership Committee (or the Board) by a vote of at least two thirds of the committee members (or directors) once quorum has been established; and
- (iv) pays the current annual fees set by the Board (“Annual Fees”).

The Membership Committee or Board may approve or deny an application in its sole discretion and will strive to prevent over representation of any single community.

Section 2.03 Annual Certification and Dues; Termination of Member Organization or Member. To remain a Member Organization, each organization will submit by July 1 of the applicable year: (i) certification that it continues to meet the requirements of Section 2.02(i) and Section 2.02(ii); and (ii) payment of the Annual Fee. If a Member Organization fails to comply with this Section 2.03 by September 1 of the applicable year, it may be declassified as a Member Organization and its Voting Members and Alternate Members will lose all member privileges under the Act, including voting and participation rights. If a Member Organization’s Voting Member or Alternate Member is removed, resigns or is unable to serve, the Member Organization may nominate a replacement Voting Member or Alternate Member to be replaced in accordance with Section 2.01.

Section 2.04 Membership Voting and Proxy. Each Voting Member, or Alternate Member in the place of a Voting Member, will have one vote. No proxy votes may be cast. All issues to be voted on will be decided by simple majority of quorum (see Section 2.05) unless otherwise required by the Act, the Articles or these Bylaws.

Section 2.05 Quorum. The presence of at least one-tenth of the Voting Members entitled to vote at any annual, regular or special meeting of the Members will constitute a quorum for the transaction of business. If an Alternate Member is present and participating in place of a Voting Member, such Alternate Member will count towards quorum in place of such Voting Member.

Comment [ZRA3]: This is the minimum number of members that may legally constitute a quorum under the Act.

Section 2.06 Annual Meeting of Members. The annual meeting of the Members will be held on such date, and at such time and place as may be designated by resolution of the Board. In the absence of such resolution, the Board will hold the annual meetings in June at the Federation's primary place of business at such date and time as determined by the Board.

Comment [ZRA4]: This provision mirrors the Act's requirements for annual meetings.

Section 2.07 Regular Meeting of the Members. Regular meetings of the Members will be held on such dates, and at such times and places as may be designated by the Board in its discretion, but in the absence of such designation by the Board, regular meetings will be held at least quarterly between September and June of each year.

Section 2.08 Special Meeting of Members. Special meetings of the Members may be called by the board chairperson or the president, or by action of the Board or Members having twenty percent of the votes entitled to be cast at such meeting.

Section 2.09 Notice of Meetings to Members. After fixing a record date for a membership meeting, the Federation will prepare an alphabetical list of the names of all its Voting and Alternate Members who are entitled to notice of the Members' meeting. Notice containing date, time and place must be given to Voting Members and Alternate Members. Notice of a special meeting must also include the purpose or purposes for which the meeting is called. Notice must be provided to Voting and Alternate Members no less than 10 nor more than 60 days before the meeting date, *provided, however*, that notice of a Members' meeting to act on an amendment of the articles of incorporation, a plan of merger, domestication, a proposed sale of assets or the dissolution of the corporation will be given not less than 25 nor more than 60 days before the meeting date. Any notice required under the provisions of these Bylaws or as otherwise required by law will be given in accordance with methods authorized by the Act, including via email if consented to by the Voting or Alternate Member. If mailed, such notice will be deemed delivered one (1) business day after deposited in the United States mail addressed as it appears in the records of the Federation, with postage thereon prepaid or emailed to the address as it appears in the records of the Federation. If emailed, such notice will be deemed delivered as set forth in § 13.1-842 of the Act.

Comment [ZRA5]: These time frames and procedures are proscribed by the Act.

Section 2.10 Waiver of Notice. A Member may waive any required notice by a signed written waiver before or after the date of a meeting that is the subject of such notice. Such written waiver must be delivered to the secretary for inclusion in the minutes or filing with the corporate records. Notwithstanding the foregoing, a Member's attendance at a meeting (1) waives objection to lack of notice or defective notice of the meeting, unless the Member at the

beginning of the meeting objects to holding the meeting or transacting business at the meeting, and (2) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

Comment [ZRA6]: These waiver provisions are set out in and drafted in line with the Act.

Section 2.11 Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Members may be taken without a meeting by written consent of the requisite number of Members required for such action pursuant to § 13.1-841 of the Act.

Comment [ZRA7]: The Act permits the taking of corporate action by written resolution.

Section 2.12 Remote Participation. Any Members may participate in a meeting using conference telephone or other electronic means where all persons participating in the meeting may simultaneously hear and communicate with each other during the meeting. A Member participating in a meeting by such means is deemed to be present in person at the meeting.

Comment [ZRA8]: The Act allows members to participate remotely in the same manner directors are allowed (see section 3.13 below).

ARTICLE III DIRECTORS

Section 3.01 General Powers. The management and control of the affairs of the Federation will be vested in the Federation's Board of Directors ("Board").

Comment [ZRA9]: This is standard under the Act.

Section 3.02 Compensation.

(a) **Compensation for Board Services.** The directors will receive no compensation. The directors may be reimbursed for reasonable out-of-pocket expenses as determined by the Board.

(b) **Compensation for Professional Services by Directors.** A director may provide professional services to the Federation only if:

- (i) The material facts of the transaction and the director's interest were disclosed or known to the Board and the Board authorized, approved or ratified the transaction;
- (ii) The material facts of the transaction and the director's interest were disclosed to the Members entitled to vote and they authorized, approved or ratified the transaction; or
- (iii) The transaction was fair to the Federation.

Comment [ZRA10]: These provisions reflect requirements within the Act pertaining to conflicts of interest.

Section 3.03 Number and Qualifications. The Board will consist of not less than five (5) and no more than fifteen (15) directors, the specific number of directors to be set from time to time by vote of the Members.

Comment [ZRA11]: A range is expressly permitted by the Act, and we find it to be better suited for organizations like ACCF.

Section 3.04 Nomination, Election, and Term of Office.

(a) **Nomination and Election.** The Board may establish a Nomination Committee, to be formed under Article IV, to handle the nomination and vetting of individuals to serve as directors. In addition, any existing Voting Member may nominate a candidate. Directors will be elected by majority vote of the Members at the annual meeting of the Members or as otherwise provided in Section 3.7.

(b) **Term.** Each director will be appointed to a term of one year or until his or her successor has been elected and qualified. Each director will hold office until he or she resigns, is removed or is otherwise disqualified to serve, whichever occurs first. There is no limitation on the number of terms.

Section 3.05 Removal of Director. A director may be removed by two-thirds (2/3) vote of the Voting Members present at a meeting where quorum is established:

(a) if the director is absent and unexcused from three (3) or more meetings of the Board in a twelve-month period; or

(b) for cause or no cause, if before any meeting of the Members at which a vote on removal will be made, the director in question is given electronic or written notification of the intention to remove him or her and is given the opportunity to be heard at such meeting.

A special meeting of the Members called for the removal of a director must comply with the notice requirements in Section 2.09.

Section 3.06 Resignation of Director. A director may resign at any time by delivering written notice to the Board, the president or the secretary of the Federation. Such resignation will take effect when the notice is delivered unless the notice specifies a later effective date.

Section 3.07 Newly Created Directorships and Vacancies. Newly created directorship positions resulting from an increase in the number of directors may be filled by the Members. Other vacancies may be filled by majority vote of the Board. Such candidates must first be nominated by sending notice to the secretary at least two weeks in advance of the Board meeting. A director elected to fill a vacancy will hold office until the next annual meeting of the Members and until his or her successor is elected and qualified.

Section 3.08 Quorum of Directors. Unless a greater proportion is required by law, the Federation's Articles of Incorporation ("Articles") or these Bylaws, a majority of the number of directors in office immediately before a meeting begins will constitute a quorum for the transaction of business. A quorum once attained will continue until adjournment despite the voluntary withdrawal of enough directors to leave less than a quorum.

Comment [ZRA12]: The Act requires that a director that was elected by a voting group of Members also be removed by that voting group.

Section 3.09 Voting.

(a) **Requisite Vote.** Except as otherwise provided by law, the Articles or these Bylaws, the vote of a majority of the directors at a duly convened meeting where quorum is established will be the act of the Board.

(b) **Interested Director.** An interested director may count for quorum purposes but not for voting purposes.

Section 3.10 Meetings of the Board.

(a) **Annual Meeting.** An annual meeting of the Board will be held each year at such time and place as will be fixed by the Board for the election of officers and for the transaction of such other business as may properly come before the meeting.

(b) **Regular Meetings.** Regular meetings of the Board will be held at least quarterly at such times as may be fixed by the Board.

(c) **Special Meetings.** Special meetings of the Board may be held at any time and place and for any purpose when called by the board chairperson or president, or by at least one-third of the directors, provided that notice of such special meetings is provided in accordance with Section 3.11.

Section 3.11 Notice.

(a) **Notice Requirements.** Notice need not be given for regular planned meetings of the Board. Notice of a special meeting of the Board will be given to each director as is prescribed by resolution of the Board. Notice of a special meeting must also include the purpose or purposes for which the meeting is called. Unless otherwise stated in these Bylaws, notice of all other meetings will be given to the appropriate directors and committee members not less than three (3) days but not more than ninety (90) days prior to the date of the meeting, by or at the direction of the president, vice-president, secretary, board chairperson or committee chair calling the meeting. Notice for all meetings concerning the removal of an officer, amendment to these Bylaws, amendment of the Articles or dissolution of the Federation, will be given to the appropriate directors or committee members not less than ten (10) days but not more than sixty (60) days prior to the date of the meeting, by or at the direction of the president, vice president, secretary, board chairperson or committee chair calling the meeting. Any notice required under the provisions of these Bylaws or as otherwise required by law will be given in accordance with methods authorized by the Act, including by electronic mail in accordance with § 13.1-810 of the Act. If mailed, such notice will be deemed delivered three (3) business days after deposited in the United States mail addressed as it appears in the records of the Federation, with postage thereon prepaid.

Comment [ZRA13]: Time frames may be modified, but this language is from the Act.

(b) **Waiver of Notice.** Notice of a meeting of the Board need not be given to any director entitled to such notice who submits a signed, written waiver of notice whether

before or after the date and time stated in such notice. A director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless at the beginning of such meeting, or promptly upon his or her arrival, such director 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.

Comment [ZRA14]: This language is also from the Act.

Section 3.12 Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting by written action of the requisite number of directors required for such action pursuant to § 13.1-865 of the Act. Such action may also be consented to be email or other electronic means permitted under the Act. Such action will be evidenced by one or more written consents stating the action taken and filed in the minutes or other relevant corporate records.

Comment [ZRA15]: The Act permits the taking of action by written resolution.

Section 3.13 Remote Participation. Any directors may participate in a meeting using conference telephone or other electronic means where all persons participating in the meeting may simultaneously hear and communicate with each other during the meeting. A director participating in a meeting by such means is deemed to be present in person at the meeting.

Comment [ZRA16]: Also permitted by the Act.

ARTICLE IV COMMITTEES AND ADVISORY BOARDS

Section 4.01 Board Committees. A majority of the Board may create one or more committees of directors ("Board Committees") and appoint two or more directors to serve on them at the Board's discretion. The president will appoint Board Committee chairs.

Comment [ZRA17]: The Act provides that only directors may serve on a committee of the Board.

Section 4.02 Committee Rules. These Bylaws, the Articles, the Act, and other applicable laws will govern Board Committee meetings and actions.

Section 4.03 Standing Committees. The Board may create one or more standing committees composed of Voting Members.

Comment [ZRA18]: We are purposely keeping this broad, as committees may be created and amended by resolution.

ARTICLE V OFFICERS

Section 5.01 Officers. The Board will appoint a president, vice-president, secretary, treasurer, board chairperson, and such other officers as determined by the Board. The Members may recommend candidates for such positions at any duly convened meeting of the Members prior to such appointment. An individual may simultaneously hold more than one office. An officer appointed by the Board may appoint one or more assistant officers.

Comment [ZRA19]: The Act requires that Officers be elected (and removed) by the board of directors, but does not prohibit nomination/suggestion by the members.

Section 5.02 Appointment, Removal and Term of Office. Each officer will hold office for the term for which he or she is appointed and until his or her successor has been appointed and qualified. Any officer or assistant officer may be removed by the Board at any

time with or without cause, and any assistant officer may be removed by appointing officer at any time with or without cause. Election or appointment of an officer does not of itself create any contract rights for the officer or the Federation.

Section 5.03 Resignation. An officer may resign at any time by delivering written notice to the Board. Unless the written notice specifies a later effective date, the resignation will be effective when the notice is delivered to the Board.

Section 5.04 President. The president will be the principal executive of the Federation responsible for carrying out the directions and resolutions of the Board. The president, if authorized by the Board, may sign with the secretary, treasurer or any other proper officer authorized by the Board any deeds, mortgages, bonds, contracts or other instruments (including acceptances of donations, conveyances or contributions), except in cases where the signing and executing thereof is expressly delegated by these Bylaws to some other officer or agent of the Federation, or is required by law to be otherwise signed and executed. The president will, in general, perform all duties incident to the office of president and such other duties as may be assigned by the Board from time to time.

Section 5.05 Vice President. In the absence of the president, or in the event of his or her inability or refusal to act, the vice-president will perform the duties of the president and when so acting will have all the powers, and be subject to, the restrictions placed on the president. The vice-president will in general perform all duties incident to the office of vice-president and such other duties as may be assigned by the president or the Board from time to time.

Section 5.06 Secretary. The secretary will be responsible for (i) preparing and maintaining custody of corporate records, (ii) preparing and maintaining minutes of all meetings of the Board and committees, (iii) authenticating the records of the Federation, (iv) giving or causing to be given all notices in accordance with these Bylaws or as required by law, and (v) performing all duties customary to the office of secretary. The secretary will have custody of the corporate seal of the Federation, if any; and he or she will have authority to affix the same to any instrument requiring it; and, when so affixed, it may be attested by his or her signature. The Board may give general authority to any officer to affix the seal of the Federation, if any, and to attest the affixing by his or her signature.

Section 5.07 Treasurer. The treasurer will have the custody of, and be responsible for, all funds of the Federation. He or she will keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Federation, and will be privy to deposit information of all monies and other valuable property of the Federation in the name and to the credit of the Federation in such banks or depositories as the Board may designate. Whenever required by the Board, the treasurer will render a statement of accounts. He or she will, at all reasonable times, exhibit the books and accounts to any officer or director of the Federation, and will perform all duties incident to the office of treasurer, subject to the supervision of the Board, and such other duties as will from time to time be assigned by the Board.

Section 5.08 Board Chairperson. The board chairperson is appointed by the Board and will preside over board meetings, report on the progress of the Federation, answer questions

of the Board and carry out the duties described in the job descriptions. The Board may designate other duties as necessary.

Section 5.09 Compensation of Officers, Agents and Employees. The Federation may pay compensation to officers, agents or employees for services rendered as determined by the Board, *provided*, that such compensation (i) is reasonable as compared to similarly situated taxable or tax-exempt organizations for similar services, (ii) is negotiated at arm's length, (iii) costs no more than fair market value of such services, and (iv) is reviewed and approved in advance by the Board in accordance with the Federation's conflict of interest policy and applicable state and federal law.

ARTICLE VI ADMINISTRATION

Section 6.01 Fiscal Year. The fiscal year will be from July 1 to June 30, or such other period as determined by the Board.

Section 6.02 Loans. The Federation will not make any loans to any director, officer or employee of the Federation.

Section 6.03 Checks and Drafts. All checks, drafts, other orders for the payment of money or other evidence of indebtedness issued on behalf of the Federation will be signed by such officer or agent of the Federation in such a manner as determined by the Board.

Section 6.04 Execution of Instruments. The Board, except as otherwise provided by these Bylaws, may by resolution authorize any officer or agent of the Federation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Federation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee will have any power or authority to bind the Federation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

ARTICLE VII CORPORATE RECORDS, REPORTS AND SEAL

Section 7.01 Maintenance of Corporate Records. The Federation will keep at its principal office:

(a) minutes of all meetings of Members, directors and Board Committees, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings of the meeting;

Comment [ZRA20]: The Act requires that corporate records be made available for inspection "at the corporation's principal office." However, "principal office" means offices, in or out of Virginia, where the principal executive offices of the corporation are located, or if there are no such offices, the office, in or out of Virginia, "so designated by the board of directors."

Comment [ZRA21]: This is required by the Act.

(b) adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses; and

(c) a copy of the Articles and these Bylaws as amended to date, which will be open to inspection at all reasonable times during office hours.

Section 7.02 Corporate Seal. The Federation may develop and use a corporate seal.

Section 7.03 Inspection Rights. In addition to statutory rights, a Member or director may at any reasonable time inspect the books, records and documents of every kind and inspect the physical properties of the Federation. Any inspection under this Section 7.03 may be made in person or by agent or attorney and the right to inspection will include the right to copy and make extracts.

Section 7.04 Periodic Report. The Board will cause any annual or periodic report required under law to be prepared and delivered within the time limits set by law.

ARTICLE VIII MISCELLANEOUS

Section 8.01 Conflict of Interest. The Federation will adopt a conflict of interest policy. The Federation will not enter into any transaction or arrangement that might benefit the private interest of any officer or director of the Federation or that violates the conflict of interest policy, or that violates any other applicable state or federal laws governing conflict of interest application to nonprofit and charitable organizations.

Section 8.02 Indemnification. No officer or director of the Federation will be personally liable for the debts or obligations of the Federation of any nature whatsoever, nor will any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of the Federation.

To the fullest extent permissible under applicable law, the Federation will indemnify directors, officers and agents of the Federation (“Indemnified Party”) from any liability arising out of or relating to the duties of the Indemnified Party to the Federation and the affairs of the Federation, unless such Indemnified Party fraudulently or intentionally violated the law and/or maliciously conducted acts to damage and/or defraud the Federation, or as otherwise provided under applicable statute.

Neither any amendment nor repeal of this Section 8.02, nor the adoption of any provision of the Articles or Bylaws inconsistent with this Section 8.02, will eliminate or reduce the effect of this Section 8.02 in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Section 8.02, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

Section 8.03 Insurance. The Board may purchase and maintain insurance on behalf of any director, officer, employee, volunteer or agent of the Federation against any liability asserted against or incurred by him which arises out of such person's status in such capacity or who is or was serving at the request of the Federation as a director, officer, employee, volunteer or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or otherwise, or out of acts taken in such capacity, whether or not the Federation would have the power to indemnify the person against that liability under law.

Section 8.04 Amendment. The Articles and these Bylaws may be adopted, amended or repealed in whole or in part by a majority of the Voting Members.

Section 8.05 Dissolution. The Federation may voluntarily dissolve and cease to operate pursuant to §13.1-902 of the Act. Upon dissolution, any net assets of the Federation will be distributed in accordance with the provisions of the Articles, the Act and the Code.

Section 8.06 Construction and Severability. If there is any conflict between the provisions of these Bylaws and the Articles, the provisions of the Articles will govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws will be unaffected by such holding.

DRAFT

CERTIFICATE BY SECRETARY OF ADOPTION BY DIRECTORS

The undersigned hereby certifies that the undersigned is the duly elected, qualified and acting Secretary of the Arlington County Civic Federation, a Virginia nonstock corporation, and that the foregoing Bylaws were duly adopted as the Bylaws of the Federation by its directors.

Executed on _____, 2017.

By: _____
[Secretary Name]

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