

**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~~, 2018 the Federation incorporated under the Virginia Nonstock Corporation Act by filing articles of incorporation with the State Corporation Commission (~~“Articles”~~); and

WHEREAS, the members and board of directors of the Federation ~~wishes~~wish 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; (~~the “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:

(a) is not organized or operated 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”);

(b) will not use its net earnings nor any part thereof to the benefit of any private shareholder or individual; and

(c) may engage in advocacy and action, but its primary purpose does not include engaging in political activities.

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
MEMBERSHIP**

Section 2.01 Member Organizations. To become a “Membership” ~~Each Member Organization~~ of the Federation, an organization must first submit a completed application to

Commented [ZRA1]: “Private shareholder or individual” is a term straight from IRS regulations, which the IRS applies to nonstock corporations just as evenly as to for-profit entities. Replacing with Member would not serve the purpose for which the provision is included.

Commented [ZRA2]: These 3 provisions are requirements of the Internal Revenue Code.

the Federation. Applications shall be referred to the Board of Directors (defined below), which shall make its recommendation to the Members (also defined below) at the next membership meeting. The applicant may become a Member Organization provided it meets the following criteria:

(a) It has at least twenty (20) members;

(b) Its primary objective and principal work is consistent with the goals and purposes of the Federation specified in Section 1.02 of these Bylaws;

(c) Members approve the application by a two-thirds (2/3) vote at a meeting of the Members where quorum is established; and

(d) The organization pays initial annual dues.

The Members shall have sole discretion to reject an application to become a Member Organization, and will strive to prevent over-representation of any single community.

Section 2.02 Membership. ~~Each Member Organization may designate: (a) 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 (“to serve as “Voting Member”). Each Member Organization may also designate Members” of the Federation; and (b) up to four (4) alternate delegates (“Alternate Member”), who upon confirmation of the Board or applicable board committee may to serve as “Alternate Members”. Member organizations shall provide the names and contact information for each designated Voting Member and Alternate Member to the Secretary before any such Voting Members or Alternate Members may vote at a membership meeting.~~

Section 2.01 ~~Voting Members shall have the voting rights set forth in these Bylaws. An Alternate Member may only act as a Voting Member at a membership meeting in place of a Member Organization’s and on behalf of an absent Voting Member. At no time will a from the same Member Organization have more than four (4) members eligible for voting. Alternate Members will have, and otherwise has no rights except as expressly granted under these Bylaws. For clarity, only Only Voting Members, and Alternate Members acting in place of Voting Members, shall constitute members holding membership interest in the Federation within the meaning “members” for purposes of the Virginia Nonstock Corporation Act (“the “Act”). The term For purposes of these Bylaws, the terms “Members” or “Membership” will refer to both (i) Voting Members and (ii) Alternate Members who are properly acting on behalf of a Voting Member.~~

Commented [ZRA3]: This may seem redundant, but it is important to specify in the Bylaws (as cross referenced from the Articles) where voting rights are conferred. Otherwise, the default is that Members have no voting rights.

Commented [ZRA4]: 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:

(a) ~~—~~ consists of at least 20 members;

(b) ~~—~~ has as its primary object and principal work the promotion of safety, beautification, general welfare of its community or the development of civic spirit;

(c) ~~—~~ 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 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~~shall submit ~~by July 1 of the applicable year:~~ (i);

(a) ~~Written certification by October 31 of each year that it continues to meet the organization meets the Member Organization requirements of Section 2.02(i) set forth in this Article II; and Section 2.02(ii); and (ii)~~

(b) ~~payment of the Annual Fee—annual dues by December 31 of each year.~~

If a Member Organization ~~fails to~~does not comply with ~~this Section 2.03 by September 4~~the requirements in this Section 2.03, or otherwise meet the requirements set forth in Section 2.01, the Board of the applicable year, it may be declassified Directors shall disqualify the organization as a Member Organization, and remove its Voting Members and Alternate Members will from Membership. Such Voting Members and Alternate Members shall cease to be Members and lose all member rights and privileges associated with Membership under these Bylaws and the Act, including voting and participation rights. If at any time a Member Organization’s Voting Member or Alternate Member Organization is removed, resigns or is unable disqualified pursuant to this Section 2.03, it must reapply under Section 2.01 to serve, the Member Organization may nominate a replacement Voting Member of Alternate Member to be replaced in accordance with Section 2.01. regain Membership Organization status.

Section 2.03Section 2.04 Membership Voting and Proxy. Each Voting Member, or Alternate Member in the place of a Voting Member, will have one (1) vote. ~~No proxy~~Proxy votes ~~may be cast~~are not allowed. All issues to be voted on will be decided by simple majority of quorum (see as defined in Section 2.05) unless otherwise required by the Act, the Articles of Incorporation of the Federation (the “Articles”) or these Bylaws.

~~Section 2.04~~Section 2.05 **Quorum- and Open Meeting.** The presence of at least one-tenth (~~1/10~~) of the ~~current~~ 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. ~~Although Member meetings held in accordance with Sections 2.06, 2.07 and 2.08 shall be open to the public, voting privileges are limited to Members; provided, however, that Alternate Members who are not acting on behalf of an absent Voting Member may attend and speak at membership meetings.~~

Commented [ZRA5]: This is the minimum number of members that may legally constitute a quorum under the Act.

~~Section 2.05~~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.

~~At the annual meeting, Members shall elect Directors (defined below) and officers, and conduct such other business as may properly come before the meeting.~~

Commented [ZRA6]: This provision mirrors the Act's requirements for annual meetings.

~~Section 2.06~~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 2.07~~Section 2.08 **Special Meeting of Members.** Special meetings of the Members may be called by the ~~board chairperson~~Board Chair or the ~~president, or~~President, by action of the Board, or by the Members having ~~twenty percent~~one-twentieth (1/20) of the votes entitled to be cast at such meeting.

~~Section 2.08~~Section 2.09 **Notice of Meetings to Members.** After fixing a record date for a ~~membership~~Membership meeting, the Federation will prepare an alphabetical list of the names of all its Voting Members and Alternate Members who are entitled to notice of the ~~Members'~~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 ten (10) nor more than sixty (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 twenty-five (25) nor more than sixty (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 Member or Alternate Member. If mailed, such notice will be deemed delivered ~~one (1)~~three (3) business ~~day~~days 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~~, as such may be amended from time to time.

Commented [ZRA7]: 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~~ 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~~ Member objects to considering the matter when it is presented.

Commented [ZRA8]: These waiver provisions are set out in and drafted in line with the Act.

~~Section 2.09~~ **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~~ these Bylaws and § 13.1-841 of the Act, as such may be amended from time to time. Such action may also be consented to by 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.

Commented [ZRA9]: The Act permits the taking of corporate action by written resolution.

~~Section 2.10~~ **Section 2.12 Remote Participation.** ~~Any~~ To the extent authorized by the Board, 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.

Commented [ZRA10]: The Act allows members to participate remotely in the same manner directors are allowed (see section 3.13 below).

ARTICLE III

BOARD OF DIRECTORS

Section 3.01 General Powers. ~~The~~ Except with regard to the voting rights conferred upon Members herein, the management and control of the affairs of the Federation will be vested in the Federation's Board of Directors (~~“(the “~~ Board”).

Commented [ZRA11]: This is standard under the Act.

Section 3.02 Compensation.

(a) **No Compensation for Board Services.** The ~~directors~~ Directors (as defined below) will receive no compensation ~~for their service on the Board~~. The ~~directors~~ Directors may be reimbursed for reasonable out-of-pocket expenses as determined by the Board.

Commented [ZRA12]: This is intended to make it more clear that directors are not paid for their services. Only where a director provides independent services for the Federation will compensation be allowed, subject to the caveats below.

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

(i) The material facts of the transaction and the ~~director's~~ 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~~ 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.

Commented [ZRA13]: These provisions reflect requirements within the Act pertaining to conflicts of interest.

Section 3.03 Number and Qualifications. The Board ~~will~~shall consist of ~~not between~~ nine (9) and thirteen (13) individuals, in accordance with the following provisions:

(a) The four (4) officers elected by the Members pursuant to Section 5.01 (i.e. the President, Vice President, Secretary and Treasurer) (each, an "Officer" and collectively, the "Officers") shall also serve as directors on the Board. The Board shall consist of such four Officers, plus no less than five (5) ~~and~~but no more than ~~fifteen (15)~~ nine (9) additional at-large directors (the "At-Large Directors," and collectively with the Officers in their capacity as directors, the "Directors"). Notwithstanding the foregoing, in the event that any one individual holds multiple Offices in accordance with Section 5.01, such individual shall only have one (1) vote on the Board.

(b) From time to time, the Members will set by a majority vote the number of ~~directors to~~ At-Large Directors within the minimum and maximum set forth in Section 3.03(a) immediately above.

(c) All Directors must be set from time to time by vote of the ~~Members~~ Federation Voting Members or Alternate Members throughout their term of service on the Board.

Commented [ZRA14]: A range is expressly permitted by the Act, and we find it to be better suited for organizations like ACCF.

~~Section 3.03~~**Section 3.04** **Nomination, Election, and Term of Office.**

(a) ~~Nomination and~~. At least sixty (60) days before the annual Member meeting held in accordance with Section 2.06, the Members shall appoint ~~Election~~. ~~The Board may establish~~ a Nomination Committee, ~~to be formed under Article IV, to~~ comprised of five (5) Members to handle the nomination ~~and vetting of individuals to serve as directors~~. In addition, ~~any existing Voting Member may nominate a~~ of at least one candidate Member for each Director position. The Nomination Committee shall submit a written or electronic report to all current Voting Members and Alternate Members, and report the nominations at the annual Member meeting, at which time additional nominations may be made from the floor.

~~(a)~~(b) Election. — Directors ~~will~~shall be elected by a majority vote of the Members at the annual member meeting of the Members or as otherwise provided in Section 3.7.07. Election of a Director does not, in and of itself, create any contract rights for the Director or the Federation.

~~(b)~~(c) Term— of Office. Each ~~director will be appointed to~~Director shall serve on the Board for a term of one (1) year ~~or until his or her successor has been elected and qualified—beginning on July 1 following their election.~~ Each ~~director will~~shall hold office until ~~he~~his or ~~she~~resigns, ~~her successor is elected or until they resign, are removed or is otherwise disqualified~~are no longer qualified to serve, whichever occurs first. - There ~~is~~shall be no limitationlimit on the number of terms- an At-Large Director or Officer may serve.

~~Section 3.04~~Section 3.05 Removal of Director. A ~~director~~Director may be removed from the Board by two-thirds (2/3) vote of the Voting Members present at a meeting where quorum is established:

(a) if the ~~director~~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~~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~~Director must comply with the notice requirements in Section 2.09. Any Officer removed from the Board shall also be removed from his or her applicable Office.

~~Section 3.05~~Section 3.06 Resignation of Director. A ~~director~~Director may resign at any time by delivering written notice to the Board, the ~~president~~President or the ~~secretary~~Secretary of the Federation. Such resignation will take effect when the notice is delivered unless the notice specifies a later effective date. Any Officer who resigns from the Board shall be deemed to have also resigned from his or her Office.

~~Section 3.06~~Section 3.07 Newly Created Directorships and Vacancies. Newly created ~~directorship~~Director positions resulting from an increase in the number of ~~directors~~At-Large Directors shall be filled by the Members at an annual, regular, or special membership meeting. Other vacancies, including those resulting from removal, resignation or disqualification of a Director, may be filled by the Members. Other vacancies may be filled or by majority vote of the Board. Such candidates must first be nominated by sending notice to the

Commented [ZRA15]: The Act requires that a director that was elected by a voting group of Members also be removed by that voting group.

Commented [ZRA16]: Would be good to allow the Board the flexibility to fill these vacancies, given that they are more unpredictable, and filling that spot before the next member meeting may be beneficial in the short term.

~~secretary~~Secretary at least ~~two weeks~~fourteen (14) days in advance of the Board ~~or Member~~ meeting. A ~~director~~Director elected to fill a vacancy ~~or newly created Director position~~ will hold office ~~for the remainder of the unexpired term or until the next annual meeting of the Members and until his or her a qualified~~ successor is elected ~~and qualified.~~

~~Section 3.07~~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~~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~~Directors to leave less than a quorum.

~~Section 3.08~~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~~Directors at a duly convened meeting where quorum is established will be the act of the Board.

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

~~Section 3.09~~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~~Board Chair or ~~president~~President, or by at least one-third (1/3) of the ~~directors~~Directors, provided that notice of such special meetings is provided in accordance with Section 3.11.

(d) **Open Meeting.** All Board meetings shall be open to all Members and the public, unless the Board determines by a two-thirds (2/3) vote that a closed executive session is necessary and in the best interest of the Federation. Any Board action taken in closed session is not binding unless approved in an open session.

~~Section 3.10~~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~~Voting Member, Alternate Member and 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~~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~~President, Vice President, Secretary, or committee chair calling the meeting. Notice for all meetings concerning the removal of ~~an officer~~a Director, amendment to these Bylaws, amendment of the Articles, or dissolution of the Federation, will be given to the appropriate ~~directors~~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~~President, Vice President, Secretary, 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. If emailed, such notice will be deemed delivered as set forth in § 13.1-842 of the Act, as such may be amended from time to time.

Commented [ZRA17]: 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~~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~~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~~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.

Commented [ZRA18]: This language is also from the Act.

~~Section 3.11~~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~~Directors required for such action pursuant to these Bylaws and § 13.1-865 of the Act, as such may be amended from time to time. Such action may also be consented to ~~be~~by 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.

Commented [ZRA19]: The Act permits the taking of action by written resolution.

~~Section 3.12~~Section 3.13 **Remote Participation.** Any ~~directors~~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~~Director participating in a meeting by such means is deemed to be present in person at the ~~meeting.~~

Commented [ZRA20]: Also permitted by the Act.

ARTICLE IV
COMMITTEES ~~AND~~ ADVISORY BOARDS

Section 4.01 Board Committees. A majority of the Board may ~~create~~establish one or more committees of ~~directors~~Directors (“Board Committees”) and appoint two (2) or more ~~directors~~Directors to serve on them at the Board’s discretion. ~~The president will~~President shall appoint Board Committee chairs.

Commented [ZRA21]: The Act provides that only directors may serve on a committee of the Board.

Section 4.02 Member Committees. The President may establish one or more standing committees composed of Voting Members and/or Alternate Members as the Board or the Members direct (“Member Committees”). The President shall appoint Member Committee chairs.

~~Section 4.02~~Section 4.03 **Committee Rules.** These Bylaws, the Articles, the Act, and other applicable laws will govern Board Committee and Member Committee meetings and actions.

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

Commented [ZRA22]: 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~~The Members shall elect a President, Vice President, Secretary, and Treasurer, and such other officers as determined by the Board. ~~The Members may recommend candidates~~As set forth in Article III, the President, Vice President, Secretary, and Treasurer shall serve as Directors for such positions at any duly convened meeting of the Members prior to such appointment. ~~their term of Office. The Board may appoint a Board Chair and Vice Chair, both of which must be Directors.~~ An individual may simultaneously hold more than one office. ~~An; provided, however, that in the event any one individual serves in more than one Office~~ (President, Vice President, Secretary, or Treasurer), such individual shall only have one (1) vote on the Board. ~~Any officer appointed by the Board or the Members may appoint one or more assistant officers-, but such assistant officers shall not serve as Directors or otherwise be entitled to vote on the Board.~~

Commented [ZRA23]: Per Duke, there may be scenarios where one person serves as, say, both Secretary and Treasurer, but it would not be desired that such person would hold two board seats.

Section 5.02 Appointment, Removal and Term of Office. Each ~~officer and assistant~~ 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—; provided, however, that any Officer serving as a Director shall only hold office for as long as he or she serves as a Director in accordance with Article III. Any officer or assistant officer who is not a Director may be removed by the Board at any time with or without cause, and any assistant officer may be removed by the 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. An Officer's resignation from office will be deemed a resignation from the Board.

Section 5.04 President. The ~~president~~President will be the principal executive of the Federation responsible for carrying out the directions and resolutions of the Board. The ~~president~~President, if authorized by the Board, may sign with the ~~secretary, treasurer~~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~~President will, in general, perform all duties incident to the office of ~~president~~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~~President, or in the event of his or her inability or refusal to act, the ~~vice-president~~Vice President will perform the duties of the ~~president~~President and when so acting will have all the powers, and be subject to, the restrictions placed on the president. The ~~vice-president~~Vice President will in general perform all duties incident to the office of ~~vice-president~~Vice President and such other duties as may be assigned by the ~~president~~President or the Board from time to time.

Section 5.06 Secretary. The ~~secretary~~Secretary will be responsible for (i) preparing and maintaining custody of corporate records, (ii) maintaining a list of current Voting Members and Alternate Members, (iii) preparing and maintaining minutes of all meetings of the Members, the Board, and committees, (iiiiv) authenticating the records of the Federation, (ivv) giving or causing to be given all notices from the Federation in accordance with these Bylaws or as required by law, and (vvi) performing all duties customary to the office of ~~secretary~~Secretary. The ~~secretary~~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~~Notwithstanding the foregoing, 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~~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~~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~~Director of the Federation, and will perform all duties incident to the office of ~~treasurer~~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~~Chair and Vice Chair. The ~~board chairperson~~Board Chair is appointed by the Board and will preside over ~~board~~Board meetings, report on the progress of the Federation, answer questions of the Board and ~~carry out the perform all~~ perform all duties ~~described incident to the office of Board Chair. The Board may also appoint a Vice Chair who, in the job descriptions—absence of the Board Chair, or in the event of his or her inability or refusal to act, will perform the duties of Board Chair.~~ 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

~~Article VII~~

ADMINISTRATION

~~Section 7.01~~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 7.02~~Section 6.02 **Loans.** The Federation will not make any loans to any ~~director~~Member, Director, officer, committee chair, or employee of the Federation.

~~Section 7.03~~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 7.04~~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~~ARTICLE VII

CORPORATE RECORDS, REPORTS AND SEAL

~~Section 8.01~~Section 7.01 **Maintenance of Corporate Records.** The Federation will keep at its principal office:

- (a) minutes of all meetings of Members, ~~directors~~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;
- (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 8.02~~Section 7.02 **Corporate Seal.** The Federation may develop and use a corporate seal.

~~Section 8.03~~Section 7.03 **Inspection Rights.** In addition to statutory rights, a Member or ~~director~~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.

Commented [ZRA24]: 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."

Commented [ZRA25]: This is required by the Act.

~~Section 8.04~~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 IX~~ARTICLE VIII

MISCELLANEOUS

~~Section 9.01~~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~~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 9.02~~Section 8.02 **Indemnification.** No officer or ~~director~~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~~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~~Directors, officers and agents of the Federation (~~“each, an~~ “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 9.03~~Section 8.03 **Insurance.** The Board may purchase and maintain insurance on behalf of any ~~director~~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~~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 9.04~~Section 8.04 **Amendment.** The Articles and these Bylaws may be adopted, amended or repealed in whole or in part by a two-thirds (2/3) majority of the ~~Voting~~ Members, provided that the change was submitted in writing at the previous annual or regular Membership meeting.

~~Section 9.05~~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 9.06~~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.

[REMAINDER OF PAGE LEFT BLANK INTENTIONALLY]

**SECRETARY'S CERTIFICATE BY SECRETARY OF ADOPTION BY MEMBERS
AND BOARD OF 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~~Board of Directors and by its Members.

Executed on _____, ~~2017~~2018.

By: _____
[Secretary Name]