



# The Civic Voice



Newsletter of the Arlington County Civic Federation | June 5, 2018 | Volume 102 | Issue 10

**Please join us at 6:30 pm in the Hazel Auditorium's lobby to enjoy light refreshments.**

Please go to the [Bylaws Supplement](#) section of the Newsletter for details concerning incorporation and the proposed new by-laws on which we will be voting at our June Meeting.

Dear Delegates, Alternates and Presidents of Member Organizations,



I need to begin by thanking many for making our banquet a huge success: our speakers Alan Ehrenhalt, Peter Rousselot, and Michelle Winters; our Banquet Chair Jesse Boeding, Awards Chair Stef Pryor; Scott McCaffrey who awarded the Sun Gazette Cup to our Secretary Dennis Gerrity; and to the Career Center for providing us audio/video support. And a special thanks to David Howell, Vice Chair of the Parks and Recreation Commission, who provided the photo exhibit of Arlington's wildlife. But the most important thank you is to all that came to the banquet and participated in our provocative Q&A session. Yes, it was a memorable evening! Raw video of the banquet can be found here: <https://vimeo.com/272473305>

In a few days a completed edited version will appear at the same link.

The banquet is an occasion to give recognition to those who have made valuable contribution to the Civic Federation. Awards given at the at the Banquet were:

- [Sun Gazette Cup Award](#) – Dennis Gerrity
- [2018 Newcomers Award](#) – Nicole Merlene
- [The Order of Distinguish Meritorious Service Award](#) – Terri Prell
- [Certificate of Achievement](#) – Don Gurney
- [Certificate of Achievement](#) – Ron Haddox, Chair of Legislative Committee and Juliet Hiznay, Vice Chair
- [President's Award](#) – Richard Epstein

The next time you see these folks please thank them for their contributions to the Civic Federation.

We can report that based on the vote at our May meeting, the Executive Committee moved to change our monthly meeting date from the 1st Tuesday of the month to the 3rd Tuesday of the month beginning in September 2019. We have made arrangements with the Virginia Hospital Center to implement this change. This change was made because of the conflict that our meeting date had with numerous PTAs in the County, and by rescheduling our meeting, we can accommodate more folks that have children in APS schools. Many thanks to Lois Koontz for working so diligently on this issue which hopefully will allow us to have more

## Meeting Agenda

### June 5 Membership Meeting

- 7:00 Regular Business
- 7:10 Legislative Panel
- 8:10 Report and Votes on Incorporation and New Bylaws
- 8:40 Election of Officers and ExCom members
- 8:50 Report and Vote on Revenue Expenditures Committee Budget Savings Resolution
- 9:05 Old Business
  - North Highlands Annexation
- 9:10 New Business
- 9:15 Adjourn

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A video link to our May meeting can be found here: <https://vimeo.com/267988555>.

June is important because it is our annual meeting where new officers and Executive Committee members (Board of Directors if we approve incorporation and proposed by-laws) are elected.

It is with regret that the following Executive Committee members will be leaving us:

- Our very capable Secretary, Dennis Gerrity
- Chair of the Executive Committee, and awardee of this year's Distinguished Meritorious Service Award, Terri Prell
- Eric Berkey
- Anya Gan

I want to extend my thanks for their service and tenacity and contributing to our successful year. Special note should be made of Terri Prell's contribution since she has been on the Executive Committee for far more years than she can remember. As a relative newbie I appreciate her insight and perspective.

A few weeks ago, I received an email from Martha Moore, Chair of the Planning and Zoning Committee, informing me that as of next year she was stepping down as Chair of the P&Z Committee. Like Terri, Martha has made enormous contributions to the Civic Federation over the years. We are now challenged to find someone to fill these shoes! Many thanks Martha for your service.

I was humbled to be asked to represent the Civic Federation at the Peace Officers Memorial Day Ceremony at Courthouse on Friday, May 11th. The President of the Civic Federation traditionally represents civic groups in this moving ceremony where my only duty was to lay a wreath at the Peace Officers Memorial.



What I learned on that day is that seven Arlington Peace Officers have lost their lives in serving Arlington residents. It was very moving to see Todd Pomraning, son of Officer George Pomraning Jr. who was killed in line of duty in 1973, placing a rose by the plaque dedicated to his father. At the time of his death Officer Pomraning was 26 years old and his son Todd was only one year old. At times like these we need to be grateful for the men and woman who serve us as police or sheriff officers. We need to use our Civic Voice to let them know how much we appreciate their selfless service.

Our June program has three elements: a visit by Arlington's State Delegation; a presentation, discussion and vote on incorporation and approval of new by-laws; plus a presentation, discussion and vote on R&E resolution concerning future budgets.

Concerning the new by-laws on Friday May 18<sup>th</sup> we circulated a draft of the proposed by-laws and comparison chart that compares our existing by-laws to the proposed new by-laws to give all delegates, alternates, and President of member organizations ample time to review the material before this critical vote.

Check out the By-laws supplement to this Newsletter for details on incorporation and the proposed new by-laws. It includes a letter on my part explain what is going on, including outlining the presentation that we will have at the meeting plus reissuing the proposed new by-laws and comparison chart.

As we close this fiscal year, I want to say that it has been an honor serving as President of the Civic Federation. As we continue with our modernization efforts, the best days are yet to come if we can obtain member organizations to support and promote more diversity and in making the Civic Federation relevant to public engagement in Arlington County.

Best,

Duke Banks, President  
ACCF.

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ExCom Chair Terri Prell noted the presence of a quorum and called the meeting to order at 6:35 PM. ExCom members attending the meeting included: Terri Prell, ExCom Chair; and Rick Epstein, ExCom Vice Chair; Duke Banks; Anya Gan; Dennis Gerrity; Nicole Merlene and Sarah Shortall. Lois Koontz, Alcovia Heights, and Allen Norton, Bluemont, were also present. ExCom members Eric Berkey and Matt Wavro were unable to attend this meeting. The agenda for this meeting was approved as submitted.

## Reports from Officers and Committees

**Secretary:** The draft minutes for the March 11, 2018 and April 8, 2018 ExCom Meetings were approved as submitted.

**Treasurer:** Treasurer Sarah Shortall said she was not prepared to file a report because she had not received all the bills for 2018 Banquet expenses.

**President:** President Banks and ExCom members reviewed the draft bylaws by CivFed's lawyers, Bean, Kinney & Korman. Changes in these draft bylaws were requested by the Bylaws Committee and individuals in the following sections 2.03, 2.04, 2.05, 2.07, 2.08, 2.11 3.01, 3.03 3.02, 3.07, 3.09, 4.02, 5.06, and 5.09. It was agreed that Tim Hughes of BKK was be present at the June Membership meeting to speak on the legality of proposed changes, not make a presentation. Duke said he would submit these requests for changes to BKK on May 7 and any additional requests received by May 10.

**Nominating Committee:** Sarah Shortall reported that all five members of the committee have been active. Sarah said the committee was developing a slate of candidates for nine positions on the 2018-2019 Executive Committee. She said candidates were considered based on their demographics and abilities. The committee has set a May 18<sup>th</sup> deadline to finish interviewing potential candidates. She said the election would be open to nominations from the floor. There was discussion of offering multiple candidates for membership on ExCom in future years.

**Banquet Committee:** ExCom members praised Jesse Boeding for the excellent job she did organizing the banquet, but all agreed that the discussion panel program took too much time. Duke said there were some logistical problems which delayed the start of the meal. Duke recommended using Constant Contact to promote the 2019 Banquet more intensively. Sarah suggested that CivFed use the Arlington Notes section of the Sun Gazette to promote future banquets.

**R&E Committee:** Terri recommended that the R&E Committee be asked to make their resolution on budget savings general rather than a list of specifics in order to avoid spending the evening defending their resolution line-by-line at the June meeting. Presentation of a report and vote on the R&E FY2019 Budget Savings Resolution were allocated fifteen minutes at the June meeting.

Tentative agendas for the June September and October Federation Membership Meetings are listed below:

## June 5 Membership Meeting

7:00 Regular Business

7:10 Legislative Panel

8:10 Report and Votes on Incorporation and New Bylaws

8:40 Election of Officers and ExCom members

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9:05 Old Business

- North Highlands Annexation

9:10 New Business

9:15 Adjourn

## September 4, 2018 Membership Meeting (tentative)

- Candidates Forum
- 2018 WMATA Presentation with Emeka Monome and Christian Dorsey

## October 2, 2018 Membership Meeting (tentative)

- Government Transparency and Accountability (Open Data)

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## 2018 ExCom Meeting Dates

- June 10, 2018
- July 8, 2018
- September 9, 2018
- October 7, 2018
- November 18, 2018
- December 9, 2018

## Old Business

**June 2018 Membership Meeting:** Duke said so far six of the seven of Arlington's legislative representatives had agreed to participate in a panel discussion at the June meeting. Duke and others recommended that sixty minutes be allocated for this panel. Terri suggested that Matt Wavro be the presenter for the report and votes on Incorporation and New Bylaws. Duke and Terri said that Burt Bostwick said R&E needed fifteen minutes to report on its savings resolution and then have delegates vote on it.

**September 2018 Membership Meeting:** Lois agreed to help organize the September Candidates Forum and mentor her replacement. Duke said Christian Dorsey was aware of need to reschedule to the September meeting to participate in a discussion on WMATA. Duke has yet to receive confirmation from Emeka Monome on his participation on the rescheduled date

**October 2018 Membership Meeting:** Duke said he wanted to allocate sixty minutes to discuss what Arlington has done to improve Government Transparency and Accountability at the October 2018 meeting. Duke said representatives of the Sunlight Foundation and the Open Data Working Group and county staff would participate in the program. He mentioned that this program differs from the last Open Data program given that two years ago Arlington County had yet to develop an Open Data initiative. This program will highlight what Arlington has accomplished in promoting Open Data and Transparency following guidance provided by the Sunlight Foundation. Sunlight Foundation helped us craft our program in 2016, including suggesting highlighting Montgomery County's efforts.

**Alternative Dates for Membership Meetings:** Terri moved that the Federation change its monthly meeting day to the third Tuesday of the month beginning in September 2019 with the caveat that ExCom can change the date for cause such as avoiding a conflict with some other event. Rick seconded this motion, and it was approved unanimously. Terri asked Lois Koontz to notify the VHC that ExCom had voted to change Federation Membership monthly meeting dates.

## New Business:

**Arlington County Scholarship Fund for Teachers:** After discussion, Sarah Shortall moved that CivFed donate \$500.00 to the Arlington County Scholarship Fund for Teachers. Anya Gann seconded the motion and it was approved with a vote of 5 ayes, 1 nay and 1 abstention. Rick Epstein expressed that concern member organizations might not approve of their dues payments being spent on charitable donations. Nicole Merlene moved that ExCom asked member organizations to approve annual contributions to the Arlington County Scholarship Fund for Teachers. Her motion was seconded and approved unanimously.

**Annual Membership Dues:** Duke Banks moved that ExCom not increase annual membership dues for 2018-2019. Nicole Merlene seconded the motion. The motion was approved with a vote of 6 ayes, 1 nay and 0 abstentions. A motion to not charge for new member organizations 2017-2018 annual dues because they were members for only one meeting was seconded and approved unanimously. Sarah said she would credit a check for \$50 from Shirlington Dogs II to their bill for 2018-2019 annual dues.

**Standing Committees:** After incorporation, Duke will notify CivFed's current standing committees that they are authorized to operate on a hoc basis until they were established under the new bylaws and standing rules were established that would regulate their organization and operation.

**Programming Future Membership Meetings:** Sarah recommended that there be a summer work session meeting on programming 2018-2019 membership meetings. Lois suggested getting delegates and alternates involved by allocating time at scheduled meetings for them to suggest program topics. Rick suggested creating a Programming Committee with Committee Chairs as its members and the Federation's Vice President as chair.

Ms. Prell adjourned the meeting at 8:35 PM.

Respectfully submitted, Dennis Gerrity, Secretary

**May 6, 2018 Executive Committee Meeting**

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## Report of the 2018 ACCF Nominations Committee

At the April 3 Arlington County Civic Federation (ACCF) membership meeting, Delegates elected a Nominations Committee (Committee) to nominate candidates for each of the four officer and the five (5) at-large positions on the Executive Committee (ACCF By-laws, Article IV, §2).

At the May 1 Civic Federation, the committee requested that Delegates/Alternates give recommendations to the Committee for potential nominees for the Executive Committee. The Committee received more than 25 and contacted every person. We checked whether they were Delegates/Alternates to the Civic Federation. In addition, to ensure that the nominees represented the diversity of membership in ACCF and in Arlington County and would be a balanced group of leaders, the Committee looked at a variety of demographic information (i.e., geographic location, age, areas of interest (e.g., parks, schools, economic development) and political viewpoint).

Although a number of recommended individuals declined to be nominated, the Committee notes they only passed on running for office because they already were so fully engaged in civic activities and organizations that they could not take on another commitment. The Committee reports that the future of the Civic Federation looks bright because, not only is the slate of nominees for 2018-19 very strong, but also almost everyone who declined to run this year said they would like to run for the ACCF Executive Committee in the future. Some said they are interested in running as soon as next year.

The Committee is very pleased to nominate the following individuals to run for ACCF officers and at-large board members:

<b>President</b>	<b>Duke Banks</b> (Waverly Hills Civic Association)
<b>Vice President</b>	<b>Nicole Merlene</b> (North Rosslyn Civic Association)
<b>Secretary</b>	<b>Maureen Coffey</b> (Ballston-Virginia Square resident)
<b>Treasurer</b>	<b>Sarah Shortall</b> (Waverly Hills Civic Association)
<b>At-large members</b>	<b>Alexandra Bocian</b> (John M Langston Civic Association)
	<b>Rick Epstein</b> (Friends of Arlington Parks)
	<b>Lois Koontz</b> (Alcova Heights Civic Association)
	<b>Matt Wavro</b> (Arlington Heights Civic Association)
	<b>Edie Wilson</b> (Shirlington Civic Association)

The Committee notes that each of the nominees is active volunteer in various organizations, committees, commissions, boards and charities. The Committee commends the nominees for their civic activism and greatly appreciates their willingness to give of their time and effort to serve in a leadership position in the Arlington County Civic Federation.

At the June 5 Civic Federation meeting Delegates and Alternates may make additional nominations from the floor (By-laws Article IV, §2). If, after time for nominations, there is only one candidate for each office and at-large position, Delegates may vote by voice vote (By-laws Article IV, §2). If any office is contested, Delegates will vote by ballot (By-laws, Article IV, §3). Officers must be elected by a majority vote and at-large directors by a plurality. If no officer receives a majority after two ballots, there will be a runoff between the top two vote getters (By-laws Article IV, §3).

The officers and at-large directors will serve a term of one year, starting July 1, which is the start of ACCF's fiscal year.

Respectfully submitted,

2018 Nominations Committee

Eric Berkey

Eric Brescia

Nicole Merlene

Scott Pedowitz

Sarah Shortall

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**ARLINGTON COUNTY CIVIC FEDERATION**  
**Revenues & Expenditures Committee**  
**Budget Savings & Efficiencies Resolution for FY2020**  
**June 5, 2015**

*Whereas*, the County Manager maintained the current property tax rate in the FY2019 budget by cutting positions, programs and services, and by raising non-real-estate taxes and fees (Ref: County Manager’s Fiscal Year 2019 Proposed Budget, Manager’s Message pp. 7-14);

*Whereas*, the County Manager has advised (Ref: County Manager’s Fiscal Year 2019 Proposed Budget, p. 16) that “future budget challenges will require further review of community priorities to evaluate services and programs” and that “anticipated budget gaps ... driven principally by expenditure growth continuing to outpace revenue growth” (p. 15);

*Whereas*, the County Manager has suggested possible areas for future budget review (Ref: County Manager’s Fiscal Year 2019 Proposed Budget, pp. 15-17) that include the following: reducing or eliminating direct services to residents, examining service levels of programs, continuing support to non-profit partners, levels of employee compensation and benefits, changes to taxes and fees, and further collaboration with schools;

*Whereas*, the County Board Chair advised with respect to future budgets: “The pace of growth in needs is outpacing growth in assessed value. We have to find a way to show commitment to our values through better measuring of outcomes and impact not just input of dollars spent.” [May 1 edition of the Arlington Connection attributed to Katie Cristol]

*Whereas*, the County Board’s Auditor has completed his first review of County operations (EMS overtime – ref. <https://countyboard.arlingtonva.us/wp-content/uploads/sites/22/2018/03/County-Auditor-Report-Highlights-ECC-Overtime-3-19-18.pdf>) with recommendations to reduce overtime costs;

*Whereas*, the County Board’s Auditor has identified additional areas for review in the 2018 audit work plan, including:

- Fleet Management
- Fire Department Overtime
- Police Department Overtime
- Sheriff’s Department Overtime

(<https://countyboard.arlingtonva.us/wp-content/uploads/sites/22/2016/03/FINAL-Audit-Work-Plan-for-FY-2018.pdf>);

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*Whereas*, the 19.4% commercial vacancy rate continues to reduce the proportion of taxes paid by the commercial sector (Ref: County Manager’s Fiscal Year 2019 Proposed Budget, Manager’s Message, p. 7);

*Whereas*, shrinking commercial tax revenues put an increasing burden on residential property taxes (Attachment B charts);

*Whereas*, increases in mortgage interest rates and changes in the tax code (e.g., state and local tax “SALT” caps and mortgage interest caps) create a greater level of uncertainty for residential property values;

*Whereas*, failure to identify expense savings and revenue enhancements may result in unsustainable increases in residential property taxes and/or undesirable cuts to programs and services;

*Therefore be it resolved*, that the Arlington County Civic Federation encourages the Arlington County Board, County Manager and staff to improve revenue streams and examine and identify savings and efficiencies in the County budget by 1) offering incentives to staff to identify such measures, 2) increasing resources to the County Board’s Auditor, 3) improving and enhancing Open Data portal to deliver information more rapidly and efficiently and 4) through a process of community engagement.

Attachments:

- A) Manager’s recommendations (from FY 2019 proposed budget)
- B) Charts: Changes in Assessed Value of Real Estate in Arlington County
- C) Chart: : Relative Tax Burden, Commercial vs. Residential

R&E Committee members voting to support the resolution: Burt Bostwick, Duke Banks, Frank Emerson, Roger Morton, Suzanne Smith Sundburg, John Tuohy and Jerry Auten. Voting against: None

R&E Committee members not voting: Paul Holland, Cindy Rheame, Terry Showman and Tim Wise.

## Attachment A

### COUNTY MANAGER'S MESSAGE

#### FUTURE BUDGET PRESSURES

The County's future budget challenges will require further review of community priorities to evaluate services and programs. Possible areas for future budget review will include: reducing or eliminating direct services to residents; examining service levels of programs; continuing support to our non-profit partners; levels of employee compensation and benefits; changes to taxes and fees; and further collaboration with schools.

**Direct Services:** changing or eliminating direct services to the community will impact residents and businesses.

- Close the Lee Community Center: consolidate Senior Adult Programs and relocate other programs.
- Close the Glen Carlyn and/or Cherrydale branch libraries: while these locations are valued by the immediate neighborhoods, they have lowest circulation levels and each location has costly maintenance challenges.
- Review and update the Cultural Affairs business model in Arlington Economic Development.
- Studying Human Services programs to either realign funding or adjust staff caseloads.
- Realigning service levels within the Courts and Constitutional offices, which were held constant in the FY 2019 budget.

**Delivery of services:** Evaluating the delivery of services could mean that a non-government entity begins providing the service or that the service is reduced or eliminated.

- Explore alternative service delivery for traffic and parking enforcement.
- Consider reducing public safety support for special events.
- Changes to levels of service for Police responses to non-emergencies such as minor theft and reductions to district teams.
- Reductions in Parks and Environmental Services crews including those that provide maintenance in the parks and repaving of the sidewalks.
- Fewer recreation programming options.

**Support to non-profits:** the County partners with over 90 unique organizations on over 130 different programs, providing over \$25 million in funding from local, state, and federal sources, primarily in the areas of housing, disability, seniors, and health and counseling services. Further evaluation of the support provided, services delivered, and outcomes achieved could allow for changes in what funding is awarded and organizations are supported. Reductions in support could have direct impact on residents in a variety of areas.

**Employee compensation:** any changes to compensation will need to be weighed against the commitment to provide competitive compensation in order to maintain a talented and effective workforce.

- Reduce annual increases to employees.
- Make changes to the healthcare plan design and possibly offer incentives to employees to move off County health insurance.
- Examine other benefits, such as retirement plans.

**Taxes and fees:** increases to taxes and fees can both place a greater burden on our residential taxpayers but also affect our competitiveness and ability to recruit and retain new businesses to our community, which could further erode the 50/50 split between our residential and commercial real estate tax base.

- Increases to Vehicle Personal Property and Business Tangibles tax rates increasing the residential tax burden and affecting our commercial competitiveness within the region.

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- Implement a License Plate Penalty Fee: we currently charge individuals with out-of-state license plates a \$100 tax in addition to the Personal Property Tax that is due. Both Fairfax County and the City of Alexandria also charge a \$250 penalty to these individuals. However, it is anticipated that this penalty fee could disproportionately affect our immigrant population.
- Increase fees for alarm system registration and false alarm fines following the implementation of a new system for tracking alarms.
- Increase other parking ticket and moving violation fines in collaboration with the Virginia Supreme Court.
- Complete a study of all development and permit fees.
- Eliminate the vehicle personal property decal and transition to a vehicle registration fee similar to Fairfax and Loudoun Counties.

**Collaboration with schools:** could yield efficiency, better service delivery, and savings for both the County and APS.

- Explore contracting crossing guards;
- Facilities planning;
- Shared technology network support; and
- Whether some school children ride ART instead of APS buses.

The discussion of budget priorities cannot ignore that some programs and services would benefit from additional resources, but given the current budget climate, will not receive them. These range widely from streetlight maintenance to library materials to community engagement resources. Any opportunities to more appropriately fund these priority areas will be considered through reallocations.

## *Attachment B: Changes in Assessed Value of Real Estate in Arlington County*

### **CHANGE IN ASSESSED VALUE OF REAL ESTATE IN ARLINGTON COUNTY Calendar Year 2017 to Calendar Year 2018**

(In millions, numbers may not add due to rounding)

	Single-Family		Apartment	Commercial	Total
	Houses	Condominium			
Percentage of CY 2017 Tax Base	37%	14%	20%	29%	100%
CY 2017 Tax Base	\$27,402	\$9,976	\$14,991	\$21,019	\$73,388
Assessed Value Change	\$1,165	\$251	\$455	(\$894)	\$977
CY 2018 Tax Base (Excluding New Growth)	\$28,566	\$10,227	\$15,446	\$20,125	\$74,365
Percent Change	4.3%	2.5%	3.0%	-4.3%	1.3%
New Construction	\$60	-	\$253	\$106	\$419
Percent Change	0.2%	0.0%	1.7%	0.5%	0.6%
CY 2018 With New Construction	\$28,627	\$10,227	\$15,700	\$20,231	\$74,785
Percent Change CY 2017 to CY 2018	4.5%	2.5%	4.7%	-3.7%	1.9%

# The Civic Voice

## CHANGE IN ASSESSED VALUE OF REAL ESTATE IN ARLINGTON COUNTY Calendar Year 2016 to Calendar Year 2017 (In millions, numbers may not add due to rounding)

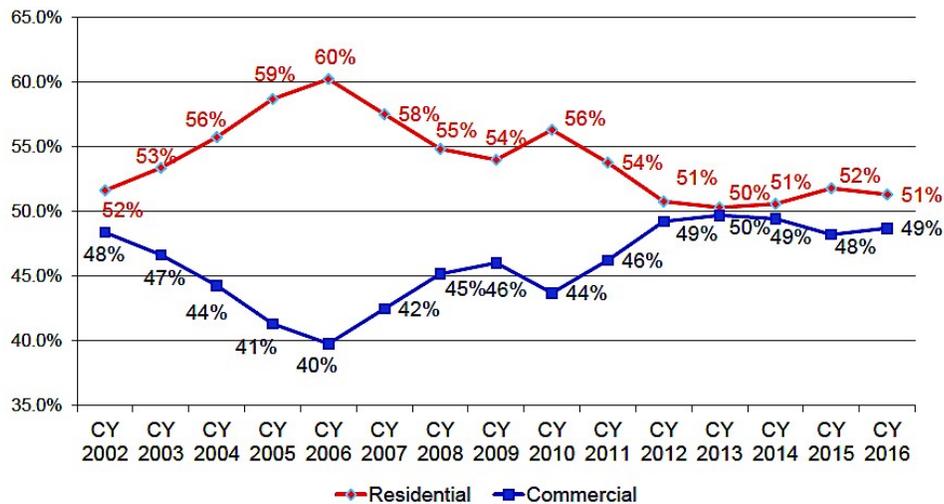
	Single-Family		Apartment	Commercial	Total
	Houses	Condominium			
Percentage of CY 2016 Tax Base	37%	14%	20%	29%	100%
CY 2016 Tax Base	\$26,592	\$9,880	\$14,465	\$20,338	\$71,275
Assessed Value Change	\$776	\$87	\$295	\$422	\$1,579
CY 2017 Tax Base (Excluding New Growth)	\$27,368	\$9,966	\$14,760	\$20,759	\$72,854
Percent Change	2.9%	0.9%	2.0%	2.1%	2.2%
New Construction	\$35	-	\$349	\$193	\$577
Percent Change	0.1%	0.0%	2.4%	1.0%	0.8%
CY 2017 With New Construction	\$27,403	\$9,966	\$15,109	\$20,952	\$73,431
Percent Change CY 2016 to CY 2017	3.0%	0.9%	4.5%	3.0%	3.0%

## CHANGE IN ASSESSED VALUE OF REAL ESTATE IN ARLINGTON COUNTY Calendar Year 2014 to Calendar Year 2015 (In millions, numbers may not add due to rounding)

	Single-Family		Apartment	Commercial	Total
	Houses	Condominium			
Percentage of CY 2014 Tax Base	37%	14%	19%	31%	100%
CY 2014 Tax Base	\$24,300	\$9,278	\$12,450	\$20,371	\$66,400
Assessed Value Change	\$1,292	\$433	\$584	(\$537)	\$1,773
CY 2015 Tax Base (Excluding New Growth)	\$25,593	\$9,712	\$13,034	\$19,834	\$68,172
Percent Change	5.3%	4.7%	4.7%	-2.6%	2.7%
New Construction	\$93	-	\$375	\$9	\$476
Percent Change	0.4%	0.0%	3.0%	0.0%	0.7%
CY 2015 With New Construction	\$25,686	\$9,712	\$13,408	\$19,843	\$68,649
Percent Change CY 2014 to CY 2015	5.7%	4.7%	7.7%	-2.6%	3.4%

### Attachment C: Relative Tax Burden, Commercial vs. Residential

#### General Fund Comparative Tax Burden Residential vs. Commercial Tax Base



Note: If we include the Stormwater Fund and Transportation Fund, the percentages for tax burden would shift: Commercial 50%; Residential 50%.

# The Civic Voice

The ACCF Treasurer's Report for May 1 – 31, 2018 will be available at the June 5 meeting. The April 2018 report is shown below.

## ACCF Treasurer's Report

April 1-30, 2018

### Checking

Beginning balance 4-1-2018		\$ 11,873.20
Deposits		\$ 1,588.41
2017-18 Dues:		
Checks	\$ .00	
2018 Banquet:		
Checks:	\$ 970.00	
PayPal*	<u>\$ 618.41</u>	
	\$ 1,588.41	
Expenses/Payments		\$ 135.00
Administrative:	.00	
2018 Banquet:		
Ticket refund	<u>\$ 135.00</u>	
	\$ 135.00	
Ending balance 4-30-2018		\$ 13,326.61

### Savings

Beginning balance 4-1-2018		\$ 18,620.51
Deposits	\$ .00	
Interest	\$ .46	
Expenses/Payments	\$ .00	
Ending balance 4-30-2018		\$ 18,620.97

\* PayPal assesses a fee of \$1.75 for each \$50 electronic deposit/payment.

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## 2017-2018 Officers and Executive Committee Members

President Duke Banks  
Vice President Matt Wavro  
Secretary Dennis Gerrity  
Treasurer Sarah Shortall

Executive Committee Chair Terri Prell  
Executive Committee Vice Chair Rick Epstein  
Executive Committee Member Eric Berkey  
Executive Committee Member Anya Gann  
Executive Committee Member Nicole Merlene

## 2017-2018 Membership Meetings

### **June 5 Membership Meeting**

7:00 Regular Business  
7:10 Legislative Panel  
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• North Highlands Annexation  
9:10 New Business  
9:15 Adjourn

## 2017-2018 Executive Committee Meetings

May 6, 2018  
June 10, 2018  
July 8, 2018

Executive Committee Meetings are held at Fire Station #2, 4805 Wilson Boulevard. They begin at 6:30 PM.

# The Civic Voice

## Why Civic Federation Committees Matter and What They Can Do for You

Have you ever been surprised to discover that something in your neighborhood is changing? Maybe a new high-rise is going up around the corner, or perhaps school boundaries have changed. It could be your tax bill is going up, or a new County ordinance now affects your business. Time and time again, folks come to the Federation only after the change is well under way. By then, it's often too late to make a difference.

The Federation's committees serve to keep such surprises at bay by educating, involving and empowering our member organizations. Committees educate by hosting speakers from County staff, holding programs, disseminating information, and fostering discussion. Committees involve our members by providing opportunities to participate in local and regional commissions and organizations. Committees empower by recommending resolutions to the Federation, which, in turn, can publicize these positions in the community and with our elected officials.

We strongly encourage every delegate and alternate to serve on at least one committee. If you have an interest in any topic, please contact the chair. If a chair is not listed, contact our President Duke Banks at

Committee	Chair	Email Address
Executive	Terri Prell	<a href="mailto:terri@civfed.org">terri@civfed.org</a>
Awards	Elected at the December 2017 General Meeting	
Audit	Jay Wind	<a href="mailto:jay@civfed.org">jay@civfed.org</a>
Bylaws	Sarah Shortall	<a href="mailto:sarah@civfed.org">sarah@civfed.org</a>
Community Relations	Nicole Merlene	<a href="mailto:Nicole@civfed.org">Nicole@civfed.org</a>
Cultural Affairs	Chair needed	TBD
Emergency Preparedness	Jackie Snelling (POC)	<a href="mailto:jackie@civfed.org">jackie@civfed.org</a>
Environmental Affairs	John Seymour	<a href="mailto:john@civfed.org">john@civfed.org</a>
Housing	Eric Brescia	<a href="mailto:ericbrescia@civfed.org">ericbrescia@civfed.org</a>
Legislation	Ron Haddox	<a href="mailto:ron@civfed.org">ron@civfed.org</a>
Membership	Stefanie Pryor	<a href="mailto:membership@civfed.org">membership@civfed.org</a>
911 Scholarships	Stefanie Pryor (POC)	<a href="mailto:Stefanie@civfed.org">Stefanie@civfed.org</a>
Nominating	Elected at the April 2018 General Meeting	
Parks and Recreation	Michael Thomas	<a href="mailto:michaelthomas@civfed.org">michaelthomas@civfed.org</a>
Planning and Zoning	Martha Moore	<a href="mailto:martha@civfed.org">martha@civfed.org</a>
Public Services	Jackie Snelling (POC)	<a href="mailto:jackie@civfed.org">jackie@civfed.org</a>
Revenues and Expenditures	Burt Bostwick (POC)	<a href="mailto:burt@civfed.org">burt@civfed.org</a>
Schools	Michael Beer	<a href="mailto:michaelbeer@civfed.org">michaelbeer@civfed.org</a>
Special Events	Joe Pelton	<a href="mailto:Joepelton@civfed.org">Joepelton@civfed.org</a>
Transportation	Jerry Auten	<a href="mailto:jerry@civfed.org">jerry@civfed.org</a>

# The Civic Voice

## Common Parliamentary Motions Applicable to and Used in the Deliberative Process

Motion (“I move”)	Purpose	Second re-quired?	Debata-ble?	Amenda-ble?	Vote re-quired?
Main motion	Puts new business before the membership.	Y	Y	Y	Majority
Amend motion	Revises or changes wording or elements of the main motion.	Y	Y	Y	Majority
Discharge issue from committee	Takes/keeps issue from committee and brings before membership before/without committee report/consideration.	Y	Y	Y	Majority, 2/3rds – if no prior notice
Limit/extend debate	Changes amount of time normally permitted for debate/discussion.	Y	Y	N	Two-thirds
Suspend rules	Sets aside normal operating rules, suspends standing rules without previous notice.	Y	N	N	Two-thirds
Table the motion	Stops debate and vote on motion.	Y	Y	N	Majority
Postpone to time certain or indefinitely	Delays deliberation to specific future time or kills motion (postpone indefinitely).	Y	Y	Y	Majority
Appeal decision of the chair	Disagrees with chair and lets members decide. Must appeal immediately.	Y	Y	N	Majority - sustains chair
Previous question Call the Question	Cuts off debate. Maker of motion first must be recognized by chair.	Y	N	N	Two-thirds
Reconsider	Reconsiders vote taken at same meeting. Maker must be on prevailing side.	Y	Y, if original motion is	N	Majority
Recess	Interrupts meeting for a short break.	Y	Y	Y	Majority
Adjourn	Ends meeting immediately.	Y	N	N	Majority

# The Civic Voice

## Announcements

**Police Department Changes:** As part of the recent budget cuts and other factors in the county, the Arlington County Police Department announced significant reduction in sworn personnel. Many of us bring in the police force for routine and emergency community meetings. These events will be curtailed to full cancellation of well-loved events, such as the block party in August. Misdemeanor crimes and traffic enforcement details also are reduced. No change to the 13 School Resource Officers (SRO). However, fewer ACPD staff will attend SRO and school related events.

To report a crime, an immediate parking/traffic hazard or suspicious behavior, contact the Emergency Communication Center at 703-558-2222 or 911 in an emergency. To address a community policing issue, contact the Community Outreach Unit. The Community Outreach Unit covers 2 north and south geographic areas, rather than the 3 districts we contacted in the past. To contact the team email

ACPDO OutreachNorth@arlingtonva.us

ACPDO OutreachSouth@arlingtonva.us

For traffic safety concerns throughout the County, contact [ACPDSOS@arlingtonva.us](mailto:ACPDSOS@arlingtonva.us)

To receive updates, <https://police.arlingtonva.us/subscribe/>

For full details on the restructuring and impacts, refer to <https://police.arlingtonva.us/restructure/>. You can also see a video with Chief of Police, Jay Farr discussing the changes with members of the Chief's Advisory Committee. Participants include Dr. Alfred Taylor, Nauck Neighborhood Association; Andres Tobar, Arlington County Crime Solvers; Julius D. Spain, NCAAP; and Stef Pryor, Arlington County Civic Federation.

**Tenant-Landlord Commission:** The Tenant-Landlord Commission meets at 7:00 PM on June 13, 2018 in the Azalea Room at 2100 Clarendon Blvd. Comprised of tenant, landlord and public interest representatives the commission hears grievances and facilitates disputes between tenants and landlords and advises the County Board on policy and programs. Public comment is welcome.

**Columbia Pike Blues Festival:** The Columbia Pike Blues Festival will be held from 1pm to 8:30pm on Saturday, June 16 on Walter Reed Drive between 9th St and Columbia Pike. Free to the public. Twenty-third year of great music.

**NCAC:** The Neighborhood Conservation Advisory will meet from 7:30 pm to 9:30 pm on Thursday, June 14, in the Navy League Building at 2300 Wilson Blvd. For information about this meeting here is a link to the NCAC [website](#).

**Transportation Commission:** The Transportation Commission's June meeting will be held on Thursday, June 28, starting 7:30 p.m. in Room 307 at 2100 Clarendon Boulevard. Click here for this meeting's [agenda](#).

**Planning Commission:** The Planning Commission's June meeting will be held on Monday, June 4, starting 7:00 p.m. in Room 307 at 2100 Clarendon Blvd. Click here for this meeting's [agenda](#) a few days before June 4.

# The Civic Voice

**Housing Commission:** The Housing Commission's February meeting will be held on Thursday, June 7 starting 7:00 p.m. in Room 311 at 2100 Clarendon Boulevard. Click here for information on this meeting's [agenda](#).

**Arlington County Board:** The County Board's April meeting will be held on Saturday, June 16, starting 8:30 a.m. Click here for this meeting's [agenda](#) a few days before June 16 The Board Recessed Meeting will be held on Tuesday, June 19, starting at 3:00 p.m.

**Parks and Recreation Commission:** The Parks and Recreation Commission will hold a meeting starting at 7:00 pm on Tuesday, June 26, in the Azalea Room in 2100 Clarendon Blvd. Click here for this meeting's [agenda](#) a few days before June 26.

**June Executive Committee Meeting:** The CivFed June Executive Committee Meeting will be held from 6:30 to 8:30 on Sunday, June 10, in the community room of Fire Station 2 located at 4805 Wilson Blvd. Committee chairs, delegates and alternates are welcome to attend.

## **FY 2019-2018 Capital Improvement Plan County Board Work Sessions**

The County Board and the County Manager will have work sessions on the FY 2019-2018 Capital Improvement Plan Budget from 6:30 to 8:30 PM on May 29; 3:00 to 6:00 PM on June 5; from 3:00 to 5:30 PM; 3:00 to 6:00 PM on June 12 and June 26. There will be a Public Hearing on the CIP beginning at 7:00 PM on June 27. A wrap up/markup scheduled from 3:00 to 5:00 PM on July 10. These meetings will be held in the County Board Room of the Court House Plaza building (2100 Clarendon Blvd. in room 307). Here is a [link](#) to work sessions and meetings on the FY 2019-2018 Capital Improvement Plan Budget on June 12, 26, 27 and July 10 Here is a [link](#) to learn how to sign up to speak at an upcoming County Board Budget Hearing.

**September Newsletter:** The deadline for September newsletter articles is Thursday, August 23 . Newsletters are published approximately 1 week before the meeting.

**North Highlands Annexation Update:** At the April 3rd Membership Meeting (<https://vimeo.com/263207190>) regarding the North Highlands Civic Association boundary changes, concerns were raised by members and condominium associations about the western expansion of North Highland's boundaries. The NHCA met with the Lyon Hills Unit Owners Association and members of the Lyon Village Shopping Center over the past month. Additional meetings were planned with other condominium associations before the June 5 Civic Federation meeting. A vote for boundary adjustments is expected at the June 5 meeting. Please refer to page 4 of the October 2015 newsletter (<http://www.civfed.org/newContent/2015-10/CivicVoice%202015-10.pdf>) and the October meeting for a map showing the proposed changes. The lengthy process to resolve this issue has been frustrating; however, it has encouraged different voices and additional scrutiny.

## Parking at the Virginia Hospital Center

Remember to park in the **B/Gold** Garage. On Civic Federation meeting nights, the gates of the **B/Gold** Parking Garage, will be open, and there will be no charge for parking there. The **B/Gold** Parking Garage is located under the 1635 Medical Office Building. If you use another lot, you will have to pay the regular rate to exit.



## Bylaws Supplement

### **Incorporation of the Arlington County Civic Federation and Proposed Bylaws**

At the May ACCF meeting we announced that Delegates will be asked to vote at the June 5 meeting on incorporating and adopting the proposed bylaws that we distributed. The proposed bylaws, which we received from our attorneys after they reviewed several months of work on them by the Incorporation and Bylaws Subcommittee, which Vice President Matt Wavro has chaired.

Based on that review, we were able to preserve in the proposed bylaws those elements that closely mirror the Civic Federation's longtime practices, including:

- Members having final say on admission of new member organizations;
- Members electing Officers and the Board of Directors (which would replace the Executive Committee); and
- Members of any member organization being allowed to participate on committees.

During the past few weeks the Subcommittee and Executive Committee reviewed the latest draft yet again, and additional changes were submitted to the attorneys. The attorneys accepted most of those changes, including language to better define how member committees work. It is important to keep in mind that the purpose of the attorney's review has been to ensure that the proposed bylaws are in compliance with the Virginia Non-Stock Corporation Act (the "Act").

The Subcommittee and Executive Committee reviewed the latest version of the proposed bylaws from the lawyers and voted unanimously to support Arlington County Civic Federation's incorporation under the Act and adoption of the There are still some minor tweaks to the bylaws that need to be considered, but they do not affect the ability of the Civic Federation to continue operation. These tweaks can be resolved in the near future as technical amendments to the bylaws. But to ensure a smooth transition into a new fiscal year with a new Board of Directors and Officers, it is imperative that we vote for incorporation and adopt the proposed by-laws now.

To help our member organizations better understand the changes, Subcommittee member Sarah Shortall prepared a chart summarizing the key similarities and differences between the existing ACCF bylaws and the proposed bylaws.

We are distributing copies of the revised proposed bylaws and summary chart now to give Delegates, Alternates and member organizations ample time to review the proposed bylaws prior to our June 5 meeting. Both documents are included in the June Newsletter.

# The Civic Voice

At the June meeting Matt Wavro will make a presentation on incorporation and the proposed by-laws. In addition, our attorney Tim Hughes of Bean Kinney & Korman will answer any questions you may have before we vote.

The format of these new bylaws differs slightly from the format of the last version of the bylaws. Section numbers and subparagraphs have been standardized, and in some cases, sections have been relocated. The attorneys have allowed us to do this because it does not compromise the integrity of the document and is in compliance with the Non-Stock Corporation Act of Virginia. In addition, a Table of Contents was added to make it easier to navigate the proposed by-laws.

We strongly urge Delegates (and Alternates acting in place of Delegates) to attend the June meeting and support incorporation and adoption of these proposed bylaws. These actions are key to our efforts to modernize the Civic Federation. Incorporation with a set of bylaws that comply with the Act, along with Directors and Officers Insurance, will allow us to improve our liability shield and ensure the Civic Federation follows “best practices” for non-profit organizations.

Best,

Duke Banks, President ACCF

[Proposed New ACCF Bylaws](#)

[Comparisons of Current ACCF and Proposed New Bylaws](#)

# The Civic Voice

## BYLAWS OF THE ARLINGTON COUNTY CIVIC FEDERATION

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# The Civic Voice

## BYLAWS OF ARLINGTON COUNTY CIVIC FEDERATION

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

WHEREAS, on \_\_\_\_\_, 2018 the Federation incorporated under the Virginia Nonstock Corporation Act by filing articles of incorporation with the State Corporation Commission; and

WHEREAS, the members and board of directors of the Federation wish to adopt these Bylaws as the bylaws of the Federation.

### ARTICLE I NAME AND PURPOSES

Name. The name of the corporation is the Arlington County Civic Federation (the "Federation").

Purpose.

(a) 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:

(1) 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");

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

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

(b) 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.

**Incorporation.** The Federation is incorporated under the Virginia Nonstock Corporation Act, as such may be amended from time to time (hereinafter referred to as the "Act"), pursuant to the filing of Articles of Incorporation (the "Articles") with the Virginia State Corporation Commission.

### ARTICLE II MEMBERSHIP

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## **Section 2.01 Member Organizations.**

- (a) To become a “Member Organization” of the Federation, an organization must first submit a completed application to 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:
- (1) It has at least twenty (20) members;
  - (2) Its primary objective and principal work is consistent with the goals and purposes of the Federation specified in Section 1.02 of these Bylaws;
  - (3) The application is approved by a two-thirds (2/3) vote of the Members present and voting at a meeting of the Members where quorum is established; and
  - (4) The organization pays initial annual dues.
- (b) 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 2.01 Membership.**

- (a) Each Member Organization may designate:
- (1) Up to four (4) delegates to serve as “Voting Members” of the Federation; and
  - (2) Up to four (4) alternate delegates to serve as “Alternate Members.”
- (b) 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.
- (c) Voting Members shall have the rights set forth in these Bylaws, including, but not limited to, voting rights. An Alternate Member may only act as a Voting Member at a membership meeting in place of and on behalf of an absent Voting Member from the same Member Organization, and otherwise has no rights except as expressly granted under these Bylaws. Only Voting Members, and Alternate Members acting in place of Voting Members, shall constitute “members” for purposes of the Act. 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.

## **Section 2.02 Annual Certification and Dues; Termination of Member Organization or Member.**

- (a) To remain a Member Organization, each organization shall submit:

# The Civic Voice

- (1) Written certification by October 31 of each year that the organization meets the Member Organization requirements set forth in this Article II; and
- (2) Payment of annual dues, which dues are payable starting July 1 of each year and must be paid no later than December 31 of each year.
- (b) If a Member Organization does not comply with the requirements in this Section 2.03, or otherwise meet the requirements set forth in Section 2.01, the Board of Directors shall disqualify the organization as a Member Organization, and remove its Voting Members and Alternate Members from Membership. Such Voting Members and Alternate Members shall cease to be Members and lose all rights and privileges associated with Membership under these Bylaws and the Act, including voting and participation rights. If at any time a Member Organization is disqualified pursuant to this Section 2.03, it must reapply under Section 2.01 to regain Membership Organization status.

## **Section 2.03 Membership Voting and Proxy.**

- (a) Each Voting Member, or Alternate Member in the place of a Voting Member, will have one (1) vote. Proxy votes are not allowed.
- (b) All issues to be voted on will be decided by simple majority of the Members present and voting at a meeting of the Members at which a quorum is present (as defined in Section 2.05), unless otherwise required by the Act, the Articles or these Bylaws.

## **Section 2.04 Quorum and Open Meeting.**

- (a) 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.
- (b) Member meetings shall be open to the public, but voting privileges are limited to Members as set forth in these Bylaws.

## **Section 2.05 Annual Meeting of Members.**

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

**Section 2.06 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. In the absence of such designation by the Board, regular meetings will be held at least quarterly between September and June of each year.

# The Civic Voice

**Section 2.07 Special Meeting of Members.** Special meetings of the Members may be called by the Board Chair or the President, by action of the Board, or by one-twentieth (1/20) of the currently serving Members entitled to vote at such meeting.

**Section 2.08 Notice of Meetings of Members.**

- (a) After fixing a record date for a 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' meeting.
- (b) 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.
- (c) 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 called for the purposes of removing a Director, or 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.
- (d) 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.
  - (1) 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 or emailed to the address as it appears in the records of the Federation.
  - (2) If emailed, such notice will be deemed delivered as set forth in § 13.1-842 of the Act.

**Section 2.09 Waiver of Notice.**

- (a) Any Voting Member or Alternate 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.
- (b) 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.

# The Civic Voice

**Section 2.10 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 or electronic consent of the requisite number of Members required for such action pursuant to these Bylaws and §13.1-841 of the Act. For clarity, such action may be consented to by email or other electronic means permitted under the Act. Such action will be evidenced by one or more written or electronic consents stating the action taken and filed in the minutes or other relevant corporate records.

**Section 2.11 Remote Participation.** 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, and may vote and be counted towards quorum.

# The Civic Voice

## BOARD OF DIRECTORS

**Section 3.01 General Powers.** Except with regard to the 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").

### **Section 3.02 Number and Qualifications.**

(a) The Board shall consist of between nine (9) and thirteen (13) individuals, in accordance with the following provisions:

(1) 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 automatically become directors on the Board.

(2) The Board shall consist of such four Officers, plus no less than five (5) but no more than nine (9) additional elected at-large directors (the "At-Large Directors," and collectively with the Officers in their capacity as directors, the "Directors").

(b) 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.

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

(d) All Directors must be Federation Voting Members or Alternate Members throughout their term of service on the Board.

### **Section 3.03 Nomination, Election, and Term of Office.**

(a) **Nomination.** At least sixty (60) days before the annual Member meeting held in accordance with Section 2.06, the Members shall elect a Nomination Committee comprised of five (5) Voting Members and/or Alternate Members to handle the nomination of at least one candidate Voting Member or Alternate Member for each Director position. The Nomination Committee shall submit a written or electronic report to all current Voting Members and Alternate Members prior to the annual Member meeting, at which meeting additional nominations may be made from the floor.

(b) **Election.** Directors shall be elected by a majority vote of Members present and voting at the annual member meeting, provided a quorum has been established, or as otherwise provided in Section 3.07. Election of a Director does not, in and of itself, create any contract rights for the Director or the Federation.

(c) **Term of Office.** Each Director shall serve on the Board for a term of one (1) year beginning on July 1 following their election. Each shall hold office until his or her successor is elected or until they resign, are removed or are no longer qualified to serve, whichever occurs first. There shall be no limit on the number of terms a Director may serve.

**Section 3.04 No Compensation for Directors.** The Directors (as defined below) will receive no compensation for their service on the Board. The Directors may be reimbursed for reasonable out-of-pocket expenses as determined by the Board.

### **Section 3.05 Removal of Director.**

(a) A Director may be removed from the Board for cause or no cause by two-thirds (2/3) vote of the Members present at a meeting where quorum is established.

(b) Before any meeting of the Members at which a vote on removal will be made, the Director in question must be given electronic or written notification of the intention to remove him or her and be 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.

(c) Any Director removed from the Board who is also an Officer shall automatically be removed from his or her applicable Office.

**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. Any Director who resigns from the Board that is also an Officer shall be deemed to have also resigned from the applicable Officer position.

### **Section 3.07 Newly-Created Directorships and Vacancies.**

(a) Newly-created Director positions resulting from an increase in the number of 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, shall also be filled by the Members at an annual, regular, or special Membership meeting.

(b) Candidates must first be nominated by sending notice to the Secretary at least fourteen (14) days in advance of the Member meeting. A Director elected to fill a vacancy or newly-created Director position will hold office for the remainder of the unexpired term or until a qualified successor is elected.

**Section 3.08 Quorum of Directors.** Unless a greater proportion is required by law, the 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.

## 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 not be counted for voting purposes. For purposes of these Bylaws, a Director is an “Interested Director” if he or she has a conflict of interest that precludes him or her from being a disinterested director, as contemplated by Section 13.1-871 of the Act.

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

(d) **Open Meetings.** 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 3.11 Notice.

(a) **Notice Requirements.** Notice need not be given for regular planned and announced meetings of the Board. Notice of a special meeting of the Board will be given to each 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.

(1) 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, or committee chair calling the meeting.

(2) 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

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prepaid. If emailed, such notice will be deemed delivered as set forth in § 13.1-842 of 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.

**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 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 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.

**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, and may vote and be counted towards quorum.

## COMMITTEES

**Board Committees.** A majority of the Board may establish one or more committees of Directors ("Board Committees") and appoint two (2) or more Directors to serve on them at the Board's discretion. The President shall appoint Board Committee chairs.

**Member Committees.** The President may establish one or more Member standing or other committees as the Board or the Members may direct ("Member Committees"). Member Committees shall be composed only of Voting Members, Alternate Members, and/or other members of Member Organizations. The President shall appoint Member Committee chairs, each of whom shall be a Voting Member or Alternate Member. Appointments of Member Committee chairs shall be ratified by the Board to be effective.

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

## ARTICLE V OFFICERS

### Section 5.01 Officers.

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(a) The Members shall elect a President, Vice President, Secretary, and Treasurer, and such other Officers as determined by the Members. As set forth in Article III, the President, Vice President, Secretary, and Treasurer shall serve as Directors for their term of Office. The Board may appoint a Board Chair and Vice Chair, both of which must be Directors.

(b) An individual may hold more than one office; *provided, however*, that in the event any one individual serves in more than one Office (President, Vice President, Secretary, or Treasurer), or serves as an Officer and Board Chair or Vice Chair, such individual shall only have one (1) vote on the Board.

(c) Any officer elected by 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.

(d) Election of an Officer or appointment of an assistant officer does not of itself create any contract rights for the Officer, assistant officer or the Federation.

## **Section 5.02 Term of Office and Removal.**

(a) Each Officer will hold office for the term for which he or she is elected or until his or her successor has been elected; *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.

(b) Any assistant officer may be removed by the Board or appointing officer at any time with or without cause.

**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 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 or Members 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

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President and such other duties as may be assigned by the President, the Board or the Members from time to time.

## **Section 5.06 Secretary.**

- (a) The 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 and the Board;
  - (iv) Authenticating the records of the Federation;
  - (v) Giving or causing to be given all notices from the Federation in accordance with these Bylaws or as required by law; and
  - (vi) Performing all duties customary to the office of Secretary and such other duties as may be assigned by the Board or Members from time to time.

(b) 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. 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 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 or Members.

**Section 5.08 Board Chair and Vice Chair.** The Board Chair is appointed by the Board and will preside over Board meetings, report on the progress of the Federation, answer questions of the Board and perform all duties incident to the office of Board Chair. The Board may also appoint a Vice Chair who, in the 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.

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**Section 5.09 No Compensation of Officers.** Officers will receive no compensation for their services to the Federation. Officers may be reimbursed for reasonable out-of-pocket expenses as determined by the Board.

## 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 Member, Director, officer, committee chair, or employee of the Federation.

**Section 6.04 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.

## 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;

(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 Voting Member, Alternate 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

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

## 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.**

(a) 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.

(b) To the fullest extent permissible under applicable law, the Federation will indemnify 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.

(c) 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 two-thirds (2/3) majority of the Members, provided that the change was submitted in writing at the previous annual or regular Membership meeting.

**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.

## SECRETARY'S CERTIFICATE 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 Members and its Board of Directors.

Executed on \_\_\_\_\_, 2018.

By: \_\_\_\_\_  
[Secretary Name]

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## Comparison of ACCF and Proposed By-laws

ACCF By-laws	Proposed By-laws (Bold = change from current by-laws)	Discussion
<b>Membership and Members</b>	<b>Membership Organizations and Members</b>	
<ul style="list-style-type: none"> <li>• <u>Member Organizations</u> - Membership Committee makes recommendation on application to Delegates.</li> <li>• Delegates must approve organization by 2/3rds vote.</li> </ul>	<ul style="list-style-type: none"> <li>• <u>Member Organizations</u> – Board of directors (“BOD”) makes recommendation application to Members.</li> <li>• Voting Members must approve organization by 2/3rds vote.</li> </ul>	<ul style="list-style-type: none"> <li>• Proposed by-laws preserve current requirement that Members approve Member Organizations.</li> </ul>
<ul style="list-style-type: none"> <li>• <u>Delegates/Alternates</u> - Member organizations select their own Delegates/ Alternates.</li> </ul>	<ul style="list-style-type: none"> <li>• <u>Voting Members/Alternates</u> - Member Organizations select their own Voting Members/Alternates. (“Members” collectively refer to Voting Members and Alternates acting in place of Voting Members).</li> </ul>	<ul style="list-style-type: none"> <li>• Proposed by-laws preserve current requirement that Member Organizations have sole discretion to select own Delegates/Alternates.</li> </ul>
<ul style="list-style-type: none"> <li>• <u>Dues</u> – Dues in in arrears Jan. 1.</li> <li>• Member Organization gets 30 days to cure arrears or be dropped.</li> </ul>	<ul style="list-style-type: none"> <li>• <u>Dues</u> - Member Organizations have <b>until Dec. 31 to pay dues or dropped.</b></li> </ul>	<ul style="list-style-type: none"> <li>• Proposed by-laws preserve current requirement giving 6 months to pay dues, but eliminates additional 30-day grace period to cure arrears.</li> </ul>
<ul style="list-style-type: none"> <li>• <u>Contact Info</u> - Member Organization must certify Delegate/ Alternate names.</li> </ul>	<ul style="list-style-type: none"> <li>• <u>Contact Info</u> - Member Organization must provide Voting Member/Alternate info <b>before they can vote.</b></li> </ul>	<ul style="list-style-type: none"> <li>• Proposed by-laws puts responsibility on Member Organizations to provide Voting Member/Alternate information.</li> </ul>
<b>Membership meetings</b>	<b>Membership meetings</b>	
<ul style="list-style-type: none"> <li>• <u>Voting</u> – No proxy votes.</li> </ul>	<ul style="list-style-type: none"> <li>• <u>Voting</u> - Issues decided by majority vote of Members present and voting.</li> <li>• <b>No proxies.</b></li> </ul>	<ul style="list-style-type: none"> <li>• Proposed by-laws clarify voting and preserve current requirement against proxy voting.</li> </ul>
<ul style="list-style-type: none"> <li>• <u>Quorum</u> – 10 Delegates from 10 organizations.</li> </ul>	<ul style="list-style-type: none"> <li>• <u>Quorum</u> – <b>10% of current Members.</b></li> </ul>	<ul style="list-style-type: none"> <li>• Virginia Nonstock Corporation Act (“VNCA”) requires quorum of 10% of members.</li> </ul>
<ul style="list-style-type: none"> <li>• <u>Open Meetings</u> – Meetings open to public, but only Delegates/Alternates can speak/vote</li> </ul>	<ul style="list-style-type: none"> <li>• <u>Open Meetings</u> – Meetings open to public, but <b>only Members can vote.</b></li> </ul>	<ul style="list-style-type: none"> <li>• Proposed by-laws do not prohibit non-members from speaking at meetings.</li> </ul>
<ul style="list-style-type: none"> <li>• <u>Annual Meeting</u> -- 1<sup>st</sup> Tuesday in June</li> <li>• Members elect Officers/Executive Committee.</li> </ul>	<ul style="list-style-type: none"> <li>• <u>Annual Meeting</u> - <b>Annual meeting required.</b></li> <li>• <b>BOD selects date</b>, June is default.</li> <li>• Members elect Officers/BOD</li> </ul>	<ul style="list-style-type: none"> <li>• VNCA requires annual member meeting.</li> <li>• VNCA gives BOD flexibility in setting meeting date.</li> </ul>
<ul style="list-style-type: none"> <li>• <u>Regular Meetings</u> - 1<sup>st</sup> Tuesdays Sept. thru June unless Executive Committee Board decides otherwise.</li> </ul>	<ul style="list-style-type: none"> <li>• <u>Regular Meetings</u> - <b>BOD decides meeting schedule, but at least quarterly meetings.</b></li> </ul>	<ul style="list-style-type: none"> <li>• VNCA gives BOD flexibility to set meeting number and dates.</li> </ul>
<ul style="list-style-type: none"> <li>• <u>Special Meetings</u> - President or 10 Delegates may call Special meeting.</li> </ul>	<ul style="list-style-type: none"> <li>• <u>Special Meetings</u> - President/BOD chair or <b>1/20<sup>th</sup> of current Members</b> may call Special Meeting.</li> </ul>	<ul style="list-style-type: none"> <li>• VNCA requires 1/20<sup>th</sup> of members to call special meeting.</li> </ul>

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	<ul style="list-style-type: none"> <li>• <b>Meeting notices</b> - Notice for Annual/Regular/Special meeting – 10 – 60 days in advance.</li> <li>• Notice for amending Articles, dissolving ACCF – 25 – 60 days in advance.</li> <li>• Notice by email (if consent) or mail.</li> </ul>	<ul style="list-style-type: none"> <li>• Proposed by-laws add notice provisions VNCA requires.</li> </ul>
	<ul style="list-style-type: none"> <li>• <b>Waiver of notice</b> - Members may waive required notice by consent.</li> </ul>	<ul style="list-style-type: none"> <li>• VNCA allows.</li> </ul>
	<ul style="list-style-type: none"> <li>• <b>Action w/o meeting</b> - Members may take action w/o meeting if action taken by all Voting Members.</li> </ul>	<ul style="list-style-type: none"> <li>• VNCA allows.</li> </ul>
	<ul style="list-style-type: none"> <li>• <b>Remote participation</b> - If BOD authorizes, Members can participate remotely provided all can hear/speak.</li> </ul>	<ul style="list-style-type: none"> <li>• VNCA allows such participation if BOD authorizes.</li> </ul>
<b>Executive Committee</b>	<b>Board of Directors</b>	
<ul style="list-style-type: none"> <li>• <b>General Powers</b> - Executive Committee has general supervision over ACCF affairs between member meetings.</li> </ul>	<ul style="list-style-type: none"> <li>• <b>General Powers</b> - <b>Management and control of ACCF affairs vested in BOD.</b></li> </ul>	<ul style="list-style-type: none"> <li>• VNCA requires that ACCF power be vested in BOD.</li> </ul>
<ul style="list-style-type: none"> <li>• <b>Number</b> - 4 officers and 5 at-large.</li> <li>• Executive Committee (except Secretary) must be and remain Delegates/Alternates during term.</li> </ul>	<ul style="list-style-type: none"> <li>• <b>Number</b> - 4 officers plus 5 - 9 at-large directors (13 max).</li> <li>• <b>Members decide number of directors.</b></li> <li>• BOD must be and remain Voting Members/Alternates during term. <b>No exception for Secretary.</b></li> </ul>	<ul style="list-style-type: none"> <li>• VNCA allows flexible number of directors and allows members to decide number.</li> <li>• Proposed by-laws preserve current requirement that officer/directors be Voting Members/Alternates.</li> <li>• Also requires Secretary be Voting Member/Alternate.</li> </ul>
<ul style="list-style-type: none"> <li>• <b>Nominations</b> - Delegates elect Nominations Committee to identify at least one candidate for each officer and ExCom position.</li> </ul>	<ul style="list-style-type: none"> <li>• <b>Nominations</b> - Members elect Nominations Committee to identify at least one candidate for each officer and director position.</li> </ul>	<ul style="list-style-type: none"> <li>• Proposed by-laws preserve current requirement that members elect Nominations Committee.</li> </ul>
<ul style="list-style-type: none"> <li>• <b>Election</b> - elect officers and 5 at-large ExCom members.at annual meeting.</li> </ul>	<ul style="list-style-type: none"> <li>• <b>Election</b> - Members elect officers and at-large directors.</li> </ul>	<ul style="list-style-type: none"> <li>• Proposed by-laws preserve current requirement that Members elect officers/BOD.</li> </ul>
<ul style="list-style-type: none"> <li>• <b>Term</b> - Officers/ExCom serve 1 year starting July 1 or until successor elected</li> </ul>	<ul style="list-style-type: none"> <li>• <b>Term</b> - BOD (officers/directors) serve 1 year or until successor elected.</li> <li>• No term limits.</li> </ul>	<ul style="list-style-type: none"> <li>• Proposed by-laws add no term limits provision.</li> </ul>
□	<ul style="list-style-type: none"> <li>• <b>Compensation</b> – <b>Directors shall not receive compensation, only out-of-pocket expenses.</b></li> </ul>	<ul style="list-style-type: none"> <li>• VNCA allows compensation, but By-laws Subcommittee opposed.</li> </ul>
	<ul style="list-style-type: none"> <li>• <b>Removal</b> - <b>Members can remove directors/officers by 2/3rds vote.</b></li> </ul>	<ul style="list-style-type: none"> <li>• Proposed by-laws removal process consistent with VNCA</li> </ul>
	<ul style="list-style-type: none"> <li>• <b>Resignation</b> – <b>Director/Officer may resign by written notice.</b></li> </ul>	<ul style="list-style-type: none"> <li>• Proposed by-laws consistent with VNCA language.</li> </ul>
<ul style="list-style-type: none"> <li>• <b>Vacancies</b> - Members vote to fill officer/ExCom vacancies</li> </ul>	<ul style="list-style-type: none"> <li>• <b>Vacancies and Newly-Created Directors</b> - Members fill vacancies on BOD and <b>elect newly-created BOD positions.</b></li> </ul>	<ul style="list-style-type: none"> <li>• Proposed by-laws preserve current requirement that member sill vacancies.</li> <li>• Proposed by-laws add process to fill new positions.</li> </ul>

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ExCom meetings	BOD meetings	
	<ul style="list-style-type: none"> <li>• <b>Quorum</b> - Majority of directors in office immediately before meeting.</li> <li>• <b>Quorum continues once attained even if BOD members leave.</b></li> </ul>	<ul style="list-style-type: none"> <li>• Proposed by-laws consistent with VNCA language.</li> </ul>
	<ul style="list-style-type: none"> <li>• <b>Voting</b> - BOD decides action by majority.</li> <li>• <b>Interested director counts toward quorum but does not vote.</b></li> </ul>	<ul style="list-style-type: none"> <li>• Proposed by-laws consistent with VNCA.</li> </ul>
	<ul style="list-style-type: none"> <li>• <b>Annual Meeting</b> - BOD shall hold annual meeting.</li> </ul>	<ul style="list-style-type: none"> <li>• VNCA allows annual BOD meeting.</li> </ul>
<ul style="list-style-type: none"> <li>• <b>Regular Meetings</b> - ExCom shall meet monthly.</li> </ul>	<ul style="list-style-type: none"> <li>• <b>Regular Meetings</b> - BOD shall hold regular meetings <b>at least quarterly.</b></li> </ul>	<ul style="list-style-type: none"> <li>• VNCA gives BOD flexibility in setting meetings.</li> </ul>
<ul style="list-style-type: none"> <li>• <b>Special Meetings</b> - President/ExCom Chair/3 ExCom members can call Special ExCom meeting.</li> </ul>	<ul style="list-style-type: none"> <li>• <b>Special Meetings</b> - President/Chair/ 1/3<sup>rd</sup> of BOD can call Special BOD meeting.</li> </ul>	<ul style="list-style-type: none"> <li>• Proposed by-laws consistent with current requirement.</li> </ul>
<ul style="list-style-type: none"> <li>• <b>Open Meetings</b> - ACCF meetings open to public. Only Delegates/Alternates can speak/vote</li> </ul>	<ul style="list-style-type: none"> <li>• All BOD meetings open to public <b>unless BOD determines closed meeting necessary and in best interests of ACCF.</b></li> <li>• <b>BOD may deliberate while meeting closed, but shall conduct any voting when meeting open to public.</b></li> </ul>	<ul style="list-style-type: none"> <li>• Proposed by-laws include opening meetings but allows closed meeting in limited situation and sets process when closed session called.</li> </ul>
	<ul style="list-style-type: none"> <li>• <b>Meeting notices</b> - No notice required for regular planned BOD meetings.</li> <li>• <b>Notice for special and other BOD meetings --3 – 90 days.</b></li> <li>• <b>Notice by email (if consent) or by mail.</b></li> </ul>	<ul style="list-style-type: none"> <li>• Proposed by-laws add notice provisions VNCA requires.</li> </ul>
	<ul style="list-style-type: none"> <li>• <b>Waiver of notice</b> - Notice not required if BOD member consents.</li> </ul>	<ul style="list-style-type: none"> <li>• VNCA allows.</li> </ul>
	<ul style="list-style-type: none"> <li>• <b>Remote participation</b> - Any BOD member may participate remotely in board of directors meeting.</li> </ul>	<ul style="list-style-type: none"> <li>• VNCA allows.</li> </ul>
Committees	Committees	
	<ul style="list-style-type: none"> <li>• <b>BOD Committees</b> - BOD may establish Committees of BOD members.</li> <li>• President shall appoint BOD Committee chairs.</li> </ul>	<ul style="list-style-type: none"> <li>• VNCA allows BOD Committees.</li> </ul>
<ul style="list-style-type: none"> <li>• <b>Committees</b> - By-laws create 14 Standing Committees.</li> <li>• President may establish other committees as ExCom or Members deem necessary.</li> <li>• President appoint Committee chairs with ExCom approval.</li> <li>• Committee chairs must be Delegates/ Alternates.</li> <li>• Delegates/Alternates/members of Member Organizations can be on committees.</li> </ul>	<ul style="list-style-type: none"> <li>• <b>Member Committees</b> - President may establish one or more Member standing and other committees as a majority of the BOD or Members direct.</li> <li>• President appoints committee chairs with BOD approval.</li> <li>• Committee chairs must be Voting Members/ Alternates.</li> <li>• Voting Members/Alternates/ Members of Member Organizations can be on committees.</li> </ul>	<ul style="list-style-type: none"> <li>• Proposed by-laws provide flexibility to establish standing and other Member Committees instead of establishing specific committees.</li> <li>• Proposed by-laws preserve current requirements on committee chairs being Voting Members/ Alternates and letting Voting Members/ Alternates/Member Organization members be on committees.</li> </ul>
Officers	Officers	
<ul style="list-style-type: none"> <li>• <b>Officers</b> - Delegates elect officers</li> <li>• <b>ExCom Chair/ Vice Chair</b> - ExCom elects chair/vice-chair from its members.</li> </ul>	<ul style="list-style-type: none"> <li>• <b>Officers</b> - Members elect President, VP, Secretary, Treasurer <b>and Other Officers as Members determine.</b></li> <li>• <b>BOD Chair/Vice Chair</b> - elects BOD chair/vice chair.</li> <li>• <b>Officers may hold more than one office, but only get one vote.</b></li> <li>• <b>Officers and Board Chair/Vice chair may appoint assistant officers (but not BOD members and can't vote.</b></li> </ul>	<ul style="list-style-type: none"> <li>• Proposed by-laws preserve current requirement on Members electing Officers and BOD electing Chair/Vice Chair.</li> <li>• Proposed by-laws provide flexibility – allows election of other Officers, holding more than one office and appointment of assistant officers w/o By-laws change.</li> </ul>

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<ul style="list-style-type: none"> <li>• <b>Officers</b> - Delegates elect officers</li> <li>• <b>ExCom Chair/ Vice Chair</b> - ExCom elects chair/vice-chair from its members.</li> </ul>	<ul style="list-style-type: none"> <li>• <b>Officers</b> - Members elect President, VP, Secretary, Treasurer <b>and Other Officers as Members determine.</b></li> <li>• <b>BOD Chair/Vice Chair</b> - elects BOD chair/vice chair.</li> <li>• <b>Officers may hold more than one office, but only get one vote.</b></li> <li>• <b>Officers and Board Chair/Vice chair may appoint assistant officers (but not BOD members and can't vote.</b></li> </ul>	<ul style="list-style-type: none"> <li>• Proposed by-laws preserve current requirement on Members electing Officers and BOD electing Chair/Vice Chair.</li> <li>• Proposed by-laws provide flexibility – allows election of other Officers, holding more than one office and appointment of assistant officers w/o By-laws change.</li> </ul>
<ul style="list-style-type: none"> <li>• <b>Term</b> – Officers/ExCom serve 1 year starting July 1 or until successor elected.</li> </ul>	<ul style="list-style-type: none"> <li>• <b>Term</b> – Each officer hold 1 year term starting July 1 or until successor elected.</li> </ul>	<ul style="list-style-type: none"> <li>• Proposed by-laws preserve current term requirements.</li> </ul>
	<ul style="list-style-type: none"> <li>• <b>Removal</b> – BOD can remove BOD Chair/ Vice Chair and assistant officers w/w/o cause.</li> </ul>	<ul style="list-style-type: none"> <li>• Proposed by-laws removal process consistent with VNCA</li> </ul>
<ul style="list-style-type: none"> <li>• <b>President</b> – Preside at all member meetings.</li> <li>• Appoint Federation representatives to other organizations.</li> <li>• Represent ACCF.</li> </ul>	<ul style="list-style-type: none"> <li>• <b>President</b> – <b>Principal ACCF executive.</b></li> <li>• <b>Responsible to carry out Board resolutions/directions.</b></li> <li>• <b>May sign documents.</b></li> <li>• <b>Perform duties customary of President.</b></li> <li>• <b>Perform other duties BOD/Members assign.</b></li> </ul>	<ul style="list-style-type: none"> <li>• VNCA does not establish duties of President.</li> </ul>
<ul style="list-style-type: none"> <li>• <b>Vice President</b> – Perform duties of President in absence of/vacancy in Presidency.</li> <li>• Perform other duties President/ ExCom assign.</li> </ul>	<ul style="list-style-type: none"> <li>• <b>Vice President</b> – Perform duties of President in absence, inability or refusal of President.</li> <li>• Perform duties President, BOD, Members assign.</li> </ul>	<ul style="list-style-type: none"> <li>• VNCA does not establish duties of Vice-President.</li> </ul>
<ul style="list-style-type: none"> <li>• <b>Secretary</b> - Record proceedings of Member/ExCom meetings.</li> <li>• Conduct ACCF correspondence.</li> <li>• Send out meeting notices.</li> <li>• Perform other duties President/ExCom assign.</li> <li>• Turn over records at end of term.</li> </ul>	<ul style="list-style-type: none"> <li>• <b>Secretary</b> – Prepare/maintain custody of records/list of Voting Members/Alternates, minutes of Member/Board meetings.</li> <li>• Send/gives required notices.</li> <li>• <b>Affix/maintain custody of corporate seal.</b></li> <li>• Perform other duties BOD/Members assign.</li> <li>• Perform duties customary to Secretary</li> </ul>	<ul style="list-style-type: none"> <li>• VNCA does not establish duties of Secretary.</li> </ul>
<ul style="list-style-type: none"> <li>• <b>Treasurer</b> – Receive/disburse monies ACCF authorizes.</li> <li>• Notify Member Organizations of dues.</li> <li>• Give financial reports at Member meetings.</li> <li>• Maintain membership rolls.</li> <li>• Turn over records at end of term.</li> </ul>	<ul style="list-style-type: none"> <li>• <b>Treasurer</b> – Responsible for ACCF funds</li> <li>• Keep accounts of receipts/disbursements/deposits</li> <li>• Render statement of accounts to BOD.</li> <li>• Make records/accounts available for inspection</li> <li>• Perform duties incident to Treasurer.</li> <li>• Perform other duties BOD/Members assign.</li> </ul>	<ul style="list-style-type: none"> <li>• VNCA does not establish duties of Treasurer.</li> <li>□</li> </ul>
	<ul style="list-style-type: none"> <li>• <b>Board Chair/Vice Chair</b> – <b>Preside over BOD meetings.</b></li> <li>• <b>Report on ACCF progress.</b></li> <li>• <b>Answer questions of BOD.</b></li> <li>• <b>Perform duties incident to Board Chair.</b></li> <li>• <b>Perform other duties as assigned.</b></li> </ul>	<ul style="list-style-type: none"> <li>• VNCA does not establish duties of Board Chair/Vice Chair.</li> </ul>
	<ul style="list-style-type: none"> <li>• <b>Compensation</b> – <b>Officers, agents, employees shall not receive compensation, only out-of-pocket expenses.</b></li> </ul>	<ul style="list-style-type: none"> <li>• VNCA allows compensation, but By-laws Subcommittee opposed compensation for officers.</li> </ul>

# The Civic Voice

<b>Administration</b>		
	<ul style="list-style-type: none"> <li>• <b>Fiscal year</b> – July 1 – June 30.</li> </ul>	<ul style="list-style-type: none"> <li>• Proposed by-laws codify ACCF practice.</li> </ul>
	<ul style="list-style-type: none"> <li>• <b>Loans</b> - No loans to directors/officers/employees.</li> </ul>	
	<ul style="list-style-type: none"> <li>• Checks signed by officer(s) as BOD directs.</li> </ul>	
	<ul style="list-style-type: none"> <li>• BOD has authority to enter contracts/instruments on behalf of Federation.</li> </ul>	<ul style="list-style-type: none"> <li>• VNCA allows.</li> </ul>
<b>Corporate records, reports, seal</b>		
	<ul style="list-style-type: none"> <li>• ACCF will keep the following at its principal office:                             <ul style="list-style-type: none"> <li>– Minutes of all meetings</li> <li>– Adequate and correct books</li> <li>-- Articles/By-laws</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>• VNCA requires.</li> </ul>
	<ul style="list-style-type: none"> <li>• ACCF may have corporation seal</li> </ul>	<ul style="list-style-type: none"> <li>• VNCA allows.</li> </ul>
	<ul style="list-style-type: none"> <li>• Member or BOD member may inspect records/documents of any kind</li> </ul>	<ul style="list-style-type: none"> <li>• VNCA requires.</li> </ul>
<b>Miscellaneous</b>		
	<ul style="list-style-type: none"> <li>• <b>Conflict of interest</b> - ACCF shall develop a conflict of interest policy.</li> <li>• ACCF not enter arrangement that might violate policy or benefit the private interest officer or BOD member.</li> </ul>	<ul style="list-style-type: none"> <li>• VNCA requires.</li> </ul>
	<ul style="list-style-type: none"> <li>• <b>Indemnification</b> - No officer/director will be personally liable.</li> </ul>	<ul style="list-style-type: none"> <li>• VNCA specifies.</li> </ul>
	<ul style="list-style-type: none"> <li>• <b>Insurance</b> – May purchase insurance for BOD/ officers/volunteers/ agents/ employees.</li> </ul>	<ul style="list-style-type: none"> <li>• VNCA allows.</li> </ul>
<ul style="list-style-type: none"> <li>• <b>Amending By-laws</b> - Members may amend by-laws by 2/3rds vote.</li> <li>• Amendment must be presented at previous meeting.</li> </ul>	<ul style="list-style-type: none"> <li>• <b>Amending By-laws</b> - Members may amend by-laws by 2/3rds vote.</li> <li>• Amendment must be presented at previous meeting.</li> </ul>	<ul style="list-style-type: none"> <li>• Proposed by-laws preserve current prior notice and 2/3rds vote requirements.</li> </ul>
	<ul style="list-style-type: none"> <li>• <b>Dissolution</b> – ACCF may voluntarily dissolve/cease operation.</li> </ul>	<ul style="list-style-type: none"> <li>• Proposed by-laws consistent with VNCA language.</li> </ul>
	<ul style="list-style-type: none"> <li>• <b>Construction and Severability</b> – If conflict between by-laws and articles of incorporation, articles govern.</li> <li>• If by-laws provision is unenforceable, other provisions not affected.</li> </ul>	<ul style="list-style-type: none"> <li>• VNCA allows.</li> </ul>