

**BY-LAWS
OF**

THE BALLSTON-VIRGINIA SQUARE CIVIC ASSOCIATION

(of December 1983, as amended May 1989, September 1993, May 1994, and August 2008)

ARTICLE I. Name

 The name of this organization is the Ballston-Virginia Square Civic Association.

ARTICLE II. Objective

 The objective and general purpose of this organization shall be to take action to protect and promote the welfare and livability of the Ballston-Virginia Square Civic Association's neighborhoods in particular, and in Arlington, in general.

ARTICLE III. Membership and dues

Section 1. Eligibility

 All individual persons who are residents of the Ballston-Virginia Square Civic Association's area, or who in their individual capacity own residential property located therein, shall be eligible for membership in the Ballston-Virginia Square Civic Association.

Section 2. Boundaries

 For the purposes of this organization, the boundaries of the Ballston-Virginia Square Civic Association are Kirkwood Road on the east, Glebe Road on the west, Wilson Boulevard on the south, and the I-66 right-of-way on the north. Also included is the triangular tip of land east of N. Kirkwood Rd. where Washington Blvd. on the north joins Wilson Blvd. on the south at Clarendon Circle.

Section 3. Membership

 To be considered a member in good standing one must meet the eligibility requirement as prescribed in Article III, Section 1, and have paid ones annual dues.

Section 4. Dues

 The amount of the annual dues for each member shall be specified by the membership at the annual meeting.

 a) Membership dues are payable when first

joining the Association, and are renewable in full each subsequent year on June 1st. The BVSCA fiscal year runs from June 1 to May 31. Should a member join during the second half of the fiscal year, i.e., December 1 to May 31, membership dues for the first year may be paid at 50% of the yearly amount agreed upon at the previous annual meeting.

- b) Any member who has not paid his or her dues on or before June 1st shall be dropped from membership and may not vote.
- c) Former members, who have been members in good standing within the preceding 12 months, may be reinstated as voting members by paying their dues.
- d) New members, and members who have not paid their dues within the last 12 months, must pay their dues 30 days before they receive voting privileges.
- e) Dues may be paid by proxy.
- f) Advance payment of dues, for up to three years, shall be permitted.
- g) Dues shall be paid to the Treasurer.

Section 5. Termination of Membership

Any member who no longer meets the eligibility requirements as prescribed in Article III, Section 1, or who has not paid his or her dues by June 1st shall be dropped from the membership list.

ARTICLE IV. Officers

Section 1. Officers

The officers of this organization shall be a President, Vice-President, Secretary and Treasurer. The offices of Secretary and Treasurer may be combined and held by one person, should the membership so desire.

Section 2. Eligibility for Office

All members in good standing are eligible to hold office.

Section 3. Nomination and Election of Officers

A nominating committee of three (3) members shall be elected at the meeting next preceding the annual meeting. The nominating committee so elected, shall report at the annual meeting the nomination of a slate of officer candidates for the ensuing year.

Nominations other than those made by the nominating committee may be made from the floor at the annual meeting.

The election of officers and executive committee members shall be done at the annual meeting or at any subsequent special meeting. Those elected shall hold office for a period of one year, or until such time as their successors are duly elected.

The election shall be by ballot. No vote by proxy shall be permitted. Balloting shall continue until such time as a nominee has received a clear majority of ballots cast for each office and executive post. If a second ballot is required, the two standing highest among those nominated for each office or post shall be balloted upon and the others, if any, eliminated.

The Secretary may be chosen and appointed by the President, provided there is no objection by the membership.

Section ⁵~~4~~. Vacancies

In the event that any office or other elected executive post becomes vacant, the Executive Committee shall appoint any qualified member to serve until a successor is elected.

Section ⁶~~5~~. Duties of Officers

- a) President: The President shall preside at all meetings of the organization and shall perform such other duties as pertain to his office. The President shall represent the organization in all matters; such duties may be delegated. The President shall notify all individual committee members of committees authorized and appointed by the members of the Executive Committee. At the expiration of the President's term of office, all moneys, books, documents, records, letters, and property of the organization shall be turned over to the elected successor.
- b) Vice-President: In the absence of or upon the request of the President, the Vice-President shall perform the duties of the President and shall perform such other duties as may be assigned by the Executive Committee.
- c) Treasurer and Secretary of Member Records: The Treasurer shall receive the funds of the organization and disburse said funds, when duly authorized by the Executive Committee. All funds

received by the Treasurer shall be promptly deposited in a bank in the name of the Ballston-Virginia Square Civic Association. The Treasurer shall collect all dues as prescribed in Article III, Section 4. All funds disbursed shall be by check, duly signed by the Treasurer. The Treasurer shall make a financial report at each annual and regular meeting, and at the expiration of the Treasurer's term of office.

In the capacity of Secretary of Member Records, the Treasurer shall keep a roll of the Officers, Executive Committee members, other representatives, Committee members, and general members of the Association. The Treasurer shall notify the membership of dues payable on June 1st, and shall credit to the respective members all membership dues paid to the Association. The Secretary of Member records shall also be the custodian of the By-Laws and maintain a copy which reflects all adopted amendments, which have been duly incorporated by the Association's Recording and Corresponding Secretary. The Secretary of Member Records also maintains copies of all correspondence sent out in the name of the Association or received by any of its representatives.

At the expiration of the Treasurer's term of office, all moneys, funds, books, records, and any other property belonging to the organization shall be turned over to his duly elected successor. In the absence of the President and Vice-President, the Treasurer shall perform the duties of the President.

- d) Recording and Corresponding Secretary: The Recording and Corresponding Secretary shall record the proceedings of the organization and of the Executive Committee. The Secretary shall incorporate in the By-Laws all duly adopted amendments. The Secretary shall transmit promptly all resolutions and relevant matters to the respective officers in accordance with the references. The Secretary shall conduct normal correspondence of the organization except such correspondence, which is the proper duty of the President. The Secretary shall perform such other duties pertaining to the office as may be assigned by the Executive Committee and at the expiration of the term of office shall turn over to the successor all moneys, books, records,

documents, letters, and property of the organization in the Secretary's possession. The Secretary shall send out proper notices as prescribed in Article V, Section 5.

ARTICLE V. Membership Meetings and Quorums

Section 1. Annual Meeting

There shall be an annual Membership meeting for the purpose of conducting regular business, electing and installing officers and Executive Committee members and other association representatives and for the purpose of establishing the amount of dues to be paid by each member for the coming year. As the Association's year runs from June 1 to the end of the following May, the annual meeting shall be held in May of each year.

Section 2. Regular Meeting

Regular membership meetings shall be held at least bi-monthly except during the month of May.

Section 3. Special Meetings

Special membership meetings may be called by the President whenever in his judgment, such a meeting is necessary. It shall be the duty of the President to call a special meeting upon the written request of seven (7) members of the organization.

Section 4. Membership Meeting Quorums

Regular or Special Meetings: seven members or 10% of the membership in good standing, whichever is the lessor, shall constitute a quorum at any regular or special meeting. If a quorum is not present at such a meeting, that meeting shall be postponed. When a meeting is postponed, such meeting cannot be rescheduled until such time as all members in good standing have been properly notified.

Annual Meetings: ten members or three more members than required for a regular meeting quorum (whichever is the lessor) shall, at any annual meeting, constitute a quorum. If a quorum is not present at any annual meeting, the election of officers, Executive Committee members and other representatives, and the establishment of dues as per amount may be held at a subsequent special meeting at which a quorum is present. Regular business may be acted upon, at an

annual meeting, provided that a regular meeting quorum is present.

Section 5. Notices

Notice for Annual Meetings: shall contain the business of election of officers, Executive Committee members, and other representatives and the proposed dues amount, if changed from the previous year, and the text of duly submitted proposed By-Law Amendments along with an explanation of the amendments intended effect and any accompanying Executive Committee recommendations. The Executive Committee, the President and the Secretary may include in this notice such other business as may be of interest to the members of the Association.

Notice for all Other Meetings: shall contain the announcement of the date and time of the meeting, and the Executive Committee, the President and the Secretary may state any other business on the agenda, or business which may be of interest to the members of the Association.

Section 6. Order of Business

Regular Membership Meetings: the order of business at any regular meeting shall be:
Reading the minutes of the preceding meeting
Report of the Treasurer
Report of the Secretary
Reports of Committees, if any
Unfinished business, if any
New business
Adjournment

Annual Meeting: the order of business at any annual meeting shall be:
Reading of the minutes of the preceding meeting
Report of the Treasurer
Report of the Secretary
Election of Officers and other representatives
Reports of Committees
Unfinished business, if any
Vote on dues structure, if changed from previous year
Other new business
Adjournment

ARTICLE VI. Executive Committee

The Executive Committee shall meet as often as is necessary between membership meetings. The meetings may be convened by the President, the Secretary or any three members of the Committee on proper advance notice to all Committee members.

Functioning in a board of directors capacity, the Executive Committee supervises the Association's officers and the Executive Committee shall manage, conduct and have general supervision over all of the affairs of the organization which require action between membership meetings.

Matters of doubt or controversy may be referred to the Committee for study and recommendation.

All members are privileged to attend meetings of the Executive Committee, but are prohibited from voting upon the action to be taken by such Committee.

The Executive Committee may decline to act in any case, and may submit the matter to the membership at the next regular meeting.

The Executive Committee shall be composed of all past presidents of the Association who are currently members and wish to serve, the Neighborhood Conservation Advisory Committee Representative, the officers, and at least three members. The membership can vote to reduce the size of the Executive Committee; however, the President, the Secretary and the Treasurer must always be members of said Committee.

ARTICLE VII. Committees

The Executive Committee shall appoint the individual members of any committees they deem necessary and shall prescribe in writing to the Chairman of each committee the duties and responsibilities therein designated; additionally, they shall advise the Chairman of all projects which the Committee is expected to consider and investigate.

All reports of committees shall be submitted to the Executive Committee prior to submission to the membership at regular meeting, unless the chairman of the committee is of the opinion that the report should be acted upon as an emergency matter at the next regular meeting of the organization.

ARTICLE VIII. Proceedings of meetings

Roberts Rules of Order, Revised, except as they may conflict with the provision of these By-Laws, shall govern the proceedings of all meetings of this organization.

ARTICLE IX. Amendments

These By-Laws may be amended by a majority vote of the membership present at the annual meeting provided that any proposed amendments shall have been submitted to the President at least 60 days prior to the sending out of the notices for the next scheduled annual meeting, so that the membership can be informed in advance that By-Law amendments will be considered on the next annual meeting's agenda. Only Association members in good standing may submit By-Law amendments for consideration.

Notes.

The BVSCA boundary entry, ARTICLE III. Section 2., has not yet been sanctioned by the Arlington Civic Federation. They are consulting with members regarding boundary map discrepancies with their experts. Daniel B. Corts, 14 October 2008.