

Del Ray Citizens Association

PO Box 2233

Alexandria VA 22301

Established 1954

BYLAWS OF

THE DEL RAY CITIZENS ASSOCIATION, INC.

ARTICLE I. OFFICES

The principal office of the Del Ray Citizens Association, Inc. (hereinafter the "Association") for its transactions of business is located in Alexandria, Virginia. The Board of Directors is hereby granted full authority to change the principal office of the Association from one location to another within Alexandria, Virginia.

ARTICLE II. PURPOSE

The purposes of the Association are to promote the interests of the residents of Alexandria, Virginia and, in particular, to promote the general welfare of the residents and real property owners of Del Ray. Del Ray is the area bounded on the south by Braddock Road, on the west by Russell Road, on the north by East Glebe and West Glebe Roads, on the east by Jefferson Davis Highway (U.S. Route 1), and on the southeast by the CSX rail tracks intersecting Jefferson Davis Highway to Braddock Road.

The purposes will be accomplished through fostering sound and constructive progress in cooperation with local officials without regard to any political party affiliation; encouraging free and open discussion on all matters properly before the Association; and stimulating community service and responsible citizenship.

ARTICLE III. MEMBERS

Section 3.01. Membership. There are four classes of membership: Regular Household, Senior Household, Business, or Associate.

- a. REGULAR HOUSEHOLD membership will be offered to any household with at least one qualified person who has attained eighteen (18) years of age and who is a resident or real property owner within the boundaries of Del Ray as defined in Article II.
- b. SENIOR HOUSEHOLD membership will be offered to any household with at least one qualified person who has attained sixty-two (62) years of age and who is a resident or real property owner within the boundaries of Del Ray as defined in Article II.

- c. BUSINESS membership will be offered to any business establishment owner or the manager of a business establishment whose official place of business as recorded with the Virginia State Corporation Commission is within the boundaries of Del Ray as defined in Article II. No more than two adult business owners and/or managers per business may be on record as membership holders. Business memberships may be offered to businesses with multiple locations that have a physical location within the boundaries of Del Ray as defined in Article II.
- d. ASSOCIATE membership is open to any person age eighteen (18) or over or any business owner or manager, who has an interest in the Del Ray community, does not reside, own real property, or own or manage a business in Del Ray, supports the purposes and objectives of Article II, and agrees to abide by the Bylaws of the Association. Associate members shall be entitled to attend and participate in meetings. They shall not be: entitled to vote, an officer in the Association, a member of the Executive Board, a Committee Chairperson, or a member of the Nominating Committee.

Section 3.02. Schedule of Fees. The schedule of fees is listed in the Standing Rules. Complementary memberships may be granted by the Membership Committee upon confirmation by the Executive Board to any qualified applicant that meets the qualifications for membership as defined in Section 3.01 and who also meets one of the following criteria: new household; new business; financial need; or has attained the age of 90. The Executive Board may grant complementary associate memberships to city, state, or federal government officials as appropriate.

Section 3.03. Admittance. Eligible candidates for membership shall be admitted to the Association upon filing of a membership application with the Membership Committee and paying dues for the current fiscal year. Eligible candidates for membership under an existing membership maybe added or replaced at anytime by a holder of the existing membership.

Section 3.04. Voting Privileges. Each eligible adult member per household or business receives one vote. Members shall not be eligible to vote unless admitted to the Association at least one regularly scheduled meeting before the vote.

Section 3.05. Cessation of Membership. Membership in the Association will cease when a person is no longer eligible for membership in the Association or fails to pay annual dues.

ARTICLE IV. EXECUTIVE BOARD

Section 4.01. Members. The Directors of the Association shall be known as the Executive Board (hereinafter the "Board"). The Board shall comprise the elected officers of the Association and the immediate past President, who shall be an ex-officio member. The number of Directors totals eight.

Section 4.02. Term of Office and Election. Directors shall serve for a term of one year. Directors shall be eligible for reelection without limitation on the number of terms they may serve; however, no Director shall serve more than two (2) consecutive terms in one position.

Section 4.03. Compensation. The Directors shall serve without compensation. They may be reimbursed for necessary expenses incurred by them in attending the meetings of the Board and in carrying out their duties.

Section 4.04. Meetings.

(a) Place of Meetings. Meetings of the Board shall be held at the location specified by the Board.

(b) Date and Time of Meetings.

(1) Meetings of the Board shall be held, without notice, in accordance with the schedule listed in the Standing Rules. Meetings of the Board shall be held at least monthly from August through May. No regular meeting shall be held in the months of June and July.

(2) The President, Secretary, or any Director may call special meetings of the Board. Special meetings shall be held on four (4) days notice by first-class mail, postage prepaid, or on forty-eight (48) hours notice delivered personally, by telephone, by facsimile, or by electronic mail. Notice of the special meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of such notice to such Directors. All such waivers, consents, and approvals shall be filed with the corporate records or made part of the minutes of the meetings.

(c) Quorum. A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business, except as herein provided.

(d) Transactions of Board. Except as otherwise provided by the Articles of Incorporation, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board, provided, however, that any meeting at which a quorum is present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken shall be approved by at least a majority of the required quorum for such meeting, or such greater number as is required by the Articles of Incorporation, in these Bylaws, or by law.

(e) Conduct of Meetings. The President or, in his absence, any Director selected by the Directors present shall preside at meetings of the Board. The Secretary of the Corporation, or in the Secretary's absence, any person appointed by the presiding officer

shall act as Secretary of the Board. Members of the Board may participate in a meeting through the use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting.

(f) Adjournment. A majority of the Directors present, whether or not a quorum is present may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 4.05. Action without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors at a duly convened meeting. *The written consent shall include email.*

Section 4.06. Removal of Directors. The Board may remove one of its members, with cause, by the vote of all Directors present at any duly called meeting, not counting the Director being removed.

Section 4.07. Resignation of Director. Any Director may resign effective upon giving written notice to the President, Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Section 4.08. Vacancies on the Board.

(a) Causes. Vacancies on the Board shall exist on the death, resignation, or removal of any Director; whenever the number of Directors authorized is increased; and, upon the expiration of the term of any Director.

(b) Filling Vacancies. Vacancies on the Board may be filled by appointment of the President, with the approval of a majority of the Directors then in office, whether or not less than a quorum, or by sole remaining Director.

ARTICLE V. OFFICERS

Section 5.01. Titles. The officers of the Association shall be President, First Vice President, Second Vice President, Third Vice President, Recording Secretary, Treasurer, Sergeant-at-Arms, and such other officers with such titles and duties as shall be determined by the Board and as may be necessary to enable it to sign instruments. The

same person may hold any number of offices except that the same person may not hold both the positions of President and Secretary concurrently.

Section 5.02. Election of Officers. The officers of the Association shall be elected by the membership.

Section 5.03. Duties of Officers. Each officer shall perform all duties incident to the respective office and such other duties as may be required by law, the Articles of Incorporation, these Bylaws, or which may be prescribed from time to time by the Board.

(a) President. The President shall be the general manager and chief executive officer of the Association and shall, subject to the control of the Board, have supervision, direction, and control of the business and affairs of the Association. The President is hereby authorized to exercise any right to vote or execute a proxy to vote on all forms of corporate business. Specifically, the President shall preside at all meetings of the Association and the Board; appoint the parliamentarian and Chairs of all standing committees; be an ex-officio member of all committees except the Nominations and Elections Committee and the Audit Committee; represent the Association at meetings of governmental agencies and civic associations; and perform such other duties as required.

(b) First Vice President. The First Vice President shall preside at meetings of the Association in the absence of, or at the request of the President; represent the Association as requested by the President; and perform such other duties as may be required.

(c) Second Vice President. The Second Vice President shall preside at meetings in the absence of the President and First Vice President, or at the request of the First Vice President when acting as President; represent the Association at meetings of governmental agencies and civic associations; and perform such other duties as may be required.

(d) Third Vice President. The Third Vice President shall preside at meetings in the absence of the President, First Vice President, and Second Vice President or at the request of the Second Vice President when acting as President; represent the Association at meetings of governmental agencies and civic associations; and perform other duties as may be required.

(e) Secretary. The Secretary shall keep a book of the minutes of all meetings of the Board and the Association to be available at all meetings of the Association; ensure that the minutes of the monthly membership meeting are published through Official Communications and in the monthly newsletter; preserve copies of all correspondence of the Association; have the bylaws available at all meetings of the Board and Association; prepare a summary report of actions or recommendations by the Board for presentation to the Association by the presiding officer at the next regular meeting of the Association; oversee the publication of official communications, including *The Del Ray Citizen* and the Association web site; and perform such other duties as may be required.

(f) Treasurer. The Treasurer shall keep and maintain in written form (or any other form capable of being converted into written form) adequate and correct books and records of accounts of the properties and business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. The books and records of accounts shall at all times be open to inspection by any Director. The Treasurer shall receive and be custodian for any funds received by the Association; issue receipts; and deposit all funds received in a bank protected by the Federal Deposit Insurance Corporation in the name of and to the credit of the Association within *thirty* days of receipt. The Treasurer shall disburse the funds of the Association in accordance with the budget and as ordered by the Board. The Treasurer shall provide an itemized statement of receipts and expenditures annually to the membership and for review by the Audit Committee.

(g) Sergeant-at-Arms. The Sergeant-at-Arms shall intercede in the event of disruption of the decorum of the meeting at the request of the presiding officer; appoint ushers, tellers or election observers at the request of the presiding officer or the opposing candidates; call police authority to handle disorderly conduct; and perform such other duties as may be required.

Section 5.04. Resignation and Removal of Officers. Any officer may resign at any time on written notice to the Association without prejudice to the rights, if any, of the Association under any contract to which the officer is a party. Officers may be removed,

with cause, at any meetings of the Board by the affirmative vote of a majority of the Directors.

ARTICLE VI. COMMITTEES

Section 6.01. Standing Committees. The Standing Committees of the Association shall be as follows: Audit Committee, Nominations and Election Committee, Business Development Committee, Membership Committee, the Land Use Committee, and the Historic Committee.

Section 6.02. Audit Committee. The Audit Committee shall be composed of three (3) members, named and appointed by the Executive Board at its April Meeting. The Treasurer shall make available to the Audit Committee all of the financial records of the Association. The Audit Committee will receive all financial records of the Association, audit these records, and report its findings to the Board. The Board will certify the financial records to the Association in a report at the June membership meeting.

Section 6.03. Nominations and Election Committee. The Nominations and Election Committee shall be responsible for the nominations and elections in accordance with the procedures outlined in Article VII.

Section 6.04. Business Development Committee. The duties of the Business Committee shall be as follows:

- to meet routinely with the business associations and city officials to identify issues of concern to businesses located in or seeking to locate in Del Ray;
- to identify commercially zoned properties available for sale or rent within Del Ray and provide support and guidance to ensure these vacancies are filled with uses consistent with the policies of the Association; and
- to encourage membership participation in identifying available commercially zoned properties and desired uses.

Section 6.05. Membership Committee. The duties of the Membership Committee shall be as follows:

- to receive applications for membership, verify eligibility per Article III, Section 3.01, and receive and transmit dues to the Treasurer;
- to provide a current list of members in good standing at each meeting of the Association; and
- to maintain and prepare the newsletter mailing list.

Section 6.06. Land Use Committee. The duties of the Land Use Committee shall be as follows:

- to obtain information on any land use changes, which fall within or affect the area of the Association, requiring official action by the City of Alexandria and report such findings to the Association;

- to develop and recommend land use and zoning changes for consideration by the Board and the Association;
- to review and consider proposals by owners/purchasers of property for zoning changes, variances, special use permits, subdivisions or other land use actions which require action by the City Council or City Commissions; and
- to represent the Association in public meetings as requested by the Board.

Section 6.07 Historic Committee (also known as the Town of Potomac Historical Association). The duties of the Historic Committee shall be as follows:

- to oversee the historical activities related to the Town of Potomac Historic District;
- to administer the Town of Potomac Historic District plaque program according to established and published procedures; and,
- to serve as the liaison between the Del Ray Citizens Association and other historical organizations, including but not limited to the Alexandria Historical Society, the Office of Historic Alexandria, and the Virginia Department of Historic Resources.

Section 6.08. Other Advisory and Administrative Committees. The Board may, by resolution adopted by a majority of Directors, create purely advisory or administrative committees for such purposes and comprising such persons as they shall think fit, provided that no such committee shall have or exercise any of the authority of the Board. Creation of these committees shall be published in the DRCA Newsletter.

Section 6.09. Membership in Committees.

(a) Chair. Except for the Audit Committee (see Section 6.02), the Chair of each committee shall be appointed by the President following the elections at the June regular meeting of the Association and shall serve until the following June. The Board may remove the Chair at any time. The Chair of each Standing Committee shall attend meetings of the Board and report on committee activities.

(b) Committee Membership. Committee membership shall be open to all members of the Association. Except for the Audit Committee (see Section 6.02), the committee Chair shall appoint committee members.

ARTICLE VII. ELECTIONS

Section 7.01. Nominations. The Nominations and Election Committee shall accept nominations from members of the Association, in writing, during the month of April for each elected office and shall nominate one or more qualified candidates for each office. The Nominations and Election Committee shall verify the eligibility and willingness of the nominees to serve if elected. The names of the nominated individuals will be announced in the May newsletter and at the May regular meeting of the Association. The Committee shall accept and include on the official ballot any additional nominees who obtain the

signatures of at least ten (10) members of the Association on a nominating petition, providing that the petition is received *no later than the May membership meeting*, by the Chair of the Nominations and Election Committee. The Nominations and Election Committee, prior to the elections, must verify the eligibility of the nominee.

Section 7.02. Qualified Candidate. A qualified candidate is any member whose dues are current or paid by the *May* regularly scheduled meeting.

Section 7.03. Balloting. The Nominations and Elections Committee shall provide for elections to be held at the June regular meeting of the Association as follows:

1. The Nominations and Election Committee shall establish a time for balloting and that time will be announced in the May newsletter
2. Those persons wishing to vote by absentee ballot will be informed in the May newsletter as to the dates and times absentee ballots will be available and the time and place for turning in the ballot. All absentee ballots must be turned in by the time balloting ends.
3. For each contested office, the candidate who receives the largest number of votes will be declared winner. In the event of a tie, winners will be determined by the toss of a coin.
4. After the votes are counted, the Nominations and Election Committee will deliver the results to the Sergeant-at-Arms who will announce the results prior to the adjournment of the meeting.
5. If there are no contested offices, the Chair will announce the slate of nominees and move for a vote of acclamation.

ARTICLE VIII. MEETINGS AND QUORUMS

Section 8.01. Meetings. Regular meetings of the Association shall be held on the second Monday of each month, at such time and place as shall be announced in the Association's newsletter or through other official means of communications as defined in Section 8.04. No regular meetings shall be held during the months of July and August. Special meetings may be called at the direction of the Executive Board with notice for important community concerns.

Section 8.02. Quorums. Thirty members shall constitute a quorum for the transaction of business at regular or special meetings of the Association.

Section 8.03. Parliamentary Authority. Robert's Rules of Order, Newly Revised, shall apply on all questions of procedure and parliamentary law not specified in the bylaws.

Section 8.04. Official Communications. The Association may conduct official communications as necessary through U.S. Mail, the newsletter entitled *The Del Ray*

Citizen, electronic mail via an email account duly established by the Association, or the Association web site.

ARTICLE IX. FINANCE AND BUDGET

Section 9.01. Self-sustaining. The Association shall be self-sustaining and shall operate in a fiscally responsible manner.

Section 9.02. Fiscal Year. The fiscal year of the Association shall be from October 1 to September 30.

Section 9.03. Annual Dues. Payment of annual dues is for the fiscal year. The amount of dues shall be specified in the Standing Rules. Annual dues may be paid at any time and may be prorated but are nonrefundable. From time to time, the Membership Committee shall have the authority to offer special incentives for new members, such as additional months or reduced rates, with the consent of the Executive Committee.

Section 9.04. Budget. The Treasurer shall present at the September regular meeting of the Association the budget, as approved by the Board, for the upcoming fiscal year. The budget shall separately identify all items requiring an expenditure of more than \$250 and shall include an estimate of revenues. The budget shall be approved (or amended and approved) by a majority of the members in attendance at the meeting, a quorum being present. The budget may be amended at any regular or special meeting of the Association by a majority of the members in attendance at such meeting, a quorum being present.

Section 9.05. Expenditure Authority. The approved budget is the authorization for any expenditures. The President shall have the authority to authorize any expenditure, up to \$100.00, on behalf of the Association. Any expenditure, over \$100, not included in the approved budget, must be authorized by the membership.

Section 9.06. Disbursements. All checks, drafts or disbursements of the Association shall require the signature of the Treasurer or President. All checks, drafts or disbursements in excess of \$1000 shall require the signature of the Treasurer and the President.

Section 9.07. Maintenance of Funds. The Association shall maintain its revenues in designated funds segregated by purpose, including but not limited to those listed here. Any new fund can be set up by a majority vote of the Association and must have a specified function, source of revenue and type of disbursements.

(a) Operations Fund. This fund shall be used for receiving membership dues, advertising revenues, and other funds raised designated for the general operations of the Association. Expenses are for those required for the general operations of the

Association including, but not limited to, newsletter printing and postage; childcare and refreshments for membership meetings; dockets; and post office box rental.

(b) Charles Hill Memorial Fund. This fund shall be used for receiving all interest earned on the Association's accounts. Disbursements shall be for scholarships and community awards.

(c) Parks Fund. This fund shall be used for receiving revenue from the Adopt-A-Park program and disbursements shall be for park improvements, including landscaping, park structures and volunteer refreshments.

Section 9.08 Oversight. The monthly bank statement shall be received and reviewed by a member of the board as specified in the Standing Rules, but excluding the President and Treasurer.

ARTICLE X. INDEMNIFICATION AND INSURANCE

Section 10.01. Indemnification. To the fullest extent permissible by the provisions of Virginia law, the Corporation shall indemnify each of its officers, directors, and employees against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by such person by reason of such person's having been made or having been threatened to be made a party to a proceeding, as a result of their holding or having held such position and performing services in that position. The Corporation shall advance the expenses reasonably expected to be incurred by such persons in defending any such proceeding upon receipt of a written undertaking by such person of the obligation to repay such advances if he or she is found to have been culpable to a degree which precludes his or her being reimbursed under that section.

Section 10.02. Insurance. The Corporation may purchase and maintain insurance on behalf of any director, officer, or employee of the Corporation against any liability asserted against or incurred by the director, officer, or employee in such capacity or arising out of the director's, officer's, or employee's status as such, whether or not the Corporation would have the power to indemnify the director, officer, or employee against such liability under the provisions of Virginia law.

ARTICLE XI. AMENDMENTS

These Bylaws may be repealed or amended or new Bylaws may be adopted at any regular business meeting by a vote of the majority of the entire membership; or, if the amendment was submitted in writing and presented for introduction to the minutes at the previous regular business meeting; or introduced to the membership in the newsletter or through other official means of communications as defined in Section 8.04 in the month prior to the vote, then they may be amended by a two-thirds vote of those voting, a quorum being present.

Effective: September 8, 2008 by DRCA general membership vote

STANDING RULES

1. MEMBERSHIP FEES

Regular Household — \$ 25.00

Senior Household — \$ 20.00

Business — \$ 25.00

Associate — \$ 25.00

Complimentary — Free

2. DATE AND TIME OF THE BOARD:

The first meeting of the Board shall be held at the convenience of the Board during the last two weeks of August. The date and time for the regularly scheduled meetings shall be determined by the Board at the first meeting in August. The schedule of the Executive Board meetings shall be published in the DRCA newsletter or through other official means of communications as defined in Section 8.04 of the bylaws.

3. REVIEW OF BANK STATEMENT

The bank statement shall be reviewed by the First Vice-President in a timely manner.

Approved by Membership September 8, 2008