

Del Ray Citizens Association

PO Box 2233 Alexandria VA 22301

Established 1954

BYLAWS OF THE DEL RAY CITIZENS ASSOCIATION, INC.

Amended February 15, 2024

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 Executive Board 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 purpose of the Association is to promote the interests of the residents of Del Ray; including but not limited to ensuring land use decisions are in keeping with the Alexandria master plan for the community; protecting the integrity of the Town of Potomac Historic District; and working to enhance the quality of life in 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 Richmond Highway (U.S. Route 1), and on the southeast by the CSX rail tracks intersecting Richmond Highway to Braddock Road.

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

ARTICLE III. MEMBERS

Section 3.01. Membership. There are three classes of membership: Regular Household, Senior Household, 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 sixtytwo (62) years of age and who is a resident or real property owner within the boundaries of Del Ray as defined in Article II.

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DRCA Bylaws Committee: Jay Nestlerode, Rod Kuckro, Tim Herbert, Jonathan Quandt, David Fromm, Seán Crumley

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- c. ASSOCIATE membership is open to any person age eighteen (18) or over, who has an interest in the Del Ray community, and does not meet either the requirements for the Regular Household or Senior Household memberships. Associate members, support 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, serve as 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. Complimentary 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; financial need; or has attained the age of 90. The Executive Board may grant complimentary 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 may be added or replaced at anytime by a holder of the existing membership.

Section 3.04. Voting Privileges. Each eligible adult member per household 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 exofficio member.

Section 4.01 (a) The President may appoint directors to serve on the Board to meet the needs of the Association. Each appointment requires approval by the majority of elected Board. A director's appointment runs through the end of the current President's term.

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 President or Vice President shall serve more than two (2) consecutive terms in the same 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.

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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 firstclass mail, postage prepaid, or on fortyeight (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 Directors in office 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 Association, 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 that twentyfour (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.

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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, Vice President, Membership Director, Activities Director, Secretary, Treasurer, Chief Information Officer 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 exofficio member of all committees except the Nominations and Elections Committee and the Audit Committee;

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represent the Association at meetings of governmental agencies and civic associations; and perform such other duties as required.

- (b) Vice President. The 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. The Vice President shall serve as the Association's parliamentarian.
- (c) Membership Director. The Membership Director shall be responsible for efforts to maintain and build membership in the Association, including activities such as promotional mailings, brochure distribution, and new member outreach. The Membership Director shall chair the Membership Committee. The Membership Director shall also preside at meetings in the absence of the President, 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.
- (d) Activities Director. The activities director organizes and manages activities to engage members and encourage community. The Activities Director will work with the Board and relevant committee Chairs to plan, manage and promote regular and special DCA events.
- (e) Secretary. The Secretary shall keep minutes of all meetings of the Board and the Association and make them available at all meetings of the Association; ensure that the minutes of the monthly membership meeting are published through DRCA Official Communications; 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 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 where appropriate; and deposit all cash or check 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. Funds received electronically via electronic payment system shall also be transferred to a bank protected by the Federal Deposit Insurance Corporation in the name of and to the credit of the Association at least annually. 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. The Treasurer shall prepare, submit, and maintain all Federal and State financial filings required of the Association. This includes, but is not limited to, IRS Form 990

and Virginia State Corporation Commission (SCC) Form. The Treasurer shall work with the Membership VP to ensure annual membership dues renewals are distributed and processed in a timely manner.

- (g) The Chief Information Officer (CIO) will provide technology leadership and technical support for the Association. The CIO develops, manages, and supports core functionality, including the Association website, membership database, and official email account and provides the Board and committee chairs with technical support as needed on other Association software platforms and tools, including social media, electronic calendars, online surveys, application software, electronic payment systems, domain name registration.

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, Membership Committee, the Land Use Committee, and the Historic Committee.

Section 6.01 (a). Reporting. Standing Committees shall provide a report of their activities to the Executive Board on a regular basis as described in the Standing Rules.

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. Membership Committee. Membership Director serves as chair of the 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 member mailing list.

Section 6.05. 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 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;
- to develop and recommend land use and zoning changes for consideration by the Board and the Association; and
- to represent the Association in public meetings as requested by the Board.

Section 6.07 Historical Committee. The duties of the Historical 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 Town of Potomac Historical Association, Alexandria Historical Society, the Office of Historic Alexandria, and the Virginia Department of Historic Resources.

Section 6.07. 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 announced via DRCA Official Communications. Advisory and Administrative Committees shall be required to report to the Board and Membership in a process defined at the creation of the committee.

Section 6.08. Membership in Committees.

- (a) Chair. Except for the Audit Committee (see Section 6.02) and the Membership Committee (see section 6.04), 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
- (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 DRCA Official Communications 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 DRCA Official Communication in May
2. Those persons wishing to vote by absentee ballot will be informed in DRCA Official Communications in May 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 once a month. Schedule of meetings shall be set in standing rules. Time and place as shall be announced through DRCA Official 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.

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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 primarily through electronic mail via an email account duly established by the Association or U.S. Mail on a schedule described in the standing rules.

The Association web site may be used to share information with members that cannot be shared via the primary communications channels.

ARTICLE IX. FINANCE AND BUDGET

Section 9.01. Selfsustaining. The Association shall be selfsustaining 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 Board.

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. For expenses not included in the approved budget:

- The President shall have the authority to authorize any expenditure, up to \$100.00, on behalf of the Association.
- The Executive Board shall have the authority to authorize any expenditure up to \$500 for an Association business expense or to support a nonprofit community activity. These expenditures must be reported to the membership.
- Any expenditure over \$500 must be authorized by a membership vote.
- Any expenditure of \$1000 or more must be announced in DRCA Official Communications prior to the membership vote.

Section 9.06. Disbursements. All checks, drafts or disbursements of the Association shall require the signature of the Treasurer or 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 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 AdoptAPark 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, INSURANCE AND ETHICS

Section 10.01. Indemnification. To the fullest extent permissible by the provisions of Virginia law, the Association 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 Association 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.

Section 10.03 Conflicts of Interest. Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall fully disclose the nature of the interest. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the association to

do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

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 through DRCA Official 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.

Standing Rules

Standing Rule #1:

MEMBERSHIP FEES:

Regular Household — \$ 25.00

Senior Household — \$ 20.00

Associate — \$ 25.00

Complimentary — Free

Standing Rule #2:

The first meeting of the Board shall be held at the convenience of the Board during the last two weeks of August. The date, time, and location 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 through DRCA Official Communications as defined in Section 8.04 of the bylaws.

Standing Rule #3:

A schedule of monthly membership meetings for the membership year shall be published in DRCA Official Communications prior to the September meeting.

Standing Rule #4:

Standing Committees shall report their activities to the Board on a quarterly basis at minimum. Reports shall be presented by the Committee Chair or their designee at a regular Board meetings, unless the Board requests a written report. The schedule for reports shall be determined at the beginning of the Membership Year. The Board may request more frequent reports as needed.

Standing Rule #5:

An official communication on Association matters shall be delivered to members at least once a month. If information cannot be delivered through primary official communication, members will be directed to this information on the Association website, the City of Alexandria's website or the source. If matters presented to members require a vote, this official communication must be sent at least 5 days in advance of a membership meeting.

Standing Rule #6:

Membership dues are non-refundable once a new member becomes entitled to vote.