

Bylaws of the Yorktown Civic Association

Article I. Name, Purposes, and Nature of Activities

Section 1. Name. The name of this organization is the Yorktown Civic Association (the "Association").

Section 2. Purposes. The Association exists to promote the charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code, specifically to promote community welfare, civic improvements, neighborly education, and the public interest of households within the Association's recognized boundaries such as through regular newsletters, communications, and speaker series; as well as to advance civic betterment in Arlington County, Virginia, with particular attention to matters that affect the Association area; and to inform residents by publishing and distributing newsletters and other communications.

Section 3. Nonpartisan Character and Advocacy. The Association is nonpartisan and nonsectarian. It does not support or oppose candidates for public office. The Association may, from time to time, express views on legislation, ordinances, policies, or actions that, in its judgment, affect its members or the Association area, but no substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 4. Affiliation. The Association may join, support, or collaborate with federations, leagues, conventions, or other civic groups whose purposes and actions are consistent with the welfare of the Association and Arlington County. No affiliation shall impair the Association's continued existence as a distinct organization.

Article II. Boundaries, Membership, and Dues

Section 1. Boundaries. The Association's area consists of neighborhoods within boundaries recognized by Arlington County and the Arlington County Civic Federation for the Yorktown Civic Association. The Executive Committee shall maintain a written description and map consistent with county recognition and shall make those materials available to members. If county-recognized boundaries change, the Executive Committee may update the Association's maintained description and map accordingly without a bylaw amendment.

Section 2. Individual and Property Owner Membership. Each individual aged 18 or older within the boundaries is eligible for membership upon payment of annual dues. Nonresident owners of property within the boundaries are also eligible for membership upon payment of annual dues. Each member and each nonresident property owner member has one vote at general membership meetings, subject to good standing requirements.

Section 3. Business and Honorary Memberships. A business located within the boundaries may be a nonvoting member upon payment of dues. The Association may designate honorary,

nonvoting members upon recommendation from the Executive Committee or by motion at a regular meeting, approved by a majority of members present and voting.

Section 4. Good Standing; Eligibility for Office. Members are in good standing when the Association has a current address or point of contact for them and their dues for the current calendar year have been paid. Eligibility to serve as an officer or director is limited to adult residents who are members and to other voting members as defined.

Section 5. Annual Dues. The Executive Committee shall recommend the annual dues for the upcoming calendar year for approval by the membership at a general meeting. Dues are for the calendar year beginning January 1 and ending December 31. The Executive Committee may recommend dues waivers or reductions for hardship, subject to member approval or in accordance with a member-approved policy.

Article III. Board of Directors (Executive Committee), Officers, and Duties

Section 1. Composition; Terms. The Association elects a President, Vice President, Secretary, Treasurer, and seven at-large directors. Together they constitute the Executive Committee, which serves as the Association's Board of Directors. Officers and directors serve one-year terms beginning on the first day of the month following election and continuing until successors are chosen.

Section 2. Powers and Duties of the Executive Committee. The Executive Committee advises and assists the President in the general management and supervision of the Association's affairs and may, between general membership meetings, take any action the membership could authorize. It approves the creation or dissolution of committees and the appointment or removal of committee chairs and members and of representatives and delegates and their alternates. At its first meeting each year, it sets the dates for general membership meetings and provides for timely publication of these meetings to members.

Section 3. Duties of the President. The President presides at general membership and Executive Committee meetings and chairs the Executive Committee. With the concurrence of a majority of the Executive Committee, the President appoints committee chairs and members and appoints representatives or delegates and their alternates to outside bodies. The President fills vacancies in offices or director positions until the membership acts in accordance with these bylaws and ensures the performance of duties during temporary absences or disabilities. The President or a designated representative is the Association's authorized spokesperson on matters where the Association has adopted a position. The President designates an editor or editorial lead for Association communications and serves as a delegate to the Arlington County Civic Federation, or appoints another member with Executive Committee concurrence.

Section 4. Duties of the Vice President. The Vice President assists the President and undertakes duties the President assigns. The Vice President presides in the President's absence. Upon the resignation, removal, disqualification, disability, or death of the President, the Vice President assumes the office for the remainder of the term.

Section 5. Duties of the Secretary. The Secretary maintains Association records not otherwise assigned, including minutes of general membership and Executive Committee meetings, notices, and election records, and performs related duties the President or Executive Committee prescribes. The Secretary ensures that meeting notices comply with these bylaws.

Section 6. Duties of the Treasurer. The Treasurer receives and disburses funds as duly authorized, maintains an accurate roll of members, and keeps records disclosing sources and amounts of revenues and amounts and purposes of disbursements. The Treasurer issues at least one annual financial report to the membership at a general meeting and supports preparation of the annual budget.

Section 7. Appointed Representatives and Delegates. Appointed representatives, delegates, and alternates represent the Association's interests and, when practicable, consult with the President or the Executive Committee to determine the Association's position. They may present personal views if clearly identified as such. Representatives to the Arlington Neighborhoods Advisory Committee (ArNAC), the Arlington County Civic Federation (Civ Fed), and the Langston Boulevard Alliance (LBA), among other entities, should be held by individual board members.

Section 8. Removal for Cause. Any officer or director may be removed for nonperformance of duties or for cause. A motion for removal may be made at a regular or special meeting and must state reasons in writing, which shall be read aloud by an officer. The maker may briefly explain and answer questions, and the officer or director may briefly reply. The motion is referred to the Executive Committee for a recommendation at the next membership meeting, held not sooner than ten days after presentation. At that meeting, after debate, a two-thirds vote of members present and voting removes the officer or director. No officer or director whose removal is under discussion presides during its consideration.

Section 9. Vacancies. Vacancies in any elective office or position other than President are filled by special election for the remainder of the unexpired term, with nominations from the floor. Pending such election, the Executive Committee may appoint an interim officer or director to ensure continuity.

Section 10. Conflicts of Interest, Indemnification, and Insurance. The Executive Committee shall adopt and annually administer a conflict-of-interest policy requiring disclosure of actual or potential conflicts and recusal where appropriate. To the fullest extent permitted by applicable law, the Association may indemnify officers, directors, committee members, and authorized agents for acts performed in good faith within the scope of their duties and may procure directors and officers liability insurance. Any officer or director who has a direct or indirect financial interest in a matter before the Executive Committee shall disclose such interest and recuse themselves from debating and voting on the matter.

Section 11. Executive Committee Meetings and Action. The Executive Committee meets at least bi-monthly and more frequently as needed. A majority of current members of the Executive Committee constitutes a quorum. The President, in consultation with the Executive Committee, sets the time, place, and notice of meetings, ordinarily within the Association area, and provides

at least five days' notice, except in emergencies. The President may poll the Executive Committee by telephone or electronic means in lieu of a meeting, and the Executive Committee may act by unanimous written consent, including by electronic communications. Records of the Executive Committee, including its decisions, may be relayed to the general membership at membership meetings, via newsletter or digital means, or via the Association's website.

Article IV. Membership Meetings and Procedures

Section 1. Regular Meetings. Unless otherwise ordered, the Association holds at least three general membership meetings each calendar year, including at least one in the fall, one in the winter, and one in the spring. The Executive Committee sets dates and publishes them in the Association's communications.

Section 2. Special Meetings. Special meetings may be called by the President, by written request of four members of the Executive Committee, or by written petition of twenty members. Upon receipt of a qualifying petition, the President, or the Vice President if the President is unavailable, shall call a special meeting within thirty days.

Section 3. Quorum. Ten members constitute a quorum for the transaction of business at any general membership meeting.

Section 4. Notice. Members are notified of each membership meeting at least five days in advance by mail, email, or general distribution throughout the Association area. In an emergency, the Executive Committee may use alternative means and may waive the five-day requirement if necessary.

Section 5. Place and Format. Meetings are ordinarily held at places open to civic and community use in or adjacent to the Association area. The Executive Committee may authorize electronic or hybrid meetings and, where appropriate and lawful, secure electronic voting procedures, with advance notice of participation instructions.

Section 6. Order of Business and Parliamentary Authority. The President and Executive Committee set the order of business, ensuring reasonable opportunity to complete unfinished and new business. General membership meetings are open to the public, but debate and voting are limited to members. Nonmembers may be invited to speak at the presiding officer's discretion or by unanimous consent. The Secretary records all motions, which, when feasible, should be provided in writing. New subject matter may be referred to a committee or the Executive Committee for investigation and recommendation at the next general meeting, a majority of members present and voting will act upon emergency resolutions. Debate should be conducted with civility and economy of time to allow participation. The Association follows *Robert's Rules of Order Newly Revised* as a default parliamentary authority, applied in a manner consistent with these bylaws and the Association's standing rules and customs.

Article V. Elections

Section 1. Time of Elections. Officers and directors are elected at the first membership meeting of a calendar year.

Section 2. Nominations and Publication. Prior to the election meeting, the Executive Committee appoints a nominating committee of at least three members to present nominations for officers and directors. No nominee is presented without consent and eligibility. The nominating committee's slate is published in the Association's communications prior to the election meeting. Additional nominations may be made from the floor before balloting.

Section 3. Voting Procedures. Each vote is cast in person by an adult member or by a nonresident property owner member. Voting for elective positions is by secret written ballot unless there is only one candidate for an office or the number of director candidates does not exceed the number of vacancies, in which case a motion for a unanimous ballot is in order. For single-seat offices with more than one candidate, a majority of valid ballots cast is required. If no candidate receives a majority on the first ballot, a second ballot is taken between the two candidates receiving the greatest number of votes on the first ballot, with ties for second place included on the second ballot. For director elections, members may vote for up to the number of vacancies, and the candidates receiving the highest number of votes are elected up to the number of vacancies. Upon reasonable request by members present, vote eligibility may be verified against the membership roll.

Section 4. Special Elections. When a vacancy occurs in any office or position other than President, a special election is held to fill the remainder of the term, with all nominations made from the floor.

Article VI. Committees and Delegates

Section 1. Creation and Dissolution. The President, with Executive Committee concurrence, may create or dissolve standing or special committees and assign duties as necessary and appropriate.

Section 2. Appointments and Terms. The President, with Executive Committee concurrence, appoints committee chairs and members as soon as practicable after the annual meeting. Chairs and members serve until successors are selected or the committee is dissolved.

Section 3. Committee Meetings and Reports. The chair of each committee convenes meetings as needed or when requested by the President. Committees report recommendations at general membership meetings as requested.

Article VII. Communications

Section 1. Publications and Digital Communications. The Association publishes and distributes newsletters and other communications in print and electronic form to members and, when appropriate, to households within the boundaries. The President or designee oversees publication and approves content. Members may submit material for publication consistent with editorial standards adopted by the Executive Committee.

Article VIII. Finance, Budget, and Records

Section 1. Deposits. All receipts are deposited in depositories designated by the Executive Committee.

Section 2. Disbursements and Financial Policies. The Treasurer is authorized to pay legitimate expenses incurred for ongoing operations as planned in the member-approved annual budget. The Executive Committee may authorize or approve expenditures in support of established policies or objectives and shall adopt financial policies, including approval thresholds and dual-authorization requirements for larger disbursements, consistent with the annual budget and prudent practices.

Section 3. Annual Budget and Report. The President, with assistance from the Treasurer, submits an annual budget at the beginning of each year for membership approval at a general meeting. The Treasurer presents at least one annual financial report to the membership.

Section 4. Audit or Review. Upon request of a majority of members present and voting at any meeting, an audit committee examines the Treasurer's books and supporting records and reports with recommendations by the last regular meeting of the calendar year in which the request is made.

Section 5. Records and Inspection. The Association maintains appropriate books and records of account and minutes of proceedings. Records may be in physical or digital form and may be stored in a digital format. The Executive Committee should establish reasonable procedures for member inspection of records in good standing.

Article IX. Representation and Public Statements

Section 1. Authorized Statements. Only the President or a designated representative may make or authorize statements on behalf of the Association on matters where the Association has adopted a position. Members remain free to express personal views if not attributed to the Association.

Article X. Amendments

Section 1. Procedure. Amendments must be presented in writing at a regular membership meeting. Upon presentation, the Secretary may read the full text. The sponsor may briefly explain the purpose and answer questions, without debate. At the following meeting, the amendment is subject to debate and, if two-thirds of members present and voting approve, takes effect immediately unless otherwise stated.

Article XI. General Provisions

Section 1. Nondiscrimination and Ethical Conduct. The Association conducts its affairs without discrimination on the basis of race, color, religion, sex, national origin, age, disability, or

any other status protected by law. Officers, directors, and committee members shall act with loyalty and care in the best interests of the Association.

Section 2. No Private Inurement. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these bylaws.

Section 3. Dissolution. Upon dissolution, after paying or making provision for payment of all liabilities, the Association's remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed for public purposes consistent with these bylaws to Arlington County or to one or more nonprofit or governmental entities serving the Association area.

Section 4. Effective Date and Transition. These bylaws take effect upon adoption. Officers and directors then serving continue in office for their existing terms, which are deemed to conform to these bylaws for transition purposes. Existing committees continue until reappointed or dissolved.

Adopted on this ____ day of _____, 2026.

By: _____, President

Attest: _____, Secretary

Governance and Structure

Table

Table

Area	Original Bylaws	Revised Bylaws
Throughout	No mention of 501(c)(3) status	Identifies compliance with Section 501(c)(3) of the Internal Revenue Code
Board designation	Executive Committee role implied	Explicitly designates Executive Committee as the Board of Directors with fiduciary responsibilities
Officer duties	General descriptions	Detailed, specific duties for each officer with clear lines of authority; shortens to one-year term

Table

Area	Original Bylaws	Revised Bylaws
Succession	Basic provisions	Clear succession rules, including Vice President assumption of presidency and interim appointment authority
Conflicts of interest	Not addressed	Requires adoption and annual administration of a conflict of interest policy
Indemnification	Not addressed	Authorizes indemnification and D&O insurance to protect volunteer leaders

Membership and Voting

Table

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Area	Original Bylaws	Revised Bylaws
Good standing	Implied	Explicitly defined as current dues and updated contact information
Eligibility for office	General	Clear criteria tied to membership status
Dues waivers	Not addressed	Allows hardship waivers upon Executive Committee recommendation
Boundary updates	Required bylaw amendment	Administrative updates permitted when county recognition changes
Membership	Household-based	Individual-based

Meetings and Communications

Table

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Area	Original Bylaws	Revised Bylaws
Notice methods	Mail and distribution	Adds email and electronic notice
Meeting format	In-person only	Authorizes electronic and hybrid meetings when appropriate
Executive Committee action	Meetings only	Adds unanimous written consent, including electronic

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Area	Original Bylaws	Revised Bylaws
Newsletter	Print-focused	Encompasses print and digital communications with editorial standards

Financial Administration

Table

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Area	Original Bylaws	Revised Bylaws
Expenditure limits	Fixed dollar amounts in bylaws	Moved to adoptable financial policies tied to annual budget
Dual authorization	Not specified	Requires dual-authorization policies for larger disbursements
Annual budget	Informal	Formal annual budget approval at a general meeting
Financial reporting	General	Explicit annual report requirement
Records and inspection	Limited	Clear recordkeeping standards and member inspection procedures