

# **ALEXANDRIA FEDERATION OF CIVIC ASSOCIATIONS, INCORPORATED**

## **BYLAWS**

### **ARTICLE I - Name**

The name of this corporation shall be "ALEXANDRIA FEDERATION OF CIVIC ASSOCIATIONS, INCORPORATED" (the "Federation").

### **ARTICLE II - Purpose**

1) It shall be the purpose of this Federation to operate as a nonprofit corporation that qualifies as an organization under section 501(c)(4) of the Internal Revenue Code, as amended, and to serve as a means of communication among its member Associations about matters of common interest. The Federation will also represent the views of the Federation before the City government when certain conditions are met. That is, the Federation will take a public position on an issue only after approval by a majority of Members at a regular or special meeting. Information regarding a potential position shall be disseminated prior to the meeting date, as defined in Article IV.

2) It is the intent of the Federation to adopt an advocacy role primarily on matters that involve overarching concerns throughout the City such as policy or procedural issues. Members not in agreement on a Federation position or wishing to remain neutral will be noted by the Federation leadership when formally addressing City officials, boards, and commissions.

3) It is also the intent of the Federation not to preclude Members from freely pursuing independent actions with City officials, boards and commissions.

### **ARTICLE III - Membership**

1) The membership of the Federation shall consist of those residential, civic, citizen, community, and condominium associations; homeowner associations (HOA), tenant associations, and additional applicant associations conforming to Section (2) of Article III "Associations"), as may be admitted by vote at a meeting of the Federation after review by the Board of Directors to determine eligibility.

2) To be eligible for admission as a voting-member, an Association must be organized and operated for non-political civic purposes and have members representing at least 25 households living in the City of Alexandria (hereinafter referred to as "Member"). An Association having members representing less than 25 households may join as a non-voting member of the Federation. Unless otherwise specified, any references to "Members," "Member Associations," or "Voting Member Associations" shall be deemed to refer to voting members only.

3) Voting-Member Associations of the Federation shall be entitled to one (1) primary voting delegate and two (2) alternate voting delegates to the Federation. Each Voting-Member Association in good standing shall have one vote, which shall be cast by its primary delegate, or when absent, an alternate delegate. Members shall provide the Federation with an application and the annual membership fee. The President of the Association shall have the right to amend the names of the delegates and alternates and the chairperson of the delegation by providing an amended certified list to the Secretary of the Federation. No delegate or alternate shall be eligible to vote until the application and membership fees are received.

#### **ARTICLE IV - Federation Meetings**

- 1) Except as otherwise provided in these Bylaws, meetings of the Members, the Board, and Committees shall generally be in person.
- 2) When meeting in person is impractical, meetings shall be held electronically at the direction of the Chair, or when absent, the Vice Chair. Such electronic meetings shall be conducted using an Internet meeting service designated by the Chair, or when absent, by the Vice Chair, that supports anonymous voting and support visible displays identifying those participating, identifying those seeking recognition to speak, showing (or permitting the retrieval of) the text of pending motions, and showing the results of votes.
- 3) Rules for Electronic Meetings: The presence of a quorum shall be established by voice roll call. Motions shall be submitted by voice, or in writing by uploading them to a host file and or use of a chat function. Votes shall be taken by roll call or by online polling platforms. Each member is responsible for his or her telephone or internet connection; no action during the meeting shall be invalidated on the grounds that the loss of, or poor quality of, a member's individual connection prevented participation in the meeting.
- 4) Official action by the Federation shall be pursuant to a majority vote by the Members, with a quorum present at the time of consideration (annual, regular or special meetings of the Federation).
- 5) Delegates from at least one-half of the Members constitutes a quorum for transaction of business at meetings.
- 6) The Federation will hold an Annual Meeting for the election of officers and directors; and the transaction of such other business before it. The Annual Meeting shall be held during the month of June. The Secretary shall provide notice of the Annual Meeting, which shall include the place, date, and hour of the meeting.
- 7) Regular meetings of the Federation shall normally be held the last Wednesday of every month, except for July, August, and December. Meeting agendas shall normally be disseminated no later than the Wednesday prior to the monthly meeting.
- 8) In the event that "extraordinary circumstances" are determined to exist by the Chair and Vice Chair, the Board will, with at least seventy-two (72) hours' notice, meet in special session and be empowered to act on the behalf of the Federation. Notice of each extraordinary meeting agenda shall be provided to Members (for information only) and the Board at least seventy-two (72) hours before the meeting. Any action that is undertaken will be promptly communicated to the general membership. For purposes of this paragraph, "extraordinary circumstances" shall mean circumstances beyond a party's control that normal prudence and experience could not foresee, anticipate, or provide for and that relate to matters covered in Article II, Section (2).
- 9) Unless otherwise required by law or the Articles of Incorporation (the "Articles"), special meetings of the Members ("Special Meetings") may be called at any time by the Board of Directors, or upon the written request of three Members. The notice shall state the purpose of the Special Meeting. Notice of a Special Meeting shall be provided to Members at least (5) calendar days before the meeting.
- 10) Whenever, under the provisions of law, the Articles, or these Bylaws, notice is required to be given to any and all Members and Directors, such notice may be given in writing by regular mail, electronic mail (e-mail), telegram, or private overnight mail service, addressed to such Member or Director at the Member's or Director's address as it appears on the records of the Federation. Notice given by regular

mail shall be deemed to be given at the time it is postmarked by the United States Mail. Notice may also be given orally by telephone or in person. All waivers of notice must be in hard copy, manually signed, and shall be filed with the minutes or other permanent records of the Federation.

11) A Member delegate shall only represent and vote for one Federation Member. Members must be in good standing at the time of the vote and shall be limited to a single vote cast by the chairperson or in that person's absence, their designated delegate. Officers and Directors are restricted from voting unless they are also the chairperson, or the acting designate of a Member. A motion is said to carry when more than one-half of the Members representing a quorum of the Federation vote in the affirmative. In the event of a tie, Officers and Directors, excluding those who already voted in their capacity as a Member Chairperson or designee will vote. In the event this vote does not break the tie the motion shall fail.

#### **ARTICLE V - Board of Directors and Officers**

1) The Board of Directors (the "Board") shall be the administrative body of the Federation, and it shall function in accordance with the purpose of the Federation as specified in Article II. The Board shall consist of not less than nine (9) nor more than eleven (11) Directors, including (a) the four (4) Officers; (b) the most immediate past Chair; and (c) at least four other elected Directors.

2) Notice of each Board meeting shall be given to each Board member at least (5) calendar days before the meeting and shall be provided in accordance with Section (6) of Article IV. A quorum of the Board shall consist of at least fifty-one (51) percent of the Board members.

3) Except as otherwise provided by the Federation's 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 Board meeting duly held at which a quorum is present shall be the act of the Board. 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, including by electronic communication, to such action. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors at a duly convened meeting. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

4) The Officers shall be a Chair, a Vice Chair, Secretary, and Treasurer.

5) The Chair will preside at meetings. Additionally, all correspondence, testimony, news releases and other public statements will be approved by the Chair prior to public release. The Chair, or specific individuals designated by the Chair ("Designees"), are the individuals authorized, to speak on behalf of the Federation. Designees, who could include the Vice Chair or Committee Chairs among others, are distinct from individuals who are nominated by the Federation and appointed by the Mayor or other City officials to serve as Federation representatives to a City-created advisory group, task force or other entity ("Appointed Liaisons").

6) The Vice Chair shall preside at meetings of the Board or the Federation in the absence of, or at the request of, the Chair. The Vice Chair shall periodically review records maintained by the Secretary and Treasurer.

7) The Secretary shall prepare minutes of the meetings of the Board and the Federation; maintain records of Federation, including membership application and certification, official correspondence, current By-law and policy documents, Board, and the Federation minutes; and prepare a summary report of actions or recommendations by the Board for presentation to the Federation by the presiding

officer at the next regular meeting of the Federation. Records shall be reviewed by the Vice Chair every two years or upon the departure of the Secretary whichever comes first. Results will be delivered to the Board prior to the formation of the Nominating Committee.

8) 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 Federation, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. The Treasurer shall receive and be custodian for any funds received by the Federation; issue receipts; deposit funds in the Federation's financial accounts; and disburse the funds of the Federation in accordance with the Federation's budget and as ordered by the Board. The Treasurer shall provide a summary report at each meeting and submit a formal financial report to the membership at least twice a year. Financial records shall be reviewed by the Vice Chair every two years or upon the departure of the Treasurer whichever comes first. Results will be delivered to the Board prior to the formation of the Nominating Committee.

#### **ARTICLE VI - Election of Officers and Directors**

1) By March 31 of each year, the Chair shall appoint, with the approval of the Board of Directors, a Nominating Committee of not less than five (5) persons, including the most recent past Chair of the Federation. When the most recent past Chair is unavailable, the most recent past Vice Chair will serve. If neither is available, the presiding Chair shall appoint an acting Officer or Director to serve. No two persons appointed shall be from the same Member Association. The Nominating Committee shall consider board nominees that represent a cross section of the City. The Nominating Committee shall complete its work and send Members a copy of its slate at least ten (10) calendar days before the May meeting. Additional nominations may be made from the floor, and nominations shall be closed, at the May meeting.

2) The election and installation of Officers and Directors shall take place at the Annual Meeting in June. The Chair and Vice Chair shall serve a two-year term, limited to (2) consecutive terms. The Secretary and Treasurer shall serve two-year terms not subject to limitation. Directors shall serve a two-year term, limited to (2) consecutive terms. Officers and Directors can be elected to their former positions again after one year has elapsed from the end their last term.

3) If the Chair leaves before the expiration of his or her term, the Vice Chair shall automatically fill the vacancy for the remainder of the term. When a vacancy occurs for an officer other than the Chair, the unexpired term shall be filled by an appointee of the Chair, subject to the approval by a majority of the Board of Directors.

4) Officers and Directors are subject to removal for cause after a special meeting of the Board or Membership called in compliance with Article IV section 8) and or a vote resulting in removal requires a two thirds quorum and two thirds majority vote.

5) In the event of death, removal or resignation of a Director, his or her successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his or her predecessor.

#### **ARTICLE VII - Committees**

1) The standing committees of the Federation are Governance, Engagement, Membership and Communication. The Chair shall appoint the standing committee Chairs and members, subject to Board approval.

- 2) The Governance Committee shall promote the proper operation of the Alexandria Federation of Civic Associations in accordance with its bylaws and with the periodic review of the bylaws.
- 3) The Engagement Committee shall identify and share information on City actions deemed of interest to the Federation and its Member Associations. The committee also shall be responsible for identifying key issues pertaining to City processes, procedures, and policies and citizen engagement, and recommending to the Federation Board of Directors which of the identified issues are appropriate for Federation engagement and advocacy.
- 4) The Membership Committee shall develop the Federation's recruitment strategy, identify recruitment targets, and conduct corresponding outreach.
- 5) The Communications Committee shall devise the Federation's communications strategy, identify and implement corresponding communication vehicles, and manage Federation public communications and messaging.
- 6) Ad hoc Committees may be created and discharged by the Board in accordance with the needs of the Federation, as the Board may from time to time deem necessary. The Board shall prescribe the duties and responsibilities of each committee it establishes. The provisions of these Bylaws which govern meetings, notice of meetings, place of meeting, quorum, and voting of the Board shall apply to meetings of committees. The Chair shall appoint persons to serve on each such committee subject to the subsequent approval of the appointees by the Board.
- 7) The membership of the Federation, by a majority vote may create additional committees over and above those created by the Board. The membership shall prescribe the duties and responsibilities of each committee it establishes. The Chair shall appoint persons to serve on each such committee subject to the subsequent approval of the appointees by the membership.
- 8) In addition, the Chair may establish such temporary advisory groups or task forces as deemed necessary and shall appoint the members of such bodies. Members of any such advisory group or task force shall serve at the pleasure of the Chair.

#### **Article VIII - Dues and Expenditures**

- 1) The annual dues for each voting-member Association and for each non-voting member shall be in such amount as may be fixed by the Board. The membership year shall begin in September. Payment of dues and renewal applications must be received prior to the first meeting of the membership year to remain in good standing. Delinquencies will be granted a 30-calendar day non-voting grace period before membership termination.
- 2) All checks, drafts or disbursements of the Federation shall require the signature of the Treasurer, the Chair, or Vice Chair. The Chair and Vice Chair together shall have the power to unilaterally spend up to \$250. Subject to Board approval, the Chair and Vice Chair shall have the power to authorize any expenditures, up to five-hundred dollars (\$500), on behalf of the Federation. Any expenditure over five-hundred dollars (\$500) must be authorized by the Membership.
- 3) The Federation's fiscal year for tax, accounting and other purposes runs from January 1 through December 31.

#### **ARTICLE IX - Indemnification of Directors and Officers**

Any person (and the heirs, executors, administrators and estates of any such person) who at any time shall serve, or shall have served, as a Director or Officer of the Federation or of any other enterprise at

the request of the Federation, shall be indemnified by the Federation in accordance with and to the fullest extent authorized by the Virginia Nonstock Corporation Law. The Federation may advance to any such person the expenses (including attorneys' fees) of obtaining such indemnification or of defending against any action or proceeding against such person. Any person (and the heirs, executors, administrators and estates of any such person) who at any time shall serve, or shall have served, as an employee or an agent of the Federation, or of any other enterprise at the request of the Federation, may be similarly indemnified, and may have expenses similarly advanced, at the discretion of the Board of Directors of the Federation.

#### **ARTICLE X - Parliamentary Procedure**

The current version of Robert's Rules of Order, Newly Revised, shall govern all proceedings of the Federation to which they are applicable and in which they are not inconsistent with the Federation Articles of Incorporation, the Bylaws, and any special rules of order that the Federation may adopt. If the Federation or its Board shall adopt any special rules of order, such rules shall be available for review at the next Federation members' meeting.

#### **ARTICLE XI - Amendments**

A proposed amendment to these Bylaws shall be approved by the Board and then submitted in writing to the delegates of the Member Associations at least ten (10) calendar days in advance of the meeting at which the vote thereon is proposed to be taken. The affirmative vote of two-thirds of the voting-member Associations, present and voting, assuming a quorum is present, shall be necessary for adoption of any amendment.

Adopted April 19, 2011; June 27, 2012; October 31, 2012; October 9, 2018; November 23, 2020; September 29, 2021; and January 25, 2023.