

# **Bylaws of the Potomac Yard Arlington Civic Association**

## **Article I: THE ASSOCIATION**

### **1.1. Name and Type of Association**

There is hereby created a not-for-profit unincorporated association named the Potomac Yard Arlington Civic Association [hereinafter called PYACA].

### **1.2. Purpose**

PYACA is a non-profit, non-partisan, volunteer-led organization formed to:

1. Promote the common interests and general welfare of residents within the defined geographic boundaries.
2. Operate exclusively for the promotion of social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code, with no part of its net earnings inuring to the benefit of any private individual.
3. Provide a forum for discussing community issues and advocating for resident priorities.
4. Facilitate communication among residents and with local government agencies.
5. Represent resident concerns on matters such as zoning, traffic, public safety, and development.
6. Participate in public hearings, planning processes, and related civic activities.
7. Support initiatives that improve neighborhood quality of life, safety, and equity.
8. Promote communication and cooperation with public officials and broader civic bodies, including the Arlington County Civic Federation.

### **1.3. Boundaries**

For the purposes of this document, the PYACA's boundaries shall be defined as:

- Western boundary: Route 1 from Four Mile Run to 33<sup>rd</sup> Street; Crystal Drive from 33<sup>rd</sup> Street to VA-233
- Northern boundary: VA-233
- Eastern boundaries: George Washington Parkway
- Southern boundary: Four Mile Run

## **Article II: MEMBERSHIP**

### **2.1. Eligibility**

Regular membership ("Members") is open to all individuals aged 18 years or older who reside within Potomac Yard (as defined in Section 1.3) as long as they are not active members of another civic association located in Arlington, Virginia. Business owners and non-resident individuals who own residential property within the boundaries may be granted non-voting associate membership ("Associate Members") at the discretion of the Executive Committee. Associate members may attend meetings and receive communications but may not vote or hold office.

Members may not be a member of the PYACA and another civic association within Arlington, Virginia.

## **2.2. Good Standing**

Members shall be considered in good standing if they are current on dues and abide by the rules of the Association.

## **2.3. Voting Rights**

Any member aged 18 years or older who is either an owner of a dwelling unit, or a tenant of a dwelling unit as defined by the Virginia Residential Landlord and Tenant Act, is eligible to become a voting member of the Association upon payment of annual dues.

A voting member may vote in elections and on any issue in accordance with the Bylaws, and may participate in the Association in all other ways provided by the Bylaws

## **2.4 Voting Rights**

A member of the Association may renew voting membership by paying dues for the next calendar year, in such manner as the Executive Committee may prescribe. Dues are paid for a single calendar year. Members will be notified at, or prior to, the Annual General Meeting, about the need for renewal for the following calendar year. If the Association does not receive a member's dues for a calendar year by the first day of that calendar year, then the voting membership shall expire immediately. The expired voting membership may be reinstated by payment of dues in such manner as the Executive Committee may prescribe.

## **2.5 Challenging Eligibility for Voting Memberships**

Any voting member of the Association may challenge the eligibility of any other by written submission to the Executive Committee, specifying reasons to doubt eligibility. The Executive Committee shall not consider challenges that are anonymous, are submitted under condition of confidentiality, or are submitted by persons who are not voting members of the Association. The Executive Committee shall review the challenge, afford the member whose eligibility to be a voting member is challenged an opportunity to reply in writing, seek such additional information as the Executive Committee may consider useful, and render a decision which shall be recorded in the Executive Committee's minutes along with a summary of the reasons for the decision. If the Executive Committee decides that the member whose eligibility to be a voting member was challenged is not eligible for voting membership, then it shall remove him or her from voting membership and refund any dues the member paid for the current or upcoming calendar year.

## **Article III: MEETINGS**

### **3.1. Annual General Meeting**

The Annual General Meeting of the Association shall be held in the fall of each year. Notice of each Annual General Meeting shall be provided electronically to all voting members at least 15 calendar days prior to the Meeting. If the election of any officers is required, it shall be the first order of business for every Annual General Meeting. Newly elected officers will assume their position upon conclusion of the Annual General Meeting.

The Association shall hold general membership meetings at least biannually, with notice of the meeting time and place provided at least 10 days in advance via email and other appropriate channels. General Meetings serve as the primary forum for member participation and democratic input and may include officer elections, bylaw amendments, guest speakers, and community votes on advocacy positions or funding use.

### **3.2. Special General Meetings**

Special meetings of the membership may be called by a majority vote of the Executive Committee, or upon written request of at least ten (5) members or ten percent (10%) of the total membership, whichever is greater.

The purpose of such a meeting shall be stated in the call, and only this business shall be acted upon, except in the case where three-fourths of the voting members attending agree to act.

All members shall receive at least five (5) days' notice of a special meeting, including the date, time, format (in-person or virtual), and purpose of the meeting. Only business specified in the notice may be transacted at a special meeting.

### **3.3 General Meetings**

Regular General Meetings may be called by the President or by the Executive Committee under a predetermined calendar or on an ad hoc basis.

All meetings shall have an announced agenda.

Notice of the meeting time and place shall be provided at least 10 days in advance via email and other appropriate channels. Regular meetings shall be open to all members.

### **3.4. Quorum, Voting, and Participation in General Meetings**

A quorum for any membership meeting shall be 10% of the total membership. All votes shall be decided by a simple majority.

### **3.5. Meeting Format**

Meetings of the Association, including general membership meetings, special meetings, and Executive Committee meetings, may be held in person, virtually, or in a hybrid format at the discretion of the Executive Committee. Participation in a meeting through virtual means shall be considered equivalent to attendance in person for purposes of quorum and voting.

### **3.6. Duties of Officers in General Meetings**

The President of the Association shall preside at each General Meeting. If the President is not able to preside at a General Meeting, then the Vice President or another officer of the Association shall preside.

The Treasurer shall bring to each General Meeting lists of all voting members of the Association and all persons whose memberships expired during the current calendar year but who might be reinstated upon payment of dues. If the Treasurer is not able to bring such lists, then another officer of the Association shall bring them.

The Meeting Secretary shall keep minutes of each General Meeting. If the Meeting Secretary is not able to keep minutes of a General Meeting, then another officer of the Association shall keep minutes. Minutes shall be made available to members upon request.

## **Article IV: OFFICERS AND EXECUTIVE COMMITTEE**

### **4.1. Officers**

The officers of the Association shall be the President, Vice President, Treasurer, Secretary, and Membership Coordinator.

### **4.2. Executive Committee**

The officers of the Association shall constitute the Executive Committee.

A quorum for meetings of the Executive Committee shall be a majority of its members, not counting offices that are vacant. Each member of the Executive Committee shall have one vote.

The Executive Committee will normally meet at least once every two months and shall have additional meetings at the call of the President or of a majority of its members.

The Executive Committee shall perform the duties specified in the Bylaws and shall take all other actions on behalf of the Association that are consistent with the Bylaws. The Executive Committee may appoint non-voting ex officio Members at Large as appropriate.

The Members at Large shall be responsible for attending Executive Committee meetings; assisting the other officers in the policy, planning, and administrative arrangements for General Meetings; serving as a temporary replacement for a vacant officer position if appointed to such position by the Executive Committee until election of a successor; and performing any additional duties specified elsewhere in this Constitution and Bylaws. Additional participants may be invited by the Executive Committee to attend its meetings as appropriate.

### **4.3. Election and Term**

Officers shall service a term that ends at the close of the second Annual General Meeting following their election.

### **4.4. Duties of the President**

The President shall preside at all meetings, shall be an alternate signatory to the Treasurer on the Association's accounts with financial institutions, and perform any additional duties specified elsewhere in the Bylaws.

### **4.5. Duties of the Vice President**

The Vice President shall lead and coordinate representation and interaction with Arlington County and other external entities regarding planning and development projects affecting the Association as well as regarding County policy issues affecting Potomac Yard and its residents. The Vice President shall lead internal discussions of the Association concerning these issues.

The Vice President shall preside at any meeting in the absence of the President and shall perform any additional duties specified elsewhere in this Constitution and Bylaws.

#### **4.6. Duties of the Secretary**

The Meeting Secretary shall have custody of all the Association's records except financial and membership records in the custody of the Treasurer, shall prepare minutes of all meetings, and perform any additional duties specified elsewhere in this Constitution and Bylaws.

#### **4.7. Duties of the Membership Coordinator**

The Membership Liaison shall lead the outreach efforts to existing and potential voting members, informing about the role of the Association and recruiting new voting members, and ensuring the dissemination of information about issues and developments of interest to the resident community.

The Membership Liaison shall support the members in their endeavor to review and offer input on relevant issues and developments, including facilitation of the work of standing or ad hoc committees. The Membership Liaison shall also serve as initiator and coordinator of informal gatherings for the membership, whether in the form of information exchanges, social communications, or social events.

#### **4.8. Duties of the Treasurer**

The Treasurer shall have custody of all the Association's financial records and financial assets, prepare an annual budget for the Association, keep accounts of the Association's finances, report to the Executive Committee and the general membership on the Association's financial condition, and serve as signatory for the Association's accounts at financial institutions (with the President serving as an alternate signatory).

The Treasurer shall also review applications as specified in Section 2, maintain records and contact information of all voting members, acknowledge receipt of membership dues and contributions, and perform any additional duties specified elsewhere in this Constitution and Bylaws.

#### **4.9. Concurrent Offices**

Voting members may not hold more than one office concurrently other than in an acting basis.

#### **4.10. Election of Officers**

Election of officers will be held at the Annual General Meetings. Not later than 30 calendar days prior to the Annual General Meeting in which elections will be held, the Secretary will give notice to all voting members that nominations for officer positions are open and shall give directions for submitting nominations.

Nominations shall be closed 15 days prior to the Annual General Meeting in which elections will be held, The Secretary shall compile the list of all nominees, and send a notice to members announcing the candidates standing for election at the Annual General Meeting.

If there are any officer positions for which there is more than one nominee, then the presiding officer shall allow each such nominee to give a brief statement in support of his or her candidacy. The election for any officer positions for which there is more than one nominee shall then be conducted by secret ballot. The Secretary shall count the ballots and announce the results. All officers shall assume office upon conclusion of the Annual General Meeting in which they are elected.

#### **4.11. Removal of Officers**

Any officer may be removed from office by a majority vote of the membership present at a General Meeting or at a Special Meeting called for that purpose, provided that at least thirty percent (30%) of the Association's membership has submitted a written request for removal to the Secretary.

#### **4.12. Officer Vacancy and Replacement**

If a position is not currently filled or the officer resigns the office or is removed, then the office shall be deemed vacant.

If an officer fails to attend two successive General Meetings, or three successive Executive Committee meetings, then the Executive Committee may declare the office vacant.

If an office is vacant, then the Executive Committee may appoint a replacement to serve in the office until election of a successor at the next Annual General Meeting. Any person appointed to an office must be a voting member of the Association.

### **Article V. OTHER COMMITTEES**

The Executive Committee may appoint members to other committees not specified in this Constitution and Bylaws. Such other committees may include any members of the Association and persons who are not members of the Association. All such other committees shall be advisory to the Executive Committee and the Association. Such other committees may not enter into agreements or make statements on behalf of the Association.

### **Article VI: APPOINTEES**

#### **6.1. Delegates to the Arlington County Civic Federation**

The Executive Committee may appoint up to four Delegates to the Arlington County Civic Federation from among the voting members of the Association. The Delegates shall represent the interests of the Association's members in the Arlington County Civic Federation, report to the Executive Committee and the general membership on issues before the Arlington County Civic Federation, and perform any additional duties specified elsewhere in this Constitution and Bylaws. The Delegates shall serve until replaced.

#### **6.2. Alternates to the Arlington County Civic Federation**

The Executive Committee may appoint up to four Alternates to the Arlington County Civic Federation. The Alternates shall assist the Delegates to the Arlington County Civic Federation in representing the interests of the Association's members in the Arlington County Civic Federation. The Alternates shall serve until replaced.

### **6.3. Other Councils, Boards, and Groups**

Upon request, the Executive Committee may recommend candidates to be appointed to external organizations.

## **Article VII: FINANCES**

### **7.1. Fiscal Year**

The fiscal year shall begin on October 1 and end on September 31.

### **7.2. Use of Funds**

No Association funds may be obligated or expended, except as explicitly authorized by vote of the Executive Committee or as explicitly authorized by this Constitution and Bylaws.

### **7.3. Accountability**

The Treasurer shall provide a financial report on a quarterly basis at General Meetings and a year-end report at the final meeting of the fiscal year.

### **7.4. Dues**

The dues for membership in the Association shall be established per calendar year. The dues structure shall be proposed by the Treasurer in consultation with the Board of Directors and shall require Board approval.

## **Article VIII: REVISION OF THE BYLAWS**

These bylaws may be amended by a simple majority vote of members present at a General Meeting or Special Meeting called for that purpose, provided that written notice of the proposed amendment is given at least 10 days prior to the meeting.

## **Article IX: DISSOLUTION**

In the event of dissolution, all remaining funds shall be donated to a local non-profit serving Arlington County, as determined by majority vote of the Board of Directors.

Approved: September 28, 2025

Revised and Approved: November 17, 2025