

**CONSTITUTION AND BYLAWS
OF THE CRYSTAL CITY CIVIC ASSOCIATION**

1. THE ASSOCIATION

1.1. Name and Type of Association

There is hereby created a not-for-profit unincorporated association named the Crystal City Civic Association [hereinafter called CCCA].

1.2. Purpose

The purpose of the Association is to advance the common interests of the residents of the Crystal City neighborhood in Arlington County, Virginia.

1.3. Boundaries

For purposes of this document, the CCCA's boundaries coincide with those established for Crystal City in Arlington County's Crystal City Sector Plan of 2010, except that the residences in the area between 10th and 6th Streets are included and that, for the time being, the area in the Sector Plan west of Eads Street is excluded.

2. MEMBERSHIP

2.1 Members

Any person aged 18 years or older who resides in a dwelling unit in Crystal City (as defined in Section 1.3) is considered to be a member of the Association.

In addition, residents in that area covered by the Crystal City Section Plan, which is outside the CCCA boundaries established in Section 1.3, may be accepted as members, provided that they are not active members of another civic association.

2.2 Voting Members

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 general meetings of the Association in accordance with this Constitution and Bylaws, and may participate in the Association in all other ways provided by this Constitution and Bylaws.

2.3 Application for Voting Membership

The Executive Committee shall specify a form for application for voting membership, which shall collect sufficient information to determine the applicant's eligibility for voting membership.

The Treasurer shall review each application, and may seek such additional information concerning the application as the Treasurer considers useful. If the Treasurer determines that the applicant is eligible for voting membership and has paid dues for the current or upcoming calendar year, then the Treasurer shall accept the applicant as a voting member of the Association no later than 30 days after payment of dues and starting with the calendar year for which dues were paid. Applications submitted at the opening of a general meeting may only be accepted if dues are paid in cash.

If the Treasurer does not accept an applicant, then the Treasurer shall notify the applicant and the Executive Committee of the reasons for not accepting the application, and refund any dues the applicant paid for the current or upcoming calendar year. The applicant may appeal the decision to the Executive Committee.

2.4 Renewal or Expiration of Voting Membership

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.

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 Membership

Any voting member of the Association may challenge the eligibility of any other member to be a voting member 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.

3. GENERAL MEETINGS

3.1. Annual General Meeting

The Annual General Meeting of the Association shall normally be held in October of each year.

Notice of each Annual General Meeting shall be provided electronically to all voting members at least ten days prior to the Meeting and posted simultaneously on the CCCA's website for information of all members.

If 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.

3.2. Special General Meetings

A Special General Meeting shall be called upon the written request of 10% of the voting members of the Association, or 20 such members, whichever is less. A Special General Meeting may also be called by the President or by the Executive Committee.

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.

Voting members shall be given at least three days' electronic notice of any Special Meeting and notice of such meeting shall be posted simultaneously on the CCCA's website for information of all members. The meeting shall be called within 10 days if it was requested by the membership.

3.3. Other General Meetings

Other 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.

Voting members shall be given at least ten days' electronic notice of any other general meeting and notice of such meeting shall be posted on the CCCA's website.

3.4. Time and Place of General Meetings

Each general meeting shall be scheduled for a time and place selected by the Executive Committee to facilitate attendance by all members.

3.4. Quorum, Voting, and Participation in General Meetings

Fifteen members eligible to vote, or 20% of the members eligible to vote, whichever is smaller, shall constitute a quorum. Only voting members who are physically present at the meeting may vote or be counted towards a quorum.

All votes shall be decided by a simple majority.

3.5. 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 fiscal 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 Secretary shall keep minutes of each general meeting. If the Secretary is not able to keep minutes of a general meeting, then another officer of the Association shall keep minutes.

4. OFFICERS

4.1. List of Officers

The officers of the Association shall be the President, Vice President for Policy and Planning, Secretary, Treasurer, Membership Liaison, and Communications Director. These are the members of the Executive Committee, as detailed in Section 5 below.

4.2. Term of Office

Officers shall serve a two-year term, but may not serve for more than two consecutive terms in the same office.

4.3. 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 this Constitution and Bylaws.

4.4. Duties of the Vice President for Policy and Planning

The Vice President for Policy and Planning 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 Crystal City 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.

4.5. Duties of the Secretary

The 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.

4.6. 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 of all voting members, and perform any additional duties specified elsewhere in this Constitution and Bylaws.

4.7. Duties of the Membership Liaison

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 or social events.

The Membership Liaison shall perform any additional duties specified elsewhere in this Constitution and Bylaws.

4.8. Duties of the Communications Director

The Communications Director shall be responsible for maintaining the Association's website and email lists, producing a periodic newsletter for distribution to Association members, transmitting notices of meetings, and performing any additional duties specified elsewhere in this Constitution and Bylaws. All communications on behalf of the Association shall be subject to the direction and approval of the Executive Committee.

4.9. Concurrent Offices

A voting member may not hold more than one office concurrently other than in an acting basis.

4.10. Election of Officers

Not later than September 1 of each year, the Executive Committee shall appoint an Election Committee of at least three voting members.

Not later than September 15, the Election Committee shall give notice to all voting members that nominations for officer positions are open, and shall give directions for submitting nominations to the Election Committee.

The Election Committee shall also actively recruit nominees, so as to try to obtain at least one well-qualified candidate for each officer position. The Election Committee may disclose to nominees and potential nominees who has been nominated for which offices.

Nominations to the Election Committee need not be seconded. The Election Committee shall not accept nominations of persons who are not voting members of the Association. The Election Committee shall ask nominees whether they are willing to serve if elected, and the Election Committee shall withdraw the nomination of any persons who do not state that they are willing to serve. No person may be a nominee for more than one office. Any nominee may withdraw his or her nomination at any time before election.

On October 1, nominations shall be closed. The Election Committee shall provide the list of all nominees to the Communications Director, who shall afford all nominees an equal opportunity to present a brief statement supporting their candidacy in the Association newsletter and in the notice sent out announcing the Annual General Meeting and elections.

At the Annual General Meeting, the Election Committee shall report to the membership on all nominations received, and the reasons why any nominations were withdrawn or not accepted. No nominations may be submitted from the floor. The election of any officer position for which there is only one nominee may be by show of hands.

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 Election Committee 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.

Upon conclusion of the election, the Election Committee is dissolved.

4.11. Removal of Officers

Any officer may be removed by vote of a general meeting.

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. Any person appointed to an office must be a voting member of the Association.

5. EXECUTIVE COMMITTEE

The officers of the Association shall constitute the Executive Committee.

A quorum for the Executive Committee shall be half 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. Additional participants may be invited by the Executive Committee to attend its meetings as appropriate.

The Executive Committee shall perform the duties specified in this Constitution and Bylaws, and shall take all other actions on behalf of the Association that are consistent with this Constitution and Bylaws.

6. OTHER COMMITTEES

The Executive Committee may appoint 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.

7. APPOINTEES

7.1. Delegates to the Arlington County Civic Federation

The Executive Committee may appoint 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.

7.2. Alternates to the Arlington County Civic Federation

The Executive Committee may appoint 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.

7.3. Crystal City Citizen Review Council

Upon request, the Executive Committee may recommend candidates to be appointed by the Arlington County Board to fill all vacancies that may arise for representatives of Crystal City Residents on the Crystal City Citizen Review Council.

8. DUES

The dues for membership in the Association shall be \$10.00 per voting member per calendar year.

9. OBLIGATION AND EXPENDITURE OF FUNDS

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

10. RULES OF ORDER

All general meetings and Executive Committee meetings shall be conducted in accordance with the current edition of *Robert's Rules of Order*, except where this Constitution and Bylaws explicitly sets a conflicting rule.

The Secretary shall purchase a copy of the current edition of *Robert's Rules of Order* at the Association's expense, and shall bring it to all general meetings and Executive Committee meetings, where it shall be available for reference by any person entitled to participate in the meeting.

Committees of the Association, other than the Executive Committee, shall conduct their meetings in accordance with such rules as the Executive Committee may specify.

11. ATTENDANCE AND PARTICIPATION BY NON-MEMBERS

Persons who are not members of the Association may not attend or participate in any general meeting, except by approval of the officer presiding at the meeting.

12. NOTICES TO MEMBERS

Any notice that is directed to voting members in general, rather than specific members, may be disseminated electronically, provided that such dissemination results in giving timely notice to the voting members. Notification to non-voting members may be given by posting on the CCCA website.

Any notice to specific members which may be required under this Constitution and Bylaws shall be delivered electronically unless otherwise stipulated in the voting member's application form. Notices delivered by email shall be considered as given to the member one day after the email is sent. Notices delivered by first class mail shall be considered as given to the member three days after they are deposited in the U.S. Mail.

13. COUNTING DAYS

Any reference in this Constitution and Bylaws to a period of days shall exclude Saturdays, Sundays and any other day when the U.S. Federal Government is not open for regular business.

14. INITIAL MEETING TO FORM THE ASSOCIATION

Before the first annual general meeting, there shall be an initial meeting to form the Association.

To vote in the initial meeting, a person must be physically present at the meeting, and must affirm that he resides in a dwelling unit in Crystal City, as defined in Section 1.3 above, and is an owner or tenant of such dwelling unit. Five such persons shall constitute a quorum for the initial meeting.

The initial meeting shall adopt a Constitution and Bylaws for the Association, and shall elect officers who shall serve until their successors are elected at an Annual General Meeting. Only persons who are eligible to vote at the initial meeting may be elected to an office. All votes and elections at the initial meeting shall be by show of hands or voice vote, and shall require a supermajority of three quarters of those eligible to vote.

15. REVISION OF THE CONSTITUTION AND BYLAWS

This Constitution and Bylaws may be revised by vote of a general meeting.

Approved: January 28, 2014