

# **WEST OLD TOWN CITIZENS ASSOCIATION, INCORPORATED**

## **BYLAWS**

**Current as of October 2009**

### **Article I – Name**

The name of this Non-profit Corporation shall be the West Old Town Citizens Association, Incorporated.

### **Article II – Purposes**

This Non-profit Corporation is formed to promote the interests of the residents of Alexandria, Virginia and, in particular, to promote the general welfare of the residents and real property owners of the West Old Town neighborhood. West Old Town is the area of Alexandria which is bounded on the south by Cameron Street, on the west by West Street, on the north by Wythe Street, and on the east by N. Columbus Street. The boundaries will also include the 700 block of N. Columbus Street.

The purposes will be accomplished through fostering sound and constructive progress in cooperation with local officials without regard to any party affiliation; encouraging free and open discussion on all matters properly before the Non-profit Corporation; and stimulating community service and responsible citizenship.

### **Article III – Membership**

Section 1. Any person who has attained eighteen (18) years of age and who is a resident, real property owner, or business establishment owner in West Old Town is eligible for membership in the Non-profit Corporation. Each member shall pay dues as may from time to time be set by the Non-profit Corporation in accordance with the bylaws. Members who are age sixty-five (65) or older shall only be required to pay one half of the amount of membership dues.

Section 2. Each member shall be entitled to one vote in all matters coming before membership meetings. Each member shall have full voting rights. Proxy votes shall be allowed. To vote by proxy a member must produce at every meeting of the Non-profit Corporation a letter with the absent member's signature and address authorizing the participating member to vote on his or her behalf. Dues for the New Year shall be accepted and due in January of the New Year. Each year, new dues are required, even if the member became a member half way through the previous year. The dues are for each fiscal year.

Section 3. If an entity or multiple addresses including a homeowner's association joins the WOTCA, the association becomes a member and the homeowner's association shall have one vote.

## **Article IV – Meetings**

Section 1. An Annual Meeting shall be held in the month of November for the transaction of such as may properly come before the meeting or any adjournment thereof, to include the annual election of new officers.

Section 2. Regular meetings of the Non-profit Corporation shall be held at least every other month, on the first Thursday of the month, or at such time and place as agreed upon by the members. Regular meetings shall be announced by the distribution of leaflets.

Section 3. Special meetings of the Non-profit Corporation may be called by the President or any other three elected officers, provided all members are notified at least five (5) days prior to the meeting.

Section 4. Nine (9) members shall constitute a quorum for the transaction of business at a regular or special meeting of the Non-profit Corporation.

Section 5. Roberts' Rules of Order Newly Revised shall apply on all questions of procedure and parliamentary law not specified in these bylaws.

## **Article V – Officers**

Section 1. The elected officers of the Non-profit Corporation shall be the President, First Vice President, Second Vice President, Secretary, and Treasurer. The elected officers shall serve as the directors of the Non-profit Corporation. The officers shall be elected from among the members at the Annual Meeting and shall take office on the first day of the following January. Nominations may be made by any member of the Non-profit Corporation at the Annual Meeting. Election shall be by majority vote. If no candidate receives a majority vote on the first ballot, there shall be a run-off election between the two nominees having the highest votes on the first ballot. The run-off candidate then receiving the highest vote shall be declared elected. All officers shall serve for a term of one year, or until the next Annual Meeting, and until successors are duly elected. The President shall not serve in the same position for more than two consecutive terms.

Section 2. The duties of the President shall be to preside at meetings of the Non-profit Corporation and of the Executive Committee, and to exercise general executive direction of the affairs of the Non-profit Corporation, to appoint chairpersons and members of all Standing and Special Committees, and with the approval of the Executive Committee to call Annual and Special Meetings of the Non-profit Corporation.

Section 3. The First Vice President shall preside at meetings at the request of or in the absence of the President. In case the office of the President becomes vacant, the First Vice President shall become President of the Non-profit Corporation for the remainder of the unexpired term. The Second Vice President shall preside at meetings in the absence of the President and First Vice President. In case the Office of the First Vice President becomes vacant, the Second Vice President shall become First Vice President.

Section 4. The duties of the Secretary shall be to conduct correspondence; to issue notices of meetings; to gather for permanent preservation, and be custodian of, all records of the Non-profit Corporation; to prepare minutes of the meetings of the Non-profit Corporation and of the Executive Committee; to record same in a book; to have such a book present at all regular meetings; and in the absence of the First and Second Vice Presidents to call meetings to order and act as a temporary presiding officer.

Section 5. The duties of the Treasurer shall be to accept applications for membership and collect the annual dues from members of the Non-profit Corporation and deposit same, together with any funds received by the Non-profit Corporation from any source, in a member bank of the Federal Deposit Insurance Corporation in the name of the Association within five (5) days of receipt. All withdrawals from the Non-profit Corporation account shall be signed by the Treasurer and countersigned by the President or First Vice President. The Treasurer shall keep records of all funds of the Non-profit Corporation, and at the Annual Meeting and at such other times as the President may request same shall submit to the Executive Committee a statement of all income and disbursements for the preceding year. Expenditures may be made only upon the approval of a majority of the Executive Committee or a majority of the membership present at any properly called meeting at which a quorum is present.

Section 6. Officers of the Non-profit Corporation are expected to attend all regular meetings and Executive Committee meetings of the Non-profit Corporation. Officers who are absent from more than a total of six of these meetings during a Non-profit Corporation year shall forfeit their office and a vacancy shall exist. If any elected office shall become vacant, except as provided above the Executive Committee shall elect an individual to serve the remainder of the expired term.

## **Article VI – Executive Committee**

Section 1. There shall be an Executive Committee composed of the elected officers and directors of the Non-profit Corporation and the chairpersons of the Standing Committees. The Non-profit Corporation President whose term expired at the last Annual Meeting shall be a member of the Executive Committee. A quorum of the Executive Committee shall consist of a majority of its members. In the extreme event when a special meeting cannot be called, the Executive Committee shall have full power to act for the Non-profit Corporation. Any such action shall be in accord with the objectives of the Non-profit Corporation, and when taken shall stand as the act of the Non-profit Corporation. At the next regular meeting of the Non-profit Corporation following an Executive Committee meeting, the President shall report all but routine actions taken by such committee.

Section 2. The Audit Committee shall be composed of three (3) members, named and appointed annually by the Executive Committee. The Audit Committee will receive all financial records of the Non-profit Corporation from the outgoing Treasurer, audit these records, and report its findings to the Executive Committee. The Executive Committee will certify the financial records to the incoming Treasurer and will report on certification of the records at the Non-profit Corporation's Annual Meeting.

Section 3. There shall be as many Standing Committees of the Non-profit Corporation as the Executive Committee deems necessary for the work of the Non-profit Corporation. Additionally, there shall be such Special Committees as the work of the Non-profit Corporation may require. The chairman of each Standing and Special Committee shall be appointed by the President, and shall continue as such at the pleasure of the President.

## **Article VII – Amendments**

These bylaws may be amended by two-thirds majority vote at an Annual or Special Meeting of the Non-profit Corporation. Amendments may be proposed by majority vote of the Executive Committee or by written petition of at least ten members of the Non-profit Corporation submitted to the Executive Committee at least 30 days prior to the meeting of the Non-profit Corporation. The Secretary shall inform the membership in writing the full text of any proposed amendment at least ten days prior to the Non-profit Corporation meeting.