

# **CONSTITUTION AND BY-LAWS OF THE WOODMONT CIVIC ASSOCIATION**

*Approved October 27, 2001*

*Revised July 2003*

## **CONSTITUTION**

### Article I. NAME AND PURPOSE

The name of this Association shall be the Woodmont Civic Association. The purpose of the Association shall be in a broad and general way to foster, further, advocate, and protect the best interests of the area as a residential section.

### Article II. POLICIES

The authority for policies of this Association rests wholly in the membership. In its activities the Association shall be non-partisan, non-sectarian and non-political. It shall not support nor oppose any candidate for political office nor take part in any movement not in keeping with the purposes and objectives of the Association. The Association, however, reserves the right to take a position and to express its views on any legislation, ordinance, or course of action which, in the judgment of the Association, will affect the welfare of its members, and to comment on the actions of individuals and groups whose purposes or actions affect the welfare of the community, provided that such judgment is made in accordance with the provisions of the Constitution and Bylaws.

### Article III. AREA

The Association area is bounded by a line beginning at the Potomac River and Spout Run running southwesterly along Spout Run Parkway to Lorcom Lane; then along Lorcom Lane to Military Road, then north on Military Road, east on Nellie Custis Drive, then north through Windy Run Park to the Potomac River, and return along the Potomac River to the point of beginning.

This arbitrary boundary shall not preclude any resident of this area or adjacent areas from belonging to our organization or other organizations, except that those residents adjacent to the above area shall be admitted only upon recommendation of the Executive Committee.

### Article IV. MEMBERSHIP

Section I. RESIDENT MEMBERSHIP. The membership of this Association shall consist of residents of the community as defined in Article III, and others who have been admitted to membership. All paid-up resident members shall be entitled to vote. Members are considered paid-up when annual dues are paid.

Section II. NON-RESIDENT MEMBERSHIP. Non-resident members whose residence is in an area that previously was within the Parkway Civic Association boundaries, and who have continuously maintained their membership in the Parkway/Woodmont Civic Association, shall be considered to be “legacy members”. Such legacy members may vote, if paid-up, but may not hold office. Other non-resident members shall be termed “associate members”, and may neither vote nor hold office.

Article V. FISCAL, OFFICERS, EXECUTIVE COMMITTEE, ELECTIONS

Section 1. FISCAL. The Association’s fiscal year shall correspond to the calendar year.

Section 2. OFFICERS. The officers of the Association shall be President, Vice President, Secretary, and Treasurer. All services are voluntary without pay.

Section 3. EXECUTIVE COMMITTEE. The Executive Committee shall include the Officers of the Association, the Immediate Past President, the delegate to the Neighborhood Conservation Advisory Committee, and its Civic Federation Delegates and Alternates. This committee may act for the Association in matters specifically designated by the membership, except it may act on matters of urgency which occur between meetings. Such action shall be submitted for ratification at the next regular or special meeting of the Association. If the urgent matter is of “significant impact” as defined in Article VI below, the Executive Committee shall call for a special meeting prior to any such action if notice requirements can reasonably be met. If convening a special meeting prior to such action is not practicable, the Executive Committee shall call for a special meeting as soon as possible after such action has been taken.

Section 4. DELEGATES. The Association may appoint Delegates to represent the Association before Arlington County or other governmental entities. The Executive Committee may appoint temporary Delegates and Alternates until such vacancy may be filled at the next regular or special meeting.

Section 5. ELECTION PROCEDURE AND TERM. All officers and delegates shall be elected at the April meeting and shall take office as of May 1. Their term of office shall be for one year and they shall serve until their successors have been elected and qualified. However, if such election is not held at the April meeting, the officer’s term shall commence on the first day of the following month after their election. Prior to the election, the Executive Committee shall prepare a slate of prospective nominees and give notice to all Association members of said nominees and their qualifications for each office. At the time of the election, additional nominations may be made from the floor provided those persons so named have agreed in advance to serve if elected. All nominees shall be paid-up resident members.

Section 6. REMOVAL OF OFFICERS. Upon written petition of at least 15 paid-up members from different households for the removal of an Officer or Delegate, the Executive Committee shall provide notice of a regular or special meeting to consider a vote for removal. Removal shall occur upon a vote of at least two-thirds of the members present and eligible to vote.

Section 7: MANNER OF VOTES. All paid-up resident and legacy members shall be entitled to vote. All votes must be cast in person at Association meetings unless the Association, upon motion and majority decision, votes that another method of determining the consensus of the neighborhood shall be held by poll, ballot, petition or other method. Only one member of a household shall be permitted to vote on any matter before the Association. A motion to vote may be recognized only for items properly noticed as provided in Article VI. Voting may be taken by voice or show of hands unless challenged. In the case of a challenge by any single member, voting shall be taken by a call of the roll.

Section 8. VACANCIES. Vacancies of any Office or Delegate position shall be filled by election at the next regular or special meeting following their occurrence. Those elected shall serve the remainder of their predecessor's term of office.

#### Article VI. NOTICE.

Section 1. MODE OF DELIVERY. All matters of routine or extraordinary business shall be set forth in a letter, notice, newsletter or other form of paper correspondence and delivered to all Association members prior to each and every regular or specially called Association meeting. The Association may also e-mail members of such information in addition to paper correspondence. Reasonable notice shall be at least one week in advance of a meeting.

Section 2. CONTENT OF NOTICE. Notice shall include the meeting date, time, and place; the agenda, including new and old business; and a general outline of any issue of significant impact that is expected to be voted upon. Matters of significant impact would include, but not be limited to: any votes relating to the Neighborhood Conservation Plan or other similar Arlington County document, development plan, all matters relating to Fort C. F. Smith, or public improvements in the amount of at least two thousand dollars regardless of the person or entity that shall pay for such improvements, including but not limited to bike paths, bridges, walkways, sidewalks, curbs and gutters, street lighting, street signs, and speed bumps.

Section 3. LACK OF NOTICE. If reasonable notice has not been given in accordance with this Section, the Executive Committee shall postpone such meeting or voting on such matters until reasonable notice can be made.

#### Article VII. AMENDMENTS

This Constitution may be amended or altered by a resolution offered by any member in writing at any regular or special meeting of the Association, provided such resolution shall be put to a vote at the next regular meeting following its introduction and proper notice of such vote. Such amendment shall require a two-thirds vote of the members present and voting in order to be adopted.

## **BY LAWS**

### Article I. MEETINGS

Section 1. REGULAR MEETINGS shall be held on the third Thursday evening of January, April, July, and October. When this date shall prove undesirable, the Executive Committee may select a different date for a specific month. At one of the four meetings, an annual budget shall be reviewed.

Section 2. SPECIAL MEETINGS may be called for any date by any three members of the Executive Committee. Any member may submit a request for a special meeting to any Officer of the Association. The President shall grant or deny the request, with the concurrence of at least two additional members of the Executive Committee, within three business days. If the request is denied, a special meeting will nonetheless be convened upon written request to the Executive Committee of at least 15 members of separate households. The meeting shall be held within three weeks of notice to the Executive Committee, with proper notice given to the membership.

Section 3. VENUE. Meetings shall be held within the boundaries of the Association, at such place as the membership shall select. The meeting place must be large enough to hold 20 people, or more if expected.

### Article II. ANNUAL DUES

Annual dues shall be \$10.00 per calendar year per household.

### Article III. COMMITTEES

The following standing committees may be appointed: Membership; Neighborhood Conservation Committee, Schools, Zoning, Nominations, and others as authorized by the membership.

### Article IV. DUTIES OF OFFICERS.

Section 1. PRESIDENT. The President shall preside at meetings and perform such other duties as pertain to that office. The President shall appoint the standing committees authorized by these By-Laws and any special committees authorized by the membership.

Section 2. VICE-PRESIDENT. In the case of absence or disqualification of the President, the Vice President shall perform all the duties of President.

Section 3. TREASURER. The Treasurer shall be custodian of all funds of the Association. The Treasurer shall keep a complete record of all receipts and disbursements and shall make

reports of such to the Association at each regular meeting. The Treasurer shall disburse funds to cover operating expenses and other expenses which are duly authorized by the Association. At the expiration of the term, the Treasurer shall turn over to his successor all funds, property and fiscal records of the Association pertaining to that office, including an authorized audit of the records at the end of that service. The Treasurer shall maintain a roll of all paid-up members and shall serve as Membership Chairman. In case both the President and Vice-President are absent or disqualified, the Treasurer shall perform the duties of President.

Section 4. SECRETARY. The Secretary shall record the proceedings of the Association, be custodian of the Constitution and By-Laws, keep the roll of Officers, Committees, delegates to the Civic Federation, and a roll of members of the Association, and perform other such duties as pertain to that office. The secretary shall also assist the President and the Executive Committee with official correspondence. The Secretary shall have charge of all records pertaining to the history of the Association and shall maintain a file of all non-current papers, documents, and memorabilia of the Association. The Secretary shall be prepared to furnish such historical material or information from it to the President or Executive Committee when it is requested.

#### Section 5. OFFICIAL POSITIONS OF THE ASSOCIATION.

(a) VOTING. When casting votes at Arlington County Civic Federation (ACCF) meetings, Neighborhood Conservation Advisory Committee (NCAC) meetings, or other similar meetings, members of the Executive Committee shall vote in accordance with any position formally adopted by the Association with respect to the matter. If there is no position formally adopted by the Association on a matter, the member of the Executive Committee shall attempt to represent the interests of the majority of the Association members. Where the member of the Executive Committee is unsure of the interests of the majority of the Association members, he or she shall exercise good judgment and, where appropriate, abstain and seek guidance from the Association.

(b) SPEAKING. Members of the Executive Committee shall not speak on behalf of the Association unless the Association has adopted a formal position on a matter before the ACCF, NCAC, Arlington County Board, or other Arlington County governmental entity. Where the Association has adopted a formal position on such a matter, the member of the Executive Committee shall reflect the position formally adopted by the Association. Where a member of the Executive Committee believes his or her stated views may be inconsistent with the majority sentiment of the Association, he or she shall so indicate in his or her remarks and emphasize that the stated views are the personal views of the member of the Executive Committee and not the views of the Association.

#### Article V. CONDUCT OF MEETING

Section 1. QUORUM. A quorum shall be constituted by the presence of ten paid-up members.

Section 2. ORDER OF BUSINESS: (1) Call to order, (2) Reading minutes of preceding meeting, (3) Report of Treasurer, (4) Communications, (5) Report of Committees, (6) Unfinished Business, (7) New Business, (8) Program, (9) Adjournment. This order of business may be suspended if there is no objection or if voted by the membership.

Section 3. MAJORITIES. A simple majority vote of members present shall decide any question except those for which a different majority is specified in these By-Laws. For the election of Officers, balloting shall proceed until one nominee has received a majority of the votes cast. If no nominee receives a majority, the candidate with the lowest number of votes shall be dropped from the next ballot.

Section 4. MINUTES. Detailed written and recorded minutes shall be taken at all Association meetings. These minutes shall be accurately transcribed and available for inspection by Association members upon request. A short summary of each meeting shall be set forth in the notice of the next regular or special meeting, particularly noting any votes taken which may be of particular interest to Association members. The minutes shall be reviewed, amended, approved and/or rejected at the meeting immediately following the meeting in which the minutes were taken. Special care shall be taken to set down precisely the wording of each motion and amendment voted on.

Section 5. PARLIAMENTARY GUIDE. Robert's Rules of Order shall be the parliamentary guide and govern proceedings of the Association when not in conflict with the specific provisions and rules as set forth in the Constitution and By-Laws.

Section 6. DISCUSSION AND DEBATE.

- a. Any member wishing to speak during a meeting must first be recognized by the presiding officer.
- b. No member shall speak more than twice on a pending matter until all others who desire to do so have been heard.
- c. A member may not speak for longer than three minutes at a time, except by unanimous consent.
- d. Notwithstanding the foregoing provisions, a member may cede his or her time and/or turn to speak to another member. A member may not speak longer than six minutes at a time as a result.
- e. The presiding officer shall confine the members to the matter under discussion and shall not rule out of order any germane and orderly discussion.
- f. Nevertheless, the presiding officer is encouraged to conduct meetings in an informal manner when possible.