

CONTITUTION AND BYLAWS
OF THE NORTH RIDGE CITIZENS' ASSOCIATION

ARTICLE I

Name and Legal Status

The name of this organization shall be the “North Ridge Citizens’ Association (hereinafter “Association”). The Association is a non-stock organization duly constituted under the laws of the Commonwealth of Virginia.

ARTICLE II

Purpose

Section 1. The purpose of the Association is to promote the interests of the residents of Alexandria, Virginia, and in particular those of the residents of North Ridge, in the responsible growth and development of the City of Alexandria with due regard for sound economic and social conditions.

Section 2. North Ridge is defined a that geographic section of Alexandria which includes the area bounded as follows: on the north, west along the middle of West Glebe Road from Russell Road to Parkfairfax, and around Parkfairfax’s perimeter westward to Quaker Lane, but including Charles Barrett Elementary School; on the west, south along Quaker Lane from Crestwood Drive to Quaker Lane’s intersection with King Street; on the southwest, southeast along the middle of King Street to a line drawn through Ivy Hill Cemetery from its base on King Street to Braddock Road, just above that Road’s intersection with Ruffner Road, and then southeast along the middle of Braddock Road to Russell Road; on the east, north from Braddock Road along the middle of Russell Road to its intersection with West Glebe Road. A map of the North Ridge boundaries is appended hereto.

ARTICLE III

Membership

Section 1. Any person over 18 years of age who is a resident of North Ridge shall be eligible for membership in this Association.

Section 2. Membership dues shall be set on a household basis by the Executive Board. In order for that household’s members to be deemed Association members in good standing, dues for that calendar year must be paid. Dues paid subsequent to January 1 of any year shall result in that household’s members being eligible for membership from the date such dues are received through the remainder of that calendar year (exceptions may be granted for dues payments made in December, which may be counted towards the coming year).

ARTICLE IV

Officers

Section 1. Officers. The Association's Officers shall include a President, two Vice-Presidents, a Scribe, a Treasurer, and a Parliamentarian. All Officers shall be members of the Association in good standing.

Section 2. President. The duties of the President shall be:

- (1) To preside at all meetings of the Association and of the Executive Board.
- (2) To appoint all special and standing committees.
- (3) To enforce and carry out the Constitution and Bylaws of the Association.
- (4) To call the Annual Meeting and all special meetings of the Association and all meetings of the Executive Board, and to provide notice thereof either directly or through his/her designee.
- (5) To act on behalf of the Association at the direction of the Executive Board, or between meetings on matters requiring action, promptly and completely reporting all actions taken between meetings to the Executive Board for its review and consideration.
- (6) To make an Annual Report to the membership at the Association's Annual Meeting, which Report shall include a description of all material activities of the President and Executive Board during the preceding year.
- (7) To keep, maintain, and preserve all records of the Association except those otherwise assigned to other Officers under these Bylaws.

Section 3. First Vice President. The First Vice-President shall preside at any meeting of the Association or the Executive Board upon the request of the President, or in his/her absence. In the case of death, disability, or resignation of the President, the First Vice-President shall serve as President of the Association for the remainder of the term to which the President was elected. With the prior approval of the Executive Board, the First Vice-President may act on behalf of the Executive Board, consistent with the President's authority, if the President is unwilling or unable to so act.

Section 4. Second Vice President. The Second Vice-President shall preside at any meeting of the Association or the Executive Board upon the request of the President or the First Vice-President, or in their absence. In the case of the deaths, disabilities, or resignations of the President and the First Vice-President, the Second Vice-President shall serve as President of the

Association for the remainder of the term to which the President was elected. With the prior approval of the Executive Board, the Second Vice-President may act on behalf of the Executive Board, consistent with the President's authority, if the President and First Vice-President are unwilling or unable to so act. The Second Vice-President shall also serve as Membership Chair of the Association, and shall be responsible for encouraging such membership and maintaining membership records, including the official Membership Roster.

Section 5. Scribe. The Scribe shall record the minutes and maintain attendance records for all meetings of the Association and the Executive Board. In the absence of the President and all Vice-Presidents, the Scribe shall call any duly-noticed meeting to order, and shall arrange for the appointment of a temporary presiding officer.

Section 6. Treasurer. The Treasurer shall keep all financial records of the Association in a business-like fashion. The Treasurer shall collect the annual dues of the Association. The Treasurer shall deposit all dues of the Association, together with all other funds received by the Association, in an Association account or accounts, to be maintained with a financial institution(s) approved by the Executive Board. All disbursements or transfers from any such account shall be made only by the Treasurer or the President. No disbursements or transfers in excess of Two Hundred Dollars (\$200.00) shall be made without the prior approval of the Executive Board.

The Treasurer shall report on the financial status of the Association on a quarterly basis (minimum) at meetings of the Executive Board and shall produce an annual financial report covering the preceding twelve (12) months for the Association's Annual Meeting. This report shall be made available for inspection by any member upon reasonable request.

Section 7. Parliamentarian. The Parliamentarian shall advise the presiding officer as to the applicability of these Bylaws at any meeting of the Association or Executive Board, or with regard to any other undertaking of the Association. The Parliamentarian shall advise the presiding officer at any and all Association or Executive Board meetings, upon request of the presiding officer, as to all general principles of parliamentary procedure not expressly covered by these Bylaws. In doing so, the Parliamentarian shall apply the provisions of the then-current edition of Roberts' Rules of Order to the proceedings.

ARTICLE V

Executive Board

Section 1. There shall be an Executive Board of the Association, which Executive Board shall be composed of the elected Officers of the Association and the Executive Board Members at Large. All Members-at-Large shall be members of the Association in good standing. The Immediate Past President of the Association shall serve as an ex officio member of the Executive Board.

Section 2. The Executive Board shall have the authority to act in the best interest of the Association in all matters, provided such actions are not inconsistent with these Bylaws.

Section 3. The Executive Board shall meet monthly, except for July and August, at a place and time to be determined by the Board. **Prior to such meeting, there shall be written notice to each Executive Board Member** an announcement of the date, place, and time of the meeting including the proposed agenda.

Section 4. Special meetings of the Executive Board may be called by the President or by any five Members of the Executive Board at any time, upon two (2) business days' notice to all Board Members. The notice shall state the place, time, date, and purpose of such special meeting. All notices shall be provided to the Members. If warranted, electronic meeting/voting may be considered in order to allow for the Executive Board to act in a timely fashion (such as during the Board's July-August hiatus).

Section 5. A quorum of the Executive Board shall consist of one-third (1/3) of the Board Members. All actions of the Executive Board shall require the majority vote of those Board Members present at a duly-noticed meeting at which a quorum is present.

Section 6. The President shall preside at all meetings of the Executive Board. In addition to a Nominating Committee, the President may appoint such standing and/or special committees of the Executive Board as he/she may deem appropriate. All committees and committee chairs shall serve at the pleasure of the President, who shall serve as an ex-officio member of all such committees.

ARTICLE VI

Election of Officers and Executive Board Members At Large

Section 1. No less than forty-five days (45) days prior to the Annual Meeting, the President shall appoint a Nominating Committee consisting **of at least two Members of the Executive Board** and a Past President. The Nominating Committee shall prepare and nominate a slate of Officers and Members-at-Large of the Executive Board for the membership's consideration at the next Annual Meeting. Written notice of the Nominating Committee's nominated slate of Officers and Members at Large shall be provided to the Association's members in the notice of the Annual Meeting.

Section 2. The number of Executive Board Members-at-Large nominated by the Nominating Committee for the membership's consideration shall be consistent with the Committee's determination as to the number of members deemed necessary to conduct the business of the Association, but in no event shall this number exceed thirty-six (36). In submitting its nominations to the Association's membership, the Nominating Committee shall make all reasonable efforts to ensure that the Executive Board membership reflects a balanced geographic representation of North Ridge residents.

Section 3. Upon proper nomination and seconding, Officers and Members at Large shall be elected by the membership at the Annual Meeting. In addition to the nominations of the Nominating Committee, other candidates for Officer or Members-at-Large may be made by any Association member. Election of Officers and Members-at-Large shall be by a majority vote of the Association members present at a duly-noticed Annual Meeting at which a quorum is present.

Section 4. Only those members whose household dues are currently paid in full shall be eligible to make nominations or vote for Officers or Members-at-Large or vote at the Annual Meeting. In the event of any dispute as to an individual's membership status, the Membership Roster shall be dispositive.

Section 5. All Officers and Members-at-Large shall serve from the date of the Annual Meeting at which they are elected to the next Annual Meeting. In the event of an officer's death, disability, resignation, or removal from office, or if any Officer or Member-at-Large is otherwise unable or unwilling to serve, his or her office may be declared vacated, and the President may, with the approval of the Executive Board, make an appointment to fill the vacancy for any unexpired term, consistent with these Bylaws. **A clearly-established pattern of absence at monthly meetings and events may be considered when determining if the seat of an Officer or a Member-at-Large has been vacated by an individual.**

ARTICLE VII

The Annual and Special Meetings of the Association

Section 1. The Annual Meeting of the Association shall be conducted in March of each year, upon thirty (30) days prior written notice mailed or e-mailed to all members. Such notice shall state the date, time, and place of the Annual Meeting, shall include the meeting agenda, and shall include the Nominating Committee's nominations for Officers and Members at Large.

Section 2. Special meetings of the Association may be called at the discretion of the Executive Board, or at the written request of ten (10) or more Association members, upon prior written notice mailed to all members at least seven (7) days prior to such meeting, which notice shall state the date, time, place and purpose of the meeting.

Section 3. Thirty-five (35) members of the Association whose household dues have been fully paid shall constitute a quorum for the transaction of business of the Association at any annual or special meeting of the Association. Unless otherwise stated in these Bylaws, the Association shall act based upon the majority vote of those members present at a duly-noticed meeting of the Association at which a quorum is present.

ARTICLE VIII

Amendments

Section 1. The Executive Board or any ten (10) members of the Association may propose, in writing, an amendment to these Bylaws, and request a special meeting of the Association members to consider the amendment. An amendment may also be considered at the Annual Meeting of the Association. In either event, there shall be provided prior written notice of the proposed amendment to all Association members, which notice shall set forth the nature and effect of the amendment proposed. Notice shall be sent at least thirty (30) days prior to the meeting at which the proposed amendment would be voted upon.

Section 2. A vote of two-thirds of the Association's members eligible to vote at any duly-noticed meeting at which a quorum is present shall be required to effect an amendment to these Bylaws.

Approved and Adopted:

President

North Ridge Citizens' Association

Scribe

North Ridge Citizens' Association