

RESOLUTION ON CONSTITUTIONAL AMENDMENT AND BYLAWS

Whereas the Tara-Leeway Heights Civic Association's Constitution and Bylaws were last amended in 2013,

Whereas the Members of the Association desire to update and streamline the Association's governing instruments for clarity, simplicity, flexibility, and to reflect democratic values,

RESOLVED, that the Association hereby amends its Constitution and By-Laws by adopting the revised text attached hereto, Attachments A and B, respectively.

[Attachment A – Constitution]

[Attachment B – By-Laws]

CONSTITUTION
Tara-Leeway Heights Civic Association
Arlington, Virginia
May 2001; as amended May 2015, ___ 2024

ARTICLE I - NAME AND BOUNDARIES

Section 1- Name. The name of this organization shall be the Tara-Leeway Heights Civic Association (the “Association”).

Section 2 - Boundaries. The Association shall encompass that portion of Arlington County, Virginia known as Tara-Leeway Heights, and the area within: 1) on the west, the east side of North Lexington Street (between 16th Street North and 22nd Street North), the north side of 16th Street North (between North Lexington Street and North Jefferson Street) and the eastern side of North Jefferson Street (between 16th Street North and Washington Boulevard); 2) on the north, the south side of 22nd Street North (between North Lexington Street and George Mason Drive); 3) on the east, the west side of George Mason Drive between 22nd Street North and Washington Boulevard, except 1660-1828 George Mason Drive and those parts of 17th Street North, 19th Street North, and 19th Road North that are east of Harrison Street; and 4) on the south, the north side of Washington Boulevard (between North Jefferson Street and George Mason Drive).

ARTICLE II - PURPOSE

Section 1 - Objectives. The purpose of this Association shall be to identify, promote, and participate in actions to contribute to the general welfare of the Tara-Leeway Heights community in particular, and Arlington County generally by:

- A. Providing a medium to identify and develop community interests, and disseminate information about those interests;
- B. Working to secure improvements in public services, facilities, and processes;
- C. Promoting cultural and recreational activities in Arlington County; and
- D. Cooperating with similar organizations in Arlington County.

Section 2 - Nature of Activities. This Association shall be non-sectarian and politically non-partisan. It may express its views on any legislation, ordinance, or action which, in the Board's judgment, may affect Members or the Tara-Leeway Heights community.

ARTICLE III - MEMBERS

Section 1 – Eligibility. Any person 16 years of age and older who is a resident within the Association's boundaries (or who owns real property therein) is eligible for membership in the Association.

Section 2 - Membership. A person eligible for membership becomes a member in good standing (a "Member") upon payment of dues.

Section 3 - Dues. The Board shall determine the amount of the Association's dues and membership term in an equitable manner.

ARTICLE IV - GOVERNANCE

The Association shall be governed by a Board of Directors (the "Board") comprised of four officers and six to twelve directors, in a number set by the Board. The officers shall be a President, Vice-President, Secretary, and Treasurer. The Association's "Fiscal Year" shall be from June 1 to May 31 of the following year.

ARTICLE V - OFFICERS AND DIRECTORS

Section 1 - Officers. The officers of this Association constitute an Executive Committee responsible for the conduct of the business and functions of the Association when the Board is not in session. Only a Member may be an officer.

A. President - The President shall act as the chief executive of the Association and shall take care that its Constitution and By-laws are faithfully observed and executed. The President shall: preside over meetings of the Association and of the Board; carry out the directives of the Board and the resolutions approved by the Members; sign all official correspondence and official instruments on behalf of the Association; have authority to spend Association funds in furtherance of Article II, subject to limits as directed by the Board; and make appointments as permitted. The President shall represent the Association in dealings with the Arlington County government and Arlington County Civic Federation, and in any other capacity. The President shall be ex-officio

a member of all committees of the Association, except the nominating committee.

B. Vice-President – The Vice President shall assist the President. In the President’s unavailability, the Vice-President performs the duties of President.

C. Secretary - The Secretary shall: serve as secretary of the meetings of the Association and the Board; keep a record of those meetings, including of attendees and outcomes of all votes; keep a record of officers and their terms; maintain a list of all Members and their contact information; and perform such other duties as may pertain to the office.

D. Treasurer - The Treasurer shall: receive and record all dues and funds for the Association; deposit all Association moneys in such bank as the Board shall designate; disburse funds as the Board or President instructs; sign checks issued by the Association; maintain books showing all receipts and expenditures; submit an accounting to the Board annually and as requested by any Board member; and propose an annual budget. In the unavailability of the President and Vice President, the Treasurer performs the duties of the President.

E. Additional duties. The officers shall perform other duties and functions as requested by the Board not contrary to the Constitution and By-laws.

Section 2 The Board of Directors. The general management and supervision of the Association’s affairs shall be vested in its Board of Directors, including oversight of its finances. Only a Member may serve as a director.

Section 3 - Terms of Office. Each officers’ term of office is one Fiscal Year. No one may serve as President or Vice-President for more than three consecutive terms, unless no other Member consents to be a candidate for such office. Each director shall serve a term of two Fiscal Years. The tenure of any officer or director may be terminated by a two-thirds vote of the Board members comprising a quorum of the Board at any General Meeting or Special Meeting.

ARTICLE VI - ELECTIONS

Section 1 - Elections. Each officer and director of the Association shall be elected by plurality vote of the Members. The Association shall hold elections at each Annual Meeting. All elections shall be by ballot except for any uncontested position which shall be deemed elected at the end of voting; without objection, elections may be by

voice vote. When balloting occurs, the President will appoint two Members who are not candidates to count the ballots. A Member must be present to vote.

Section 2 - Nominations. At least 45 days prior to each Annual Meeting, the President shall appoint a “Nominating Committee” of not more than 3 Members, excluding the President. The Nominating Committee shall prepare a list of nominees for each office and each upcoming vacancy on the Board, and file its nominations with the Secretary at least 30 days prior to the Annual Meeting. The Secretary shall cause such nominations to be included in the notice of the Annual Meeting given to the Members at least 14 days prior to the Annual Meeting; the Secretary shall also ensure notice of upcoming elections and a solicitation for candidates is given to the Members at least 60 days prior to the Annual Meeting. The Nominating Committee shall ensure the individuals nominated are Members and agreeable to serving if elected. Nominations may also be made from the floor of Members present at the Annual Meeting.

Section 3 - Vacancies. Vacancies in the Board or in any office between Annual Meetings may be filled by the Board. The term of such new director or officer is until the next Annual Meeting.

ARTICLE VII - MEETINGS

Section 1 - Annual Meeting. The Association shall hold an annual meeting (the “Annual Meeting”) of Members and the Board each May.

Section 2 - General Meetings. The Association shall hold at least four regular meetings of Members with the Board, inclusive of the Annual Meeting, throughout the Fiscal Year (each a “General Meeting”).

Section 3 - Special Meetings. Agreement of at least four Board members is needed to call a Special Meeting of the Members or of the Board. A Special Meeting shall be called by the President upon written request to the President by at least 25 Members. At all Special Meetings only that business designated in the call shall be addressed. Notice of Special Meetings shall be to each Member (or to each Board member in the case of a Board meeting) at least five days, but not more than two weeks, prior to the meeting.

Section 4 - Quorum. A meeting is only official if a quorum is present. For a General Meeting, eight Members, inclusive of at least three Board members (one of which shall be the President, or, if unavailable, the Vice-President), is a quorum. For a Special Meeting, the presence of 20 Members, inclusive of at least three Board

members, shall be a quorum. For a Board-only meeting, half of the total number of Board members (rounded up) shall be a quorum, or five, whichever is less.

Section 5 - Manner of voting. The voting on all questions and motions coming before the Association or Board shall be by voice vote or by such means as the Board determines. The number of ayes and nays on a vote shall be entered in the minutes of the meeting when called for. Upon request by a majority of Members present, a vote shall be taken by ballot. There shall be no voting by proxy.

Section 6 - Resolutions. A majority of the Members present and voting is required for the adoption and approval of a resolution. All resolutions voted upon shall be reduced to writing and recorded in the meeting minutes or appropriate record. For resolutions and actions of the Board, a majority of Board members present shall be necessary for the taking of any official act by the Board, unless otherwise provided.

ARTICLE VIII - CIVIC FEDERATION

Section 1 - Affiliation. This Association shall be affiliated with the Arlington County Civic Federation (“CivFed”) and shall participate in its activities.

Section 2 - Delegates. The President shall be a delegate to CivFed. The Board shall appoint Members as delegates and alternates as allowed by CivFed. Delegates and alternates may vote autonomously in CivFed, unless directed otherwise by resolution of the Board or Members.

ARTICLE IX - AMENDMENTS

Section 1 - Constitution. This Constitution may be amended only by approval of two-thirds of the Members present at a General or Special Meeting, but no such amendment shall be adopted unless at least 30 days’ notice of such amendment is given to the Members.

Section 2 - Bylaws. Bylaws that are not in conflict with this Constitution may be adopted and amended by the Board after at least 30 days’ notice to the Members.

Section 3 - Timing. Amendments to the Constitution or Bylaws shall take effect immediately unless otherwise provided for in the amendment.

By-Laws of the Tara-Leeway Heights Civic Association

[date] 2024

1. **Definitions.** The Constitution's defined terms apply to these By-Laws.
2. **Meetings.** Meetings of the Association shall be at such places, dates, and times as set by the President, after consultation with the Board, and as generally convenient for and as noticed to the Members. Default is Westover Library, second Wednesday of the month at 7PM. The Annual Meeting shall be in May.
3. **Notice.** A sufficient method of notice is by email. The President shall also cause any notice to be posted promptly to the Association website and aim to widely disseminate notice where practical (e.g., Nextdoor, Facebook, yard sign, flyers).
4. **Manner of Business.** Except as otherwise provided by the Constitution and By-Laws, Roberts Rules of Order shall govern the conduct of meetings.
5. **Dues.** Membership dues are \$10 per Fiscal Year. A person may join as a lifetime Member by paying \$200, and thereby enjoy the benefits of membership without further dues so long as they remain eligible to be a Member.
6. **Disbursements.** The President and Treasurer shall not spend more than \$250 each in between meetings of the Board, except as authorized by the Board.
7. **Other Committees.** The President may appoint persons, individually or to ad hoc committees, to study and report on matters of interest to the Association, its Members, or the community.
8. **Representation.** The President may appoint Members to represent the Association at community events, meetings, or other capacity, including the Arlington Neighborhoods Advisory Committee (ArNAC), and to report back.