

**CONSTITUTION and BY-LAWS**  
**of the**  
**RIVERCREST CIVIC ASSOCIATION**

**CONSTITUTION**

ARTICLE I

Section 1. Name. The name of this organization shall be the Rivercrest Civic Association (hereinafter “Association”).

Section 2. Objectives. The objectives of the Association are

- (a) to further and promote the public interest as it affects or relates to the residents of Rivercrest;
- (b) to promote all efforts toward civic betterment in Arlington County, Virginia, and specifically in the area embraced within the boundaries of the Association.
- (c) to share information of interest to the residents of Rivercrest.

Section 3. Nature of Activities. The Association shall be non-partisan, non-sectarian, and non-discriminatory in its activities. Any reference in this Constitution or Bylaws to persons of one gender shall apply equally to persons of any other gender. The Association shall not take part in support of, or in opposition to 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 Rivercrest area.

Section 4. Affiliation with Other Groups. The Association may join, support, or collaborate with federations, leagues, conventions, or other civic groups whose purposes and actions are consistent with the welfare of the Rivercrest area and Arlington County. Provided that no action under this section shall impair the continued existence of the Association as a distinct organization.

ARTICLE II

Boundaries and Membership

Section 1. Boundaries. The Rivercrest area for the purpose of this Constitution shall consist of the neighborhood bounded as follows: generally on the east by Gulf Run, on the south by Military Road, on the west by Glebe Road, and on the north by the George Washington Parkway and reserved land of the Commonwealth of Virginia.

Section 2. Any resident of or owner of property in the Rivercrest area, whether he rents or owns the dwelling which he occupies, and who is at least twenty-one years of age is eligible for membership in the Association with full rights and privileges.

Section 3. Admission of Eligible Residents. Any person eligible under Section 2 of this article shall become a member of the Association upon the payment of the dues prescribed by the by-laws and the listing of said person upon the rolls of the Association: Provided that the membership at any regular or special meeting shall consist of those persons whose dues have been paid and who have been added to the rolls prior to the calling of the meeting to order by the presiding officer.

Section 4. Honorary Members. The Association may confer honorary membership upon former members who have moved from the area or upon residents in areas adjacent to the area who therefore are not eligible for regular membership. The Association may also confer honorary membership upon any resident of Arlington County whose contributions to the welfare of the area have been outstanding. Such honorary members shall be entitled to take part in all affairs of the Association, but they shall not have the right to vote or to hold elective office in the Association.

### ARTICLE III

#### Officers and their Duties and Powers

Section 1. Elective Officers, Terms and Qualifications.

The Association shall elect annually from among regular members in good standing who have been on the rolls at least sixty days immediately prior to the date of the annual election meeting a President, a Vice President, a Secretary and a Treasurer: Provided, That no member shall hold the same elective office for more than two terms consecutively, unless this restriction is waived by the Association for an individual member. The terms of the officers shall begin on the first day of the month succeeding that in which they were elected and shall continue for one year: Provided, That elective officers shall serve until their successors have been chosen: Provided further, That officers chosen in special elections to fill vacancies shall assume their duties immediately.

Section 2. Duties of the President. The President shall be the chief executive official of the Association and shall take care that its Constitution, by-laws, and decisions are faithfully observed and executed. In addition, he shall have the following specific duties:

- (a) he shall preside over the meetings of the Association;
- (b) he shall be Chair and a voting member of the Executive Board of the Association;
- (c) he shall appoint all officers, committee chairs, and representatives of the Association whose appointment is not otherwise provided for in this Constitution or By-Laws;
- (d) he shall provide for the performance of the duties of any office or position of the Association during the temporary absence or disability of the incumbent or until the vacancy shall have been filled in the manner provided by the Constitution or By-laws; and
- (e) he may represent the Association on any occasion which in his judgment involves the interest of the Association, and he may make or authorize statements on behalf of the Association on any matter in which the Association has arrived at a position or policy.

Section 3. Duties of the Vice President. The Vice President shall assist the President in the administration of the affairs of the Association and shall undertake such duties as the President may assign him. In addition, he shall have the following specific duties:

(a) If the President is absent at either a meeting of the Association or a meeting of the Executive Board, the Vice President shall preside.

(b) In the event of the resignation, removal, disqualification, disability or death of the President, the Vice President shall assume the office of the President for the remainder of the term of office.

Section 4. Duties of the Secretary. The Secretary shall keep all the records of the Association not specifically the responsibility of another officer, and shall record the proceedings of the meetings of the Association and the Executive Board, maintain a current and accurate roll of members, and perform such related duties as the President or the Executive Board may prescribe.

Section 5. Duties of the Treasurer. The Treasurer shall receive the funds of the Association and shall disburse these funds when duly authorized by the Association or the Executive Board. He shall make a report of the finances of the Association at each regular meeting and shall keep his records in such form as to disclose the amounts and sources of all revenues received and the amounts and purposes of all funds disbursed.

Section 6. Appointive Officers. The President may appoint, if needed, for the duration of his term a corresponding secretary, a parliamentarian, and a historian, and may assign to each the duties appropriate for such office. The Association or the Executive Board may create additional appointive offices.

Section 7. Removal of Officers. Any officer or member of the Executive Board of the Association may be removed for non-performance of duties, inefficiency or notoriously disgraceful conduct. A motion for removal may be made by any officer or member in good standing at any regular or special meeting. The reasons for the motion must be presented in writing and shall be read in their full text by the Secretary. The maker of the motion may briefly explain his reasons and may answer questions. The officer or Executive Board member involved, if present, may briefly reply, but there shall be no debate. At the next regular or special meeting held not sooner than ten days after the presentation of the motion the question shall be debated, and if two-thirds of those voting are in favor thereof, the officer shall be immediately removed: Provided, that no officer whose removal is under discussion shall preside during the consideration of the motion of removal.

Section 8. Executive Committee. The President, Vice President, Secretary and Treasurer shall together constitute the Executive Committee, and as such may conduct necessary and appropriate business of the Association in between meetings of the Executive Board.

#### ARTICLE IV

##### Executive Board

Section 1. Composition. The Executive Board shall consist of the elective officers and up to four at-large members elected at the same time and for the same terms as the officers.

Section 2. Duties and Powers. In addition to the duties and powers conferred elsewhere in this Constitution and in the By-laws the Executive Board shall advise and assist the President and the other officers in the general management and supervision of the affairs of the Association. It shall also appoint the delegates and alternates to represent the Association at such federations, leagues, councils and conventions as the Association may formally join or participate in. Nominations for such positions may also be submitted to the Executive Board from the general membership.

ARTICLE V

Conduct of Elections

Section 1. Time of Elections. The officers and at-large members of the Executive Board shall be elected at the annual meeting of the Association which shall be held in the fourth quarter of each calendar year.

Section 2. Nominations. At the Annual Meeting, the Governance committee shall present nominations for each office and for the Executive Board. No one shall be nominated by the Governance committee unless his consent has been obtained. Whenever possible, the committee shall present more than one nomination for each office and each at-large position on the Executive Board. Any member may nominate additional persons from the floor.

Section 3. Voting Procedure.

- (a) All voting for elective positions shall be by show of hands, unless a request has been made for a secret written ballot; Provided: that whenever there is but one candidate for an office or position, a motion to instruct the Secretary to cast the Association's unanimous ballot shall be in order; and if such motion pass, no other balloting shall be required,
- (b) When there is more than one candidate for any elective position, a majority of all valid ballots cast for that office or position shall be required for election thereto: Provided that invalid, defaced, illegible, blank or other ballots which cannot be tallied shall not be included in determination of a majority.
- (c) When there is one office or position to be filled, and when no candidate receives a majority on the first ballot, a second ballot shall be taken, the voting then being confined to the two candidates receiving the greatest number of votes on the first ballot Provided that if two or more candidates are tied for second place, all candidates so tied shall be candidates on the second ballot.
- (d) If a written ballot has been requested, the at-large members of the Executive Board and the members of other elective committees and delegations shall be voted on simultaneously on the same written ballot, each voter indicating on his ballot a number of choices not in excess of the number to be chosen for that position, committee or delegation. After the initial ballot, all candidates who have received the requisite majority of valid ballots shall be declared elected. If positions remain to be filled after the first ballot. the voting on the second ballot shall be confined to the candidates receiving the greatest number of votes on the first ballot: Provided, that the number of such candidates shall not exceed two for each position remaining to be filled. The same rule shall govern the candidates listed on third or fourth ballots should they be required.

Section 4. Special Elections. In the event of a vacancy in any elective office or position a special election shall be held for the purpose of filling the office or position for the remainder of the unexpired term, unless the Executive Board determines that a special election is impractical or unnecessary in light of the time remaining in the unexpired term. All nominations in such special elections shall be made from the floor.

ARTICLE VI

Amendment of the Constitution

Section 1. Procedure. Amendments to this Constitution must be presented in writing at a regular meeting of the Association. Upon presentation the Secretary shall read the full text of the amendment to the members present, unless copies of the amendment have already been provided at the meeting and the Association agrees to dispense with a reading of the amendment, The person or committee sponsoring the amendment will be permitted briefly to explain its purposes and answer questions thereon, but there shall be no debate. At the following meeting the amendment shall be subject to debate and shall, if two-thirds of those voting are in favor, take effect immediately.

## **BY-LAWS**

### **ARTICLE I**

#### **Meetings of the Association**

Section 1. Regular meetings. Unless otherwise ordered by the Association, a regular meeting of the Association shall be held at least three times a year..

Section 2. Special Meetings. The President may call special meetings of the Association. Whenever twenty members shall petition the President to call a special meeting, he shall do so within 10 days of his receipt of the petition.

Section 3. Quorum. A quorum for the transaction of all business of the Association shall consist of ten percent of the members or ten members, whichever shall be the smaller number.

Section 4. Place of Meetings. Whenever practicable, the meetings of the Association shall be held at the Madison Community Center. Whenever, in the judgment of the Executive Board use of the Madison Community Center is not practicable, the meeting shall be held at a place open to civic and community use in or adjacent to the area, or by electronic means, including videoconferencing.

Section 5. Notice of Meetings. All members of the Association shall be notified of each Association meeting at least one week in advance by e-mail, posting notice on the website or by general distribution of notices throughout the area: Provided, that in the event of an emergency other means of notification may be used and the requirement of one week advance notice may be waived.

### **ARTICLE II**

#### **Meetings of the Executive Board**

Section 1. Frequency of Meetings. The President may call the Executive Board into session whenever, in his judgment, a need therefor exists. Such meetings shall occur at least four times a year, unless deferred with the consent of a majority of the Executive Board. Five members of the Executive Board may also call a meeting thereof.

Section 2. Quorum. A majority of the members of the Executive Board, including at least two elected officers, shall constitute a quorum.

Section 3. Place and Notification of Meetings. The President shall determine where, within the area, meetings of the Executive Board shall be held. Meetings may be held by electronic means, including

videoconference. The President shall assure that all Executive Board members are given at least two days notice of each Executive Board meeting.

Section 4. Attendance at Meetings. The President may invite committee chairs, delegates, appointive officers or other members of the Association to attend any meeting of the Executive Board. Such persons shall have no vote.

### ARTICLE III

#### Standing and Special Committees

Section 1. Appointments. The appointments of chairs of the standing and special committees shall be made by the President, subject to the approval of the Executive Board, at the meeting following the annual election. All chairs and members shall serve until their successors have been selected. Committee chairs shall appoint the members of their committees.

Section 2. List of Standing Committees. The standing committees of the Association shall be those hereinafter listed, but the President may refrain from making appointments to any standing committee until a need therefor arises.

- Governance
- Membership
- Program and Events

Section 3. Responsibilities of the Standing Committees. Each standing committee shall be responsible for identifying problems affecting the area within its respective field of responsibility. It shall make reports with recommendations to the Association on matters taken up on the committee's initiative or referred to it by the Association, the President or the Executive Board.

(a) Governance Committee. It shall be the duty of this committee to consider and nominate candidates for election to officer positions and Executive Board positions. It shall also, if appropriate, propose any amendments to the Constitution and By-laws which in its judgment will improve the effectiveness of the Association in achieving its purposes, It shall also consider and report on all changes in the Constitution and By-laws otherwise proposed at any meeting of the Association.

(b) Membership Committee. It shall be the duty of this committee to propose and assist in the execution of efforts to enroll members within the area. It shall welcome new residents to Rivercrest and explain the benefits of joining the Association. It shall consider and make recommendations for honorary memberships on its own initiative or upon referral by the Association or Executive Board.

(c) Program and Events Committee. It shall be the duty of this committee to plan and implement civic and social and other activities for the Association, including making arrangements for speakers on topics of interest to the Association.

Section 4. Special Committees. The President may, subject to approval of the Executive Board, establish one or more special committee(s) to address special needs or initiatives of the Association. Such special committee shall be temporary in nature, until the special need or initiative no longer requires particular attention by the Association.

Section 5. Meetings of Standing and Special Committees. The Chair of each standing committee shall call meetings of the committee at such times as he deems desirable or when requested to do so by the President.

ARTICLE IV

Annual Dues and Voting Privileges

Section 1. Annual Dues. All members of the Association other than honorary members shall pay annual dues which shall be payable in advance for a period running from January 1 to and including December 31: Provided, that members joining after June 30 shall pay an amount equal to 50% of the annual dues rate for the remainder of that membership year.

Section 2. The amount of the annual dues shall be set by the Executive Board, subject to the approval of the Association, on an annual basis not later than December 1 to apply to the following year.

Section 3. Voting privileges in any year shall be conferred only upon dues-paying members whose dues are paid for that year.

ARTICLE V

Receipt, Deposit and Disbursement of Funds

Section 1. Deposit of Receipts. All receipts of the Association shall be deposited in such depository as the Executive Board may by resolution from time to time designate.

Section 2. Disbursement of Funds. No funds of the Association shall be disbursed except when authorized or approved by the Association, but the Executive Board may authorize or approve expenditures not in excess of \$150.00 in support of established policies or objectives of the Association,

Section 3. Petty Cash Fund. The Executive Board may authorize the Treasurer to maintain a Petty Cash Fund not in excess of \$ 100.00.

ARTICLE VI

Fiscal Year and Annual Audit

Section 1. The Fiscal year of the Association shall end on December 31.

Section 2. Audit Committee. An Audit Committee of three members shall be appointed by the incoming Executive Board as soon as practicable after the annual meeting. This Committee shall include one, and only one, member of the Executive Board for the preceding year.

Section 3. Audit Procedure. The audit committee shall examine the books and supporting records of the Treasurer for the preceding fiscal year. It shall assure that all disbursements were made for proper purposes with proper authorization. It shall also assure that all revenues and the balance of funds in the Treasury are properly accounted for and safeguarded. The committee shall submit a report with recommendations, if any, at the regular meeting succeeding the annual meeting.

ARTICLE VII

Parliamentary Rules

Section 1. Order of Business. The order of business at regular meetings of the Association shall generally be as follows:

1. Consideration of the minutes of the preceding meeting,
2. Reports of the Secretary and Treasurer.
3. Report of the Executive Board.
4. Reports and proposals of standing committees.
5. Reports and proposals of special committees.
6. Reports of delegates, representatives and appointive officers.
7. Unfinished business.
8. New business.
9. Adjournment.

Section 2. Standing Rules:

- (a) Votes shall be initially by show of hands, except where another manner of voting is provided for by the Constitution or By-Laws. Any ten members may require that the eligibility of all persons voting be verified by reference to the rolls of the membership.
- (b) No member shall be allowed to speak until recognized by the presiding officer.
- (c) No member shall speak more than twice on a pending matter until all others who desire to do so have been heard. Nor shall any member consume more than five minutes consecutively, without unanimous consent.

Section 3. Robert's Rules of Order. "Robert's Rules of Order, Revised" shall be the parliamentary guide and govern proceedings of the Association, when not in conflict with the Constitution and By-Laws.

## ARTICLE VIII

### Amendment to the By-Laws

Section 1. Procedure. Amendments to these By-Laws must be presented in writing at a regular or special meeting of the Association. Upon presentation, the Secretary shall read the full text of the amendment to the members present, unless copies of the amendment have already been provided at the meeting and the Association agrees to dispense with a reading of the amendment. The person or committee sponsoring the amendment will be permitted to explain briefly its purposes and answer questions thereon, but there shall be no debate. At the following meeting the amendment shall be subject to debate and shall, if the majority voting is in favor, take effect immediately.