

BY-LAWS OF THE
CAMERON STATION CIVIC ASSOCIATION, INC.

ARTICLE I – NAME

The name of this corporation shall be Cameron Station Civic Association, Incorporated (the “Association”).

ARTICLE II – PURPOSE AND POWERS

SECTION 1 The purpose for which the Association was formed is to operate as a non-profit organization in order to promote, without affiliation with any political party, the interest, welfare and common good of the members of the Association and the residents of Cameron Station and the general welfare of the residents of Alexandria, Virginia.

SECTION 2 The Association may affiliate, assist and/or encourage other organizations with similar purposes, if deemed necessary for the promotion of common objectives.

SECTION 3 The Association will disseminate information and news in any manner deemed necessary to keep the membership alert and well informed, within a budget pre-approved by the Board of Directors.

ARTICLE III – MEMBERSHIP

SECTION 1 Membership in the Association shall be open to any individual eighteen (18) years of age or older who is a resident, real property owner or business establishment owner of property which is located in that section of the City of Alexandria described as follows: within the boundaries of the Cameron Station Community Association, Inc. Membership shall be without regard to sex, race, creed, color, religion or age. Each member shall pay dues as may from time to time be set by the Board of Directors in accordance with these By-Laws.

SECTION 2 Each member shall have full voting rights and each member receives one vote. Members shall not be eligible to vote unless dues are current.

SECTION 3 Applicants shall submit their requests for membership, accompanied by dues for the current fiscal year, to the Treasurer, who may at his/her discretion refer such requests to the Board of Directors. Upon receipt of the Treasurer of an applicant’s dues, the applicant shall be deemed to be a member in good standing with all the rights and privileges of a member in good standing. Upon presentation of the application to the Board at the next duly called meeting of the Board, the Board has the right to reject said application in its complete, unfettered and sole discretion, subject to the limitation set forth in Section 1 of this article. Upon rejection, the dues

shall be refunded in full and any vote cast by such applicant in any Association business, including but not limited to election of officers and directors, shall be considered null and void.

ARTICLE IV – DUES

Dues for current and new members shall be \$10.00 per member. The dues year shall be a calendar year. The Board may increase or decrease the annual dues to be collected from the membership.

ARTICLE V – ELECTIONS AND TERMS OF OFFICERS AND DIRECTORS

SECTION 1 Officers and the Board of Directors shall be elected at the annual meeting and shall assume office at the close of that meeting.

SECTION 2 If an office, other than the office of President, becomes vacant, the President shall appoint a member of the Association to assume the office temporarily and shall direct the Secretary to send to the members notice of a special election to fill the vacancy at the next regular meeting; except that if the office becomes vacant within three (3) months of the annual meeting, the President may, in his/her sole discretion, leave the office vacant pending election of new officers at the next annual meeting. In the event of resignation or withdrawal of the President, the First Vice President shall serve as President until the next annual election. In the event of resignation or withdrawal of the President and the First Vice President, the Second Vice President shall serve as President until the next annual election.

SECTION 3 The term of each officer is two (2) years, and each officer can be elected to these positions for only two (2) consecutive terms. Eligibility for re-election resumes after a lapse of two (2) years.

SECTION 4 The term of each director shall be two (2) years.

ARTICLE VI – DIRECTORS

SECTION 1 The Board of Directors is vested with the power to supervise and administer the business, property and affairs of the Association, except as otherwise provided in Chapter 10 of the Virginia Nonstock Corporation Act (Title 13.1 of the Code of Virginia) (the “Virginia Act”).

SECTION 2 Elections of the Board of Directors. The Board of Directors, consisting of up to seven (7) members, shall be elected by and from the voting membership

SECTION 3 The directors shall not receive any compensation for their services as such. They may be reimbursed for necessary expenses incurred by them in carrying out their duties by the Board.

SECTION 4 Each member of the Association agrees to hold all directors harmless for any acts or omissions done in good faith arising out of her/his service. The Association also claims on behalf of the directors, protections including, but not limited to, the Virginia Act.

SECTION 5 Resignations and Removal of Directors. Any director may resign at any time on written notice to the Association without prejudice to the rights, if any, of the Association under any contract to which the director is a party. Directors may be removed, with cause, at any meetings of the Executive Committee by the affirmative vote of a majority of the members of the Executive Committee.

ARTICLE VII –OFFICERS

SECTION 1 The officers of the Association shall be President, First Vice-President, Second Vice President, Treasurer, and Secretary. Officers shall be elected by and from the voting membership. No member shall hold more than one office concurrently.

SECTION 2 Elections of Officers. The officers of the Association shall be elected by the membership.

SECTION 3 The officers shall not receive any compensation for their services as such. They may be reimbursed for necessary expenses incurred by them in carrying out their duties by the Board.

SECTION 4 Each member of the Association agrees to hold all officers harmless for any acts or omissions done in good faith arising out of her/his service. The Association also claims on behalf of officers, protections including, but not limited to, the Virginia Act.

SECTION 5 Duties of Officers. Each officer shall perform all duties incident to the respective office and such other duties as may be required by law, the Articles of Incorporation, these By-Laws, or which may be prescribed from time to time by the Board.

President: The President shall be the general manager and chief executive officer of the Association and shall, subject to the control of the Board, have supervision, direction, and control of the business and affairs of the Association. The President is hereby authorized to exercise any right to vote or execute a proxy to vote on all forms of corporate business. Specifically, the President shall preside at all meetings of the Association, the Board and the Executive Committee; appoint chairpersons of all standing committees; be an ex-officio member of all committees except the Nominations and Elections Committee and the Executive Committee; represent the Association at meetings of governmental agencies and civic associations; perform such other duties as required.

First Vice President: The First Vice President shall preside at meetings of the Association and shall undertake the President's functions in the absence of, or at the request of the President; represent the Association as requested by the President; represent the Association at meetings of

governmental agencies and civic associations as requested by the President; and perform such other duties as may be required. In the event of resignation or withdrawal of the President, the First Vice President shall serve as President until the next annual election.

Second Vice President: The Second Vice President shall assist the President and the First Vice President in the performance of their duties. As may be required, the Second Vice President will conduct public relations duties. In the event of resignation or withdrawal of the President and First Vice President, the Second Vice President shall serve as President until the next annual election.

Secretary: The Secretary shall record minutes of membership meetings; keep records of correspondence and a book of the minutes of all meetings of the Board and the Association to be available at all meetings of the Association; preserve copies of all correspondence of the Association; have the By-Laws available at all meetings of the Board and Association; prepare a summary report of actions or recommendations by the Board for presentation to the Association by the presiding officer at the next regular meeting of the Association; and perform such duties as may be required.

Treasurer: The Treasurer shall receive and safely keep the funds of the Association and safely keep and maintain in written form (or any other form capable of being converted into written form) adequate and correct books and records of accounts of the properties and business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. The books and records of accounts shall at all times be open to inspection by any director. The Treasurer shall receive and be custodian of any funds received by the Association; issues receipts; and deposit all funds received in a bank protected by the Federal Deposit Insurance Corporation in the name of and to the credit of the Association within five days of receipt. The Treasurer shall disburse the funds of the Association in accordance with the budget and as ordered by the Board. The Treasurer, as necessary, shall present an itemized statement of receipts and expenditures. When necessary, all elected officers are empowered to make expenditures with two signatures of not over \$100 U.S. dollars. In the absence of President, First Vice-President and Second Vice President, the Treasurer shall perform their duties.

SECTION 4 Resignations and Removal of Officers. Any officer may resign at any time on written notice to the Association without prejudice to the rights, if any, of the Association under any contract to which the officer is a party. Officers may be removed, with cause, at any meetings of the Board by the affirmative vote of a majority of the directors.

ARTICLE VIII - EXECUTIVE COMMITTEE

The elected officers and directors shall constitute the Executive Committee. The President of the Association may designate the immediate past President of the Association to be an ex-officio member of the Executive Committee. As set forth in Article VII, Section 5, the President or his designate shall preside at all meetings of the Executive Committee.

ARTICLE IX - COMMITTEES

SECTION 1 Within six (6) months of the regular November meeting, the President shall appoint, with the advice and consent of the Executive Committee, a Nominations and Elections Committee to present a list of candidates for election to office for the following two-year period.

SECTION 2 The President shall be empowered to appoint such special committees as the President deems needed at any time, or on a majority vote of the members at any meeting, the President shall appoint such committees as they direct.

ARTICLE X – MEETINGS

SECTION 1 Regular meetings of the Association shall be held, so far as may be practicable, in September, November, January, March, and May.

SECTION 2 The regular meeting of the Association in November shall be the annual election meeting.

SECTION 3 The President may call special meetings of the membership of the Association. A special meeting shall be convened upon request of four or more members of the Executive Committee.

SECTION 4 The President shall call a meeting of the Association within ten (10) days after receipt of a petition signed by 10 or more members of the Association in good standing requesting that a meeting be held.

SECTION 5 Written notices of every regular or special meeting of the Association (other than a meeting to act on an amendment to the By-Laws, merger, proposed sale of the Association's assets or dissolution) shall be given to all members either by U.S. mail, e-mail or by posting such notice on the Association's web site no less than 10 days before the meeting.

SECTION 6 At any regular or special meeting of the Association or of the Executive Committee, proper notice of the meeting having been issued, having at least two officers or directors shall constitute a quorum. For the Board of Directors meeting, a majority of the filled positions of the Board shall constitute a quorum.

SECTION 7 Except for elections and similar transactions of internal business, membership meetings of the Association shall be open to the public.

SECTION 8 The Executive Committee shall meet no less than quarterly. Special meetings of the Executive Committee may be convened by the President.

SECTION 9 The Executive Committee or President shall prepare an agenda for each membership meeting of the Association.

ARTICLE XI – INDEMNIFICATION AND INSURANCE

SECTION 1 To the fullest extent permissible by the provisions of the Virginia Act, the Association shall indemnify each of its officers and directors against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by such person by reason of such person's having been made or having been threatened to be made a party to a proceeding, as a result of their holding or having held such position and performing services in that position. The Association shall advance the expenses reasonably expected to be incurred by such persons in defending any such proceeding upon receipt of a written undertaking by such person of the obligation to repay such advances if he or she is found to have been culpable to a degree which precludes his or her being reimbursed under the provisions of the Virginia Act.

SECTION 2 The Association may purchase and maintain insurance on behalf of any director or officer of the Association against any liability asserted against or incurred by the director or officer in such capacity or arising out of the director's or officer's status as such, whether or not the Association would have the power to indemnify the director or officer against such liability under the provisions of Virginia law.

ARTICLE XII – AMENDMENT

These By-Laws may be amended in the following manner. The proposal shall be presented to the next regular meeting of the membership with the recommendations of the Executive Committee. A two-thirds vote of the members present at a duly called meeting shall be required for adoption of any amendment.

ARTICLE XIII– PARLIAMENTARY AUTHORITY

Roberts' Rules of Order (Revised) shall be the parliamentary authority on all matters not covered by the Constitution and By-Laws of the Association.

ARTICLE XIV – SUSPENSION OF BY-LAWS

These By-Laws may be suspended in case of emergency by unanimous vote of all those present at a meeting at which a quorum is present.

A quorum being present at the regular meeting of the Cameron Station Civic Association, the By-Laws of the Association were amended by majority vote on February 2, 2022.