

# **Constitution**

## **Braddock Metro Citizens' Coalition**

### **ARTICLE 1: NAME**

The name of this entity is the “Braddock Metro Citizens’ Coalition, Inc.” or “BMCC”. This Citizens; Association is an incorporated 501C (4) non-profit entity, composed of residents and businesses of the City of Alexandria, Virginia within the stated geographic boundaries.

### **GEOGRAPHIC BOUNDARIES:**

South: Oronoco Street

East: North Patrick

West: North West Street and the Metro Tracks with the inclusion of the Braddock Metro site


North: Intersection of the Metro Tracks and Rt. 1 before the Monroe Street Bridge

(See Attached Map)

### **ARTICLE 2: PURPOSE**

The purpose of this non-profit entity is to educate city residents, especially those residing in the Braddock Metro Neighborhood, on matters of public interest, and to promote their interests, welfare, and common good. The Braddock Metro Citizens’ Coalition may take action on local governmental measures and policies in the public interest. The Association is non-partisan and non-sectarian.

BMCC accomplishes its purpose by

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- a) Using written, oral, and electronic communications and holding meetings: 1) to educate and inform residents about current local issues, such as development plans; 2) to encourage residents to become aware of and involved in city policies, procedures and practices; and 3) to educate residents about city policies, procedures, and practices, improving their interaction with government officials.
  - b) Providing forum opportunities for city and other officials and residents to discuss issues and proposed changes to standard practices particularly relevant to the Braddock Metro Neighborhood.
  - c) Calling for and establishing resident task forces to monitor and study specific concerns and issues and to inform the Braddock Metro Neighborhood, elected officials, and civic leaders.
  - d) Communicating on a regular basis with other Alexandria civic associations, homeowners associations, and residents to maintain the awareness of the community regarding common interests and issues.
  - e) Keeping residents informed of local crimes, trends, and safety issues.

### **ARTICLE 3: MEMBERSHIP**

Membership in BMCC will be open to individuals eighteen years of age or older who resides within the boundaries, as defined above, or who conducts business within the said boundaries; provided that such person has paid the annual membership dues established by the Association.

Each member will pay dues as may be set by the Board of Directors in accordance with the Constitution and By-laws. Each member will be entitled to one vote in all matters brought before membership meetings. Proxy voting will not be allowed. Members assume the rights of members, once they have submitted their membership form and dues to the Treasurer.

The membership shall establish policy for the Association, elect officers, establish annual dues, and appropriate funds.

**Rights of Membership:** Voting members may hold office in the Association, may attend any meeting of the Association, and may speak and vote on matters presented at general membership meetings.

**Dues:** The amount of dues will be determined by the Board of Directors. The dues year will run from the Annual Meeting to the following Annual Meeting.

Resident members may pay dues at the Individual or Household level (as appropriate) or as Sponsors or Patrons. Upon joining, the membership will be assigned an expiration date of either March or September whichever is closer to the initial payment date. Dues are valid for one year from payment. Membership expiration dates are indicated on the Newsletter mailing label. Business members may pay dues at the Business, Parade Contribution, Parade Sponsor or Parade Patron level. Business dues are payable in July. The amount of dues is set by the Board of Directors at the beginning of the BMCC fiscal year.

**Resignation of Members:** Non-payment of dues constitutes automatic resignation on the part of the member.

**Voting:** Each adult member with a paid Individual membership is entitled to vote. A maximum of two adult members of a paid Household membership are entitled to vote. One adult officer of a business is entitled to vote. In order to vote, a person must have been a member for at least one (1) month. Associate members are not entitled to vote. Votes are voice vote or by show of hands. At the President's discretion, ballots may be used. If ballots are used, membership must be verified with roster of current paid members. Members must be present to vote and no proxies are permitted. A roster of members of the Association shall be available at all the general membership meetings of the Association. Sign-in sheets will be available at all meetings.

**Advocacy:** On such occasions that the BMCC seeks to advocate on behalf of its membership, polling will be conducted to determine the general disposition of the membership on the pertinent issues.

#### **ARTICLE 4: OFFICERS**

The Association shall have the following officers: President, Vice-President, Secretary, and Treasurer, all of whom shall be elected from the membership of the Association, and who will hold office for one year from the annual membership meeting until the following annual membership meeting. Upon the resignation of an officer before the conclusion of a term of office, the President shall appoint a replacement.

**Election of Officers:** The officers shall be elected by a majority vote of the general membership at the Annual membership meeting in May. Newly elected officers shall assume office at the first regular meeting thereafter.

Recommendations for officers for the upcoming year shall be reported in writing by the Nominating Committee for distribution at the April meeting of the Association, and shall be incorporated in the notice of the May meeting. Any member may place in nomination the name of a member from the floor at the April or May meeting, provided such nomination is properly seconded. Written ballots shall be used for any office when more than a single candidate is nominated for such office. Separate ballots shall be cast for each officer, and the candidate receiving a plurality of all ballots cast shall be elected. Officers may be removed by majority vote of the board without cause at any duly called meeting of said board.

**Indemnity of Officers:** Any person (and the heirs, executors, administrators and estates of any such person) who at any time shall serve, or shall have served, as a director or officer of BMCC or of any other enterprise at the request of BMCC, shall be indemnified by BMCC in accordance with and to the fullest extent authorized by the Virginia Nonstock Corporation Law. BMCC shall advance to any such person the expenses (including attorneys' fees) of obtaining such indemnification or of defending against any action or proceeding against such person. Any person (and the heirs, executors, administrators and estates of any such person) who at any time shall serve, or shall have served, as an employee or an agent of BMCC, or of any other enterprise at the request of BMCC, may be similarly indemnified, and may have expenses similarly advanced, at the discretion of the Board of Directors of BMCC.

## **ARTICLE 5: BOARD OF DIRECTORS**

**Composition:** The Board of Directors shall consist of the elected four (4) officers of the Association, the all past Presidents of BMCC, and, immediately upon their election at the Annual Meeting, the new officers of the Association.

**Duties:** The Board of Directors shall have general supervision of the affairs of the Association, and shall take action on all matters requiring attention between general membership meeting dates. The Secretary shall report its activities at the next regular membership meeting of the Association. Any member of the Association may attend meetings of the board but may not speak or vote.

**Quorum:** A quorum for Board meetings shall be seven members, a majority of whom shall be officers.

**Special Meetings:** Special meetings of the Board of Directors may be called by the President or the Acting President and must be called by either of them on the request of a majority of the members of the Board. In emergencies, votes of the Board of Directors may be taken by telephone or electronic mail.

**Conflict of Interest:** Each member of the Board of Directors is to avoid conflict of interest or the appearance thereof between their political, personal, professional and financial interests and the stated purpose of BMCC. A Board of Directors member who wishes to run for partisan office must first resign his or her position in BMCC.

## **ARTICLE 6: AMENDMENTS TO THE CONSTITUTION**

Amendments to these Bylaws may be made at any general membership meeting by a two-thirds vote of the members present, provided that notice of the proposed changes has been given at the general membership meeting immediately preceding. Such notice shall be in writing, shall be distributed at the notification meeting, and shall summarize or recite the substance of the proposed amendments.

**ARTICLE 7: LIMITATIONS ON EXPENDITURES AND ACTIVITIES**

Board members and officers shall receive no compensation for their services, except that they and other persons may be reimbursed for actual, authorized expenditures made on behalf of BMCC. No part of the net earnings of the organization shall inure to the benefit of or be distributed to its members, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose article hereof.

No substantial part of the activities of the organization shall be for the purpose of influencing legislation. The organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on: (A) by an organization exempt from federal income tax under section 501(C) (4) of the Internal Revenue Code, or corresponding section of any future federal tax code; or (B) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE 8: DISSOLUTION**

Any member of BMCC may present a petition to the Board of Directors calling for dissolution of BMCC provided that said petition states specific reasons for dissolution and is signed by at least ten (10) members of BMCC. If two-thirds (2/3) of the Board of Directors approves said petition, a members meeting will be called within sixty (60) days to consider the petition. Notice of such a meeting, its purpose, and the reasons for dissolution shall be provided to the members at least thirty (30) days in advance of said meeting via the BMCC web site and electronic mailing to electronic address on file with BMCC. If three-fourths (3/4) of the members through polling called for that purpose approved the petition, BMCC will be dissolved.

Upon the dissolution of BMCC, assets shall be distributed: (A) to organizations supporting one or more exempt purposes within the meaning of section 501 (C) (4) of the Internal Revenue Code, or corresponding section of any future federal tax code; or (B) to the federal government, or to Virginia or Alexandria government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas in Alexandria, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.



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Signature                      Position                      Date

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Signature                      Position                      Date

# BY LAWS

## Braddock Metro Citizens' Coalition

These By-Laws were passed unanimously by the membership at the 05/18/14 meeting effective 05/18/14

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### **GEOGRAPHIC BOUNDARIES:**

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(See Attached Map)

### **ARTICLE 1: MEETINGS OF THE ASSOCIATION**

**Regular Meetings:** The regular meetings of the Association shall be quarterly unless otherwise announced by the Board of Directors.

**Special Meetings:** The Board of Directors may call special meetings of the Association and shall be required to call such a meeting for a specific purpose upon the written request of 25 members. Seven days notice shall be given for such meetings. The purpose of the meeting shall be stated in the notice. No business other than that specified in the Notice of Special Meeting shall be transacted.

**Annual Meeting:** The Annual Meeting, at which officers for the upcoming year shall be elected, shall be the general membership meeting in May.

**Quorum:** A quorum for transaction of business at a general membership meeting of the Association shall consist of 20 percent of members. If a quorum is not present then the membership will be polled. The act of a majority of the members present at any meeting at which there is a quorum shall be the act of the full membership.

**Order of Business:** 1. Approval of minutes of the last meeting of the Association ; 2. Report of the Treasurer; 3. Report of the Officers and Committee Chairs; 4. Unfinished Business; 5. New Business; 6. Special Features; 7. Adjournment.

**Rules of Order:** In all proceedings of the Association, Robert's Rules of Order, Revised shall govern, unless otherwise provided by these Bylaws. The President is encouraged to have a parliamentarian at each general meeting and at the Board of Directors meetings.

### **ARTICLE 2: OFFICERS**

The Association shall have the following officers: President, Vice-President, Secretary, and Treasurer, all of whom shall be elected from the membership of the Association, and who will hold office for two years from the annual membership meeting until the following annual membership meeting. Upon the

resignation of an officer before the conclusion of a term of office, the President shall appoint a replacement.

**DUTIES OF OFFICERS:** Officers must meet the fiduciary duties of careful and prudent judgment, adherence to organizational purpose and rules, and avoidance of conflicts of interest. To discharge the fiduciary duties, officers must be able to attend meetings as deliberation and participation are integral elements of board service.

- **The President** shall preside at all meetings of the Association and perform such other duties as usually pertain to that office.
- **The Vice-President** shall perform the duties of the President in the President's absence.
- **The Secretary** shall be responsible for keeping accurate records of the proceedings of the Association, to include the minutes of the General Membership and Board of Directors meetings and copies of the Articles of Incorporation and the Bylaws of the Association. The Secretary shall also conduct correspondence, as required on behalf of the Association, under the direction of the President.
- **The Treasurer** shall receive all the funds of the Association and be accountable for them to the Association, and shall submit a report on Association finances at each regular meeting. Indebtedness, approved for settlement by action of the Association, shall be paid by the Treasurer from funds on hand. The Treasurer shall prepare a financial statement to be presented at the Annual Meeting. The Treasurer shall be responsible for ensuring that a current roster of membership is maintained. The Treasurer shall ensure that tax returns are filed.

**ELECTION OF OFFICERS:** The officers shall be elected by a majority vote of the general membership at the Annual membership meeting in May. Newly elected officers shall assume office at the first regular meeting thereafter.

Recommendations for officers for the upcoming year shall be reported in writing by the Nominating Committee for distribution at the April meeting of the Association, and shall be incorporated in the notice of the May meeting. Any member may place in nomination the name of a member from the floor at the April or May meeting, provided such nomination is properly seconded. Written ballots shall be used for any office when more than a single candidate is nominated for such office. Separate ballots shall be cast for each officer, and the candidate receiving a plurality of all ballots cast shall be elected. Officers may be removed by majority vote of the board without cause at any duly called meeting of said board.

### **ARTICLE 3: BOARD OF DIRECTORS**

**Composition:** The Board of Directors shall consist of the elected four (4) officers of the Association, the all past Presidents of BMCC, and, immediately upon their election at the Annual Meeting, the new officers of the Association.

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**Quorum:** A quorum for Board meetings shall be seven members, a majority of whom shall be officers.

**Special Meetings:** Special meetings of the Board of Directors may be called by the President or the Acting President and must be called by either of them on the request of a majority of the members of the Board. In emergencies, votes of the Board of Directors may be taken by telephone or electronic mail.

**Conflict of Interest:** Each member of the Board of Directors is to avoid conflict of interest or the appearance thereof between their political, personal, professional and financial interests and the stated purpose of BMCC. A Board of Directors member who wishes to run for partisan office must first resign his or her position in BMCC.

#### **ARTICLE 4: COMMITTEES**

The Association shall maintain, to the extent practical, the following Administrative Committees: 1. Membership; 2. Communications/Social ; 3. Budget and Finance; 4. Nominating, 5. Charity, 6, Friends of the Park. The Board of Directors may establish such other Committees and functions as are necessary for the conduct of Association business.

**Membership committee** monitors the size of the membership, develops recruitment tools, and advises on the membership dues schedule.

**Communications/Social committee** issues a newsletter and other publications and maintains the BMCC website.

**Budget and Finance committee** monitors revenue and expenses and develops the annual budget.

**Nominating Committee:** The President shall select a Nominating Committee of no less than three, nor more than seven members, including the immediate Past President, who have been members for one year or more. The recommendations of this committee for proposed officers for the coming year shall be reported at the April meeting of the Association, and shall be incorporated in the notice of the May meeting.

**Charity Committee:**

**Friends of the Park Committee:**

#### **ARTICLE 5:**

##### **AGENDA OF MEETINGS**

With the consent of the Board of Directors, the President or designee will prepare an agenda for each membership meeting and distribute it to the attendees at the time of the meeting

#### **ARTICLE 6: FISCAL MATTERS AND APPROPRIATIONS**

The fiscal year of the Association shall be from January 1 to December 30. The Budget and Finance Committee shall prepare annually for the Board of Directors a recommendation for an annual budget and an estimate of annual revenues of the Association. The Committee shall monitor expenditures and revenues throughout the fiscal year for the purpose of proposing supplemental budgets and/or revenue raising when such are needed.

The Board of Directors shall, after considering the proposals of the Budget and Finance Committee, present to the members for their approval by majority vote at the October general membership meeting an annual budget and the relation of the proposed budget to estimate annual revenue, provided that details of the proposed annual budget shall be provided to members in a timely manner prior to the date of adoption.

Modifications to an approved budget of the Association and other appropriations shall be made by a majority vote of the membership at a general membership meeting, provided that a timely notice of the proposed changes is given, and provided further that the Board of Directors may vote to expend amounts not to exceed \$500 at any one Board meeting, for the purpose of financing unforeseen but necessary administrative costs, or to continue, on a short-term and emergency basis, an activity previously funded in the budget. All such Board appropriations shall be reported to the membership at the next general membership meeting.

#### **ARTICLE 8: DELEGATES TO OTHER ORGANIZATIONS**

The President shall appoint delegates to any organizations of citizens associations of which this Association is a member. The delegates shall attend the meetings of such organizations and work therein for the benefit and welfare of the residents of Alexandria, and particularly for the residents represented by this Association.

Delegates to other organizations shall be bound to represent BMCC in accordance with the vote of the membership but shall use their discretion in voting or speaking on matters on which BMCC has not acted.

#### **ARTICLE 9: AMENDMENTS TO THE BYLAWS**

Amendments to these Bylaws may be made at any general membership meeting by a two-thirds vote of the members present, provided that notice of the proposed changes has been given at the general membership meeting immediately preceding. Such notice shall be in writing, shall be distributed at the notification meeting, and shall summarize or recite the substance of the proposed amendments.

#### **ARTICLE 10: RECORDS**

The following records of the Association shall be maintained: 1. Original Constitution 2. Certificate of Incorporation 3. Bylaws 4. Officers of the Association and Committee Chairs, their dates in office, names, addresses and telephone numbers; 5. Notices of Meetings; 6. Minutes of Meetings; 7. Year-end Reports by Officers and Committee Chairs; 8. Correspondence; 9. Historical Material - printed, typed, handwritten notes and memoranda; 10. Resolutions adopted.

#### **ARTICLE 11: EXEMPT ACTIVITIES**

Notwithstanding any other provision of these By-Laws, no member, Director, Officer, employee or representative of the Association shall take any action or carry on any activity for or on behalf of this Association not permitted to be taken or carried on by an organization exempt under section 501(c)(4) of the Internal Revenue Code.



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Signature

Position

Date

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Signature

Position

Date

DRAFT