

Arlington Women's Civic Alliance

Amended and Restated Bylaws

Adopted May 31, 2020 (Revised December 7, 2022)

Article I—Name and Structure

The non-profit corporation described herein is named the Arlington Women's Civic Alliance (the "Alliance"). The Alliance is a membership organization, the activities of which are overseen by a Board of Directors (the "Board"), as described in Article VI below.

Article II—Purpose

The purposes of the Alliance are a) to encourage and further friendship of women of Arlington and adjacent communities; b) to programmatically and financially support Arlington community projects; and c) to provide volunteer services. A major objective of the Alliance is to arrange regular educational, informational, and cultural programs for the members. Four general membership meetings will be held each year, and at least one annual fundraising event will be held to benefit the Arlington community.

Article III—Membership

Section 1. Admission to Membership

A. Eligibility

Membership in the Alliance is offered to women of Arlington and adjacent communities who are interested in its activities. Regular membership is limited to 80 members.

B. Prospective Members

1. Candidates for membership must be sponsored by a regular member, who notifies the Membership Chair in writing of the prospective member's interest; each member may sponsor only one prospective member at a time and nominations must be made by June 1st of each year. The Membership Chair maintains a list of prospective members. New members are admitted each September as space permits on a first-come-first-served basis.
2. Following payment of dues, prospective members will become members as of the fall membership meeting. Each new member will be introduced to the membership by her sponsor at the first membership meeting she attends. If space is available, the Board may approve the addition of new members at other times of the year.

Section 2. Classes of Membership

A. *Active Members*

1. Active members (“regular members”) are required to pay annual dues, to actively and financially support projects of the group, and to purchase at least one ticket to the annual fundraising benefit.
2. Regular members are required to attend at least one general membership meeting each year; dates of these meetings will be published in the Alliance directory annually or on the Alliance website. Members are also expected to support the activities of the Alliance on an annual basis by hosting an event or by participating in programs or volunteer activities. In addition, members are expected to serve as officers or as committee members at least once every five years.
3. Failure to meet these obligations may result in termination of membership. Hardship exemptions will be considered by the Board on a case-by-case basis.

B. *Leave of Absence*

1. Members may take a leave of absence for up to one year. Valid reasons for a leave of absence include illness, family issues, professional reasons, absence from the city, or moving temporarily out of the local area.
2. A written request for a leave of absence must be submitted to the Board before such leave can become effective. These members are excused from duties and attendance at meetings during their leave. Reinstatement to regular member status shall be by written request to the membership chair for readmission in September.
3. Members on leave are not exempt from financial obligations except as determined by the Board.

C. *Associate Members*

Alliance members may elect to become associate members (“sustaining members”) after five years as a regular member. Changes in status from regular to sustaining membership will become effective at the beginning of the next fiscal year. Sustaining members are required to pay full dues. They are not required to purchase a ticket to the annual Alliance benefit or to attend a business meeting. Sustaining members will receive all Alliance correspondence and will be listed in the directory. They will not be eligible to vote, hold office, sponsor new members, or serve on committees. A sustaining member may request reinstatement of regular membership status by notifying the Membership Chair in writing by June 15. She will be readmitted at the September membership meeting if space is available, if not, she will be added to the top of the prospective members’ list.

D. Withdrawing from Membership

1. A member may withdraw at any time from the Alliance. Withdrawal notices must be submitted in writing to the Membership Chair. Withdrawing members are expected to pay dues and purchase a benefit ticket for the fiscal year during which the withdrawal occurs.
2. A member who has withdrawn may apply for readmission without sponsorship. She must reapply in writing to the Membership Chair by June 15 for readmission as of the fall membership meeting. She will be treated as a new candidate for purposes of admission and prospective members list priority.

Article IV—Finance

Section 1. Fiscal Matters

The fiscal year of the Alliance is from July 1 to June 30.

Section 2. Dues

All members of the Alliance are required to pay annual dues. Returning members' and new members' dues are payable by the spring membership meeting and are delinquent as of July 1. Failure to remit dues by July 1 will result in removal from membership. Dues are subject to change upon recommendation by the Board and approval by the membership.

Section 3. Fundraising Activities

Each member is expected to financially support fundraising activities of the Alliance.

Section 4. Assessments

Each member may be assessed for any amount deemed necessary by majority vote of the membership.

Section 5. Refunds

The Alliance will not refund any payments of members' financial obligations except by approval of the Board.

Article V—Nominations, Elections, Voting

Section 1. Nominations

Each spring the President appoints, with the approval of the Board, a Nominating Committee of three regular members to develop a slate of candidates for election to officer positions on the Board for the following fiscal year. The Nominating Committee shall make best efforts not to

nominate any candidate for a third consecutive term in the same office.

Section 2. Elections

- A. The Nominating Committee presents its slate to the membership, who elect the new Board at the spring membership meeting, as described in Section 3, below.
- B. The newly elected officers take office beginning on July 1.
- C. A vacancy on the Board shall be filled by a regular member nominated by the President and approved by the Board. Anyone elected to fill a vacancy on the Board is elected for the unexpired term only.

Section 3. Membership Voting

- A. Only those regular members present at a membership meeting are entitled to vote at that meeting, provided that members may vote by email when required in order to meet the quorum requirement below.
- B. Fifty percent of all regular members shall constitute a quorum. A quorum is required to elect new officers, to vote on allocation of benefit proceeds, and to amend or alter the Bylaws.
- C. All business and elections shall be decided by a majority vote of those present and eligible to vote, except as otherwise provided herein.

Article VI—Board of Directors

Section 1. General Powers

The business and affairs of the Alliance are managed by the Board, which consists of those individuals elected to officer positions by the membership. From time to time, the Board may delegate to officers of the Alliance such powers and duties as it may see fit in addition to those specifically provided in these Bylaws. The Board keeps minutes of its meetings and a full account of its transactions.

Section 2. Number and Tenure

The Board consists of no fewer than three and no more than twenty-two members elected to the officer positions set forth in Section 3, below, each of whom shall be a regular member in good standing. The directors are elected by plurality voting at the spring membership meeting for a term of one year, and each director holds office until her successor is elected and qualified or until her earlier resignation or removal.

Any two offices, except those of President and Vice President, may be held by the same person, but no officer shall execute, acknowledge, or verify any instrument in more than one capacity, when such instrument is required to be executed, acknowledged or verified by any two or more

officers. The Board may from time to time appoint such other agents and employees with such powers and duties as it deems proper.

Section 3. Officers

Each officer position below has one vote on the Board, with the exception of Parliamentarian, which is a nonvoting position. Two people may be elected to share any officer position except President and Parliamentarian. Directors sharing an officer position share one vote on the Board and should make best efforts to ensure that at least one of them is present at each Board and general membership meeting. In the event directors sharing an officer position disagree on how a vote should be cast, that vote will be treated as an abstention.

The officers' duties, outlined below, may be described in more detail by action of the Board. Each officer may, in her discretion, establish a committee of members to assist with her responsibilities. Committee members who are not officers may attend Board meetings but are not entitled to vote.

A. President

The President is chief executive officer of the Alliance and has authority to sign and to execute, in the name of the Alliance, all contracts or other instruments to be executed on the Alliance's behalf. The President presides at all Board and general membership meetings of the Alliance and appoints special committees as necessary. She is an ex officio member of all committees.

B. Vice President/Benefit Chair

The Vice President serves as chair of the annual fundraising benefit and, in the absence of or disability of the President, performs all duties of the President.

C. Program Chair

The Program Chair plans and schedules regular educational, informational, cultural, and social activities for the benefit of the membership. She organizes and directs these functions and arranges for hostesses for those programs held in individual homes.

D. Hospitality Chair

The Hospitality Chair plans the general membership meetings of the organization. She arranges for hostesses and refreshments for these meetings, which are held in members' homes, and sends meeting notices to members.

E. Community Support Chair

The Community Support Chair sets up a committee each year to evaluate Arlington community needs and makes recommendations to the Board and to the general membership

on how Alliance funds should be disbursed.

F. Membership Chair

In accordance with Article III, the Membership Chair maintains the list of prospective members, invites new members to join the Alliance, and coordinates with sponsors for new members to be introduced. She also takes attendance at general membership meetings and brings to the attention of the Board those members who have missed four consecutive meetings. In addition, she publishes the Alliance membership directory each year. In coordination with the Treasurer, she collects annual membership dues.

G. Secretary

The Secretary records attendance at Board meetings and takes minutes at all Board meetings and general membership meetings. In addition, the Secretary is custodian of the corporate records of the Alliance and in general performs all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President of the Board.

H. Treasurer

The Treasurer receives and safely keeps records of all funds of the Alliance, including annual membership dues and benefit ticket income, and disburses such funds on the order of the President of the Board. She makes an annual report on receipts and disbursements by each fiscal year's end. She is responsible for filing tax returns and other required submissions.

I. Volunteer Services Chair

The Volunteer Services Chair identifies volunteer opportunities in the Arlington community. She communicates community needs to Alliance members and coordinates all volunteer activities of the Alliance.

J. Communications Chair

The Communications Chair sends emails to the membership at the request of Board members to inform them about Alliance events, programs, and other Alliance news. With the permission of the affected member, she circulates information about members' personal or family milestones. The Communications Chair is responsible for maintaining the most current version of the Alliance's membership email list and for informing the Board of members' email changes as needed. She also coordinates publicity and press relations for the Alliance.

K. Website Chair

The Website Chair maintains the Alliance website. She updates the site at the beginning of each year and as needed throughout the year to provide necessary information and facilitate online payments.

L. Parliamentary

The outgoing President shall act as Parliamentary during the term of her successor and should attend and advise at Board meetings.

Section 4. Board Meetings

- A. The annual meeting of the Board to install new Board members is held as soon as practicable in the spring after the spring general membership meeting. Additional regular meetings of the Board are held periodically during the year.
- B. Special meetings of the Board may be called by the President or by any two directors. Location of the meetings will be set by the President.
- C. Notice of the place, day and hour of every annual, regular, and special Board meeting is given to each director by mail, email, or telephone. Dates and locations for both annual and regular Board meetings are published in the Alliance membership directory.

Section 5. Quorum Adjournments

A majority of the voting positions for which directors are then in office constitutes a quorum for the transaction of business at every meeting of the Board; except as otherwise provided by the Articles of Incorporation or elsewhere in these Bylaws, the act of a majority of the votes present at any meeting where a quorum is present is the act of the Board. If a quorum is not present at any meeting of the Board, the directors present may adjourn the meeting, without notice other than announcement at the meeting of the time and place of the adjourned meeting, until a quorum is present.

Section 6. Resignation

A director may resign by letter to the Board stating an intention to resign and the effective date thereof.

Section 7. Removal

Any director may, by vote of a majority of the Board in a special meeting called for such purpose, be removed from office and another may be elected in the place of the person so removed to serve for the remainder of the term.

Section 8. Compensation

Directors shall receive no compensation for their services as such, but may, by resolution of the Board or as specified in the budget, be allowed reimbursement for their expenses actually and reasonably incurred on behalf of the Alliance.

Section 9. Action by Consent

Any action of the Board may be taken without a meeting if a consent in writing setting forth the action is signed by all directors and filed with the minutes of the Alliance.

Section 10. Telephone Conversation

Members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a telephone conference call or similar communication whereby all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at the meeting.

Section 11. Rules of Order

Other than as set forth herein, Robert's Rules of Order shall govern all Board meetings unless the Board, by majority vote, elects to operate by other rules.

Article VII—Other Committees

The Board may by resolution constitute and appoint such other committees to perform such other duties and functions as the Board may deem appropriate. Each member of every committee shall continue in office at the pleasure of the Board. One member of each committee shall be appointed chair, whether directly by the Board or in such other manner as the Board may prescribe. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of those present at a meeting at which a quorum is present shall be the act of the committee.

Article VIII—Contracts, Checks, Deposits, and Gifts

Section 1. Contracts

The Board may authorize any officer or officers, agent or agents of the Alliance, in addition to the officers so authorized by these Bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Alliance, and such authority may be general or confined to specific interests.

Section 2. Checks, Drafts, Etc.

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Alliance shall be signed by such officer or officers, or agent or agents of the Alliance, and in such manner as shall be from time to time determined by resolution of the Board.

Section 3. Deposits

All funds of the Alliance shall be deposited from time to time to the credit of the Alliance in such banks or other depositories as the Board may select.

Section 4. Gifts

The Board may accept on behalf of the Alliance any contribution, gift, bequest, or devise for the general purposes or for any special purposes of the Alliance.

Article IX—Amendments to the Bylaws

Bylaws of the Alliance may be adopted, amended or suspended by two-thirds of the voting members present at a general membership meeting, provided there is a quorum. Every member will receive a copy of proposed changes no fewer than thirty days before the date of the membership meeting at which a vote is to be taken.

Article X—Dissolution of Alliance

Upon dissolution of the Alliance, the Board shall dispose of all assets of the Alliance in accordance with the provisions outlined in the Articles of Incorporation.