

**Proposed Amendments to Boulevard Manor Civic Association (BMCA)  
Constitution and Bylaws | Arlington, Virginia  
Redlined Version**

**Article I – Name and Definition**

1. The name of the Association shall be the Boulevard Manor Civic Association- (hereafter “the Association”).
- ~~1.2.~~ 2. The Association represents the area ~~thereof is~~ that is generally bounded by Wilson Boulevard on the north, Arlington Boulevard on the south, Four Mile Run on the east, Carlin Springs Road on the southeast, and the Arlington County line to Upton Hill Regional Park ~~and Upton Hill Regional Park~~ on the west.

**Article II – Purposes**

The purposes of the Association shall be to promote a sense of community and the common welfare, health, and safety of its the residents ~~of the area served by the Association;~~ represent the neighborhood to the Arlington County government; encourage neighborhood improvements, and support social activities for the residents of the area served by the Association.

**Article III – Membership and Dues**

1. Membership. Any adult person (18 or older) who maintains his or her residence in Boulevard Manor may become a Voting Member of the Association upon payment of the annual dues.
2. Dues. Membership dues in the Association shall be a minimum of one-twenty dollars per single Member per year and thirty dollars per Family per year for a family, or such ~~greater~~ amount as set by the Board of Directors (hereafter “the Board”) in October of each year, for each Voting Member. Dues are payable on January 1st of the ensuing year.

**Article IV – Officers and Board of Directors**

1. Officers. The Officers of the Association shall be President, Vice President, Secretary, and Treasurer.
2. President. The President shall preside at all meetings of the Association and of the Board of Directors, shall be a Member of all Standing and Special Committees, and shall perform all the duties incident to the office.
3. Vice President. In the absence of the President, the Vice President shall perform all duties and exercise all powers delegated herein to the President.
4. Secretary. The Secretary shall keep the minutes of the meetings of the Association and of the Board of Directors. The Secretary shall have custody of the records of the Association and maintain them (other than those of the Treasurer), conduct the general correspondence of the Association and of the Board of Directors, and perform such other duties as the President and the Board of Directors may direct. All

Association -meeting minutes shall be posted to the official Association BMCA website.

5. Treasurer. The Treasurer shall collect, disburse, and have custody of the Association's funds, and shall maintain adequate records to account for the Association's financial operations. Disbursements are to be made only for expenses directly related to matters supporting the purposes of the Association (Article II above). The Treasurer shall prepare an annual budget for approval by the Board no later than January 31 of each year. The approved budget will serve as authority for the Treasurer and President to expend Association funds within the specified year, and shall be posted to the official Association-BMCA website. The President may, in consultation with the Treasurer and other Board ~~M~~members, re-program unspent or underspent allocations on other budgeted activities and items. However, total expenditures may not exceed the total approved budget figure without the approval of the full Board. Upon direction of the Board or a minimum of 10 Members, the~~The~~ Treasurer's records shall be audited ~~at least once a year~~ by a Committee appointed by the President in accordance with ~~Section 1,~~ Article VII, Section 1.
6. Board of Directors. There shall be a Board of Directors (~~hereafter "the Board"~~) composed of the elected O~~regular~~ officers of the Association and at least seven Directors, elected in accordance with Section 7 below. Between Regular Association assembled~~meetings~~, the Board shall carry out the wishes expressed by the Association with full power and authority for conclusive action. The chairs of all Standing Committees, and delegates to the Arlington Civic Federation from this Association, shall be entitled to attend all Board Meetings, but shall have no vote unless they are also duly elected Members of the Board.
7. Election of Officers and Directors. All Officers and Directors of the Association shall be elected at the Regular June Meeting of the Association, with terms of office for those so elected commencing upon adjournment of the meeting at which such election shall have taken place. Once elected, Officers shall hold office for a term of two years, or until their successors shall have been duly elected. The President or Vice President may only serve up to three ~~two~~ consecutive terms, if duly reelected for the second and third terms. As much as possible, the terms of the President and Vice President should be staggered so turnover of the two positions does not occur in the same year. The Treasurer and Secretary have no limits on the consecutive terms they may serve, as duly reelected. Directors shall serve for a ~~-~~term of two years and may serve up to a maximum of three ~~two~~ consecutive terms. To provide for staggered terms, at least two Board members shall be elected each year. In addition, the outgoing President shall automatically become a member of the Board for one term (two years) if the Nominating Committee ascertains that this Member will serve. Nominations for O~~e~~fficers and Directors shall be made by the Nominating Committee and may also be made from the floor at the Association meeting in which the election is held. The consent of a candidate must be obtained before that name is placed in nomination. Election shall be by ballot (or hand vote if s all BMCA Association M~~m~~embers present agree), and a majority of those present and voting shall constitute an election.

8. Absence or Inability of Officers. In the absence of the President and Vice President for a period of two months or more, or upon refusal or inability to perform the duties and exercise the powers necessary to keep the Association on an active basis, the Board is empowered to declare the positions of President and Vice President vacant and to elect a President pro tem.
9. Vacancy in Elective Office. In the event the Office of the President is vacated, or upon the refusal or inability of the President to perform the duties of the Office prior to the regular election, the Vice President shall become President. The President, including a President pro tem as set forth in Section 8 above, is empowered to fill any other vacancy in elective office by appointment, such appointees to serve in office until the next regular election, as provided by this Constitution.
10. Removal from Elective Office. The Board may censure or remove for cause any Officer or Board/Committee Member. Censure shall require a simple majority of all Officers and Board Members then in office, removal for cause shall require a two-thirds (2/3) vote of all Officers and Board Members then in office. Votes may be taken at any Regular or Special Meeting of the Board. Censure or removal for cause will be based on fraud, conflict of interest, personal misconduct, lack of fitness to serve, or failure to perform. The Officer or Board/Committee Member shall be given notice of the pending censure or removal for cause and be given an opportunity to be heard and the matter considered by the Board at the time and place mentioned in the notice."

#### Article V – Notices and Meetings

1. Notices. The term "Written Notice," used in this Constitution, is defined as any combination of communications intended to reach interested members of the Boulevard Manor neighborhood. Adequate Written Notice must include at least two ~~one~~ of the following communication methods: (1) signs (minimum of four), ~~or~~ (2) bills posted at a minimum of 10 locations throughout the neighborhood, (3) ~~2~~ postings to the official Association website ~~internet site of the Civic Association, and~~ (4) ~~3~~ correspondence delivered to homes in Boulevard Manor, and (5) via electronic means by email or social media. ~~to the BMCA listserve.~~
2. Regular Meetings. The Regular Meetings of the Association shall be held during the months of February, June, and October at a time and place to be designated and announced by the Board.
3. Regular Board Meetings. The Regular Meetings of the Board shall be held at least four ~~three~~ times a year, at a time and place to be selected by the President. For matters requiring a Board vote, the President may communicate electronically with M ~~m~~embers of the Board and may count votes received by voice, or data transmission, email or electronic survey. ~~or data~~
4. Special Association Meetings. Special Meetings of the Association shall be called:
  - a) at the discretion of the President, or
  - b) by the President or Board of Directors, who shall be compelled to call such a meeting upon the written request of ten Members of the Association.

The purpose of any Special Meeting shall be stated in a Written Notice to all Members at least five days in advance of such meeting.

5. Special Board Meetings. Special Meetings of the Board shall be called:
  - a) at the discretion of the President, or
  - b) by the President or Board upon the agreement of three Members of the Board.

c) Notice of Special Board meetings shall be given to each Member of the Board not less than two days prior to such meeting.
6. Quorum. The minimum requirement for a Quorum at any Association meeting shall be met when there are present enough Voting Members to numerically equal 10% of the number of Voting Members represented in the Association but in no case fewer than 15 Members. ~~Seven~~ Five Five Officers and Members of the Board of Directors shall constitute a Quorum at any Board Meeting.

#### Article VI – Order of Business

1. In the absence of an agenda prepared by the President, the following order of business is established for the meetings of the Association and the Board of Directors. In general, guest s-speakers will be on the agenda as early as reasonable so they can depart as desired.
  - ~~(1)~~ Call to Order
  - ~~(2)~~ Guest speaker, if any
  - ~~(3)~~ Reading of minutes of the previous meeting
  - ~~(4)~~ Report of Treasurer
  - ~~(5)~~ Introduction of new Members
  - ~~(6)~~ Reports of Officers, including Board of Directors
  - ~~(7)~~ Reading of communications
  - ~~(8)~~ Reports of ~~committees,~~ Standing and Special Committees
  - ~~(9)~~ Unfinished business
  - ~~(10)~~ New business
  - ~~(11)~~ Election of Officers and Board Members
  - ~~(12)~~ Adjournment

Roberts' Rules of Order shall govern the procedures of all meetings where the same is not in conflict with the Constitution and By-Laws of this Association.

#### Article VII – Voting

1. Voting privileges are extended only to those Members who have paid dues for the current calendar year, with only one vote per member or household.
2. Voting may be conducted in person at a Regular n-official Association Meeting via written ballot or general voice vote, paper ballots, electronically or any combination thereof.

### Article VIII – Committees

1. Committees. Except in the case of the Nominating Committee, the President in consultation with the Board, -shall appoint the membership of Committees and fill any vacancies that may arise on those Committees.
2. Standing Committees. The Standing Committees shall be Communications, Hospitality, Safety, Conservation and Beautification, Parks, and Membership. The Board may create or dissolve Committees as needed by the Association.
3. Nominating Committee. The Nominating Committee shall be composed of three Members elected by the Association at the February Regular general-Association Meeting. The Nominating Committee shall be responsible for preparing a slate of Officer and Director candidates and presenting the slate at the June Association meeting for formal Member voting and approval.
4. Special Committees. Special Committees may be appointed from time to time as the President, in consultation~~consultation~~ with the Board may deem necessary.

### Article IX – Amendments

1. This Constitution and Bylaws may be amended by an affirmative vote of two-thirds of the Members of the Association in good standing, present, and voting at any Association meeting, PROVIDED, however, that a Written Notice, stating the purpose and providing the complete language of such proposed amendment, shall be distributed to Association Members at least thirty days in advance of such meeting.

Approved by Association-~~BMCA~~ Membership <<Insert date>>\_\_\_\_\_

- Amended February 25, 2013
- Amended October 28, 2018
- Amended February 19, 2019
- Amended <<insert date>>