

## BYLAWS OF AGENDA:ALEXANDRIA

### ARTICLE I NAME AND PURPOSES

**Section 1. Corporate Name.** The name of this Corporation, incorporated under the laws of the Commonwealth of Virginia as a not-for-profit corporation on May 20, 1998, shall be Agenda:Alexandria.

**Section 2. Purposes.** The purposes of the Corporation shall be to encourage interest in major issues that affect the City of Alexandria through informed debate and discussion. The Corporation shall sponsor monthly meetings at which knowledgeable speakers will make presentations regarding issues of interest to the City and its residents. Agenda:Alexandria will promote the welfare of the community by educating the general public about these issues. This Corporation shall not carry on propaganda nor otherwise attempt to influence legislation nor influence any action for or against local issues nor urge approval or disapproval of specific projects or propositions, nor participate in any political campaign or distribute material on behalf of or in opposition to any candidate for public office.

**Section 3. Office.** The principal office of the Corporation shall be in the City of Alexandria at a place determined by the Board of Directors. The Corporation may have such other offices as it may needs.

### ARTICLE II MEMBERSHIP

**Section 1. Voting Member.** Agenda:Alexandria shall have one class of voting members which shall consist of those individuals who have filed an application for membership and paid the requisite dues as established from time to time by the Board of Directors.

**Section 2. Annual Meeting.** The annual meeting of Agenda:Alexandria shall be held at the regular monthly meeting in May of each year at the place designated by the Board of Directors, for the purpose of discussing and furthering the purposes of the corporation and the transaction of other businesses that may come before the meeting.

**Section 3. Special Meetings.** Special meetings of Members of Agenda:Alexandria may be called by the majority of the Board of Directors or by written petitions signed by not less than two thirds of all voting Members of record of the Corporation.

Except as otherwise provided in these bylaws, Special Meetings of the Board may be conducted through use of email communications or Internet meeting services designated by the President that support anonymous voting and support visible displays identifying those participating, identifying those seeking recognition to speak, showing (or permitting the retrieval of) the text of pending motions, and showing the results of votes. These electronic meetings of the Board shall be subject to all rules adopted by the Board, to govern them, which may include any reasonable limitations on, and requirements for, Board members' participation. Any such rules adopted by the Board shall supersede any conflicting rules, but may not otherwise conflict with or alter any rule or decision of the Board. An anonymous vote conducted through email communication or designated Internet meeting service shall be deemed a ballot vote, fulfilling any requirement in the bylaws or rules that a vote be conducted by ballot.

**Section . Notice and Waiver.** Notice of the date, time and place of the annual or any special meetings of

the Members and, in the case of a special meeting, notice of the purpose or purposes for such meeting, shall be given by written notice, delivered not less 10 nor more than 50 days before the date of the meeting (except as specified below), either personally or sent by mail, postage prepaid, by or at the direction of the Chair or the Secretary, or the officers or persons calling the meeting, to each Member entitled to vote at such meeting at his or her address as shown in the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail.

Notice of a Members meeting to act on an amendment of the Articles of Incorporation shall be delivered or published in the manner provided above, not less than 25 nor more than 50 days before the date of the meeting. Any such notice shall be accompanied by a copy of the proposed amendment or a summary thereof.

Any Member may, in a writing signed by him or her, before or after the time of the meeting stated therein, waive notice of any such meeting. The attendance of a Member at a meeting shall constitute a waiver of notice of such meeting and such Member shall be deemed to have had timely and proper notice of such meeting, unless he or she attend for the expressed purpose of objecting because the meeting is not lawfully called or convened.

**Section 5. Voting.** Actions in general membership meetings require only a majority vote of those Members present and voting.

**Section 6. Action by Consent.** Any action required or permitted to be taken at any meeting of the Members, whether in person or conducted via email communication or Internet meeting services designated by the President, can be taken without a meeting by the unanimous written consent signed by all Members if such consent is filed with the Minutes of the Corporation.

**Section 7. Place of Meeting.** The Board of Directors may designate any place either within or without the Commonwealth of Virginia as a place of meeting for any annual meeting or any special meeting called by the Board of Directors. If no designation is made, or if a special meeting may otherwise be called, the place of meeting shall be the registered office of the Corporation in the Commonwealth of Virginia.

Except as otherwise provided in these bylaws, meetings of the Board may be conducted through use of email communications or Internet meeting services designated by the President that support anonymous voting and support visible displays identifying those participating, identifying those seeking recognition to speak, showing (or permitting the retrieval of) the text of pending motions, and showing the results of votes. These electronic meetings of the Board shall be subject to all rules adopted by the Board, to govern them, which may include any reasonable limitations on, and requirements for, Board members' participation. Any such rules adopted by the Board shall supersede any conflicting rules, but may not otherwise conflict with or alter any rule or decision of the Board. An anonymous vote conducted through email communication or designated Internet meeting service shall be deemed a ballot vote, fulfilling any requirement in the bylaws or rules that a vote be conducted by ballot.

**Section 8. Proxies.** At any Member's request, actions which could be taken at a meeting of the Members, may be presented to the membership by mail if no regular or special meeting is scheduled within 90 days, provided the request shall be signed by a majority of the voting Members entitled to vote with respect to the subject matter. The Directors shall have the option of presenting the question by mail or calling a special meeting to resolve the matter.

**Section 9. Robert's Rules of Orders.** Parliamentary Authority-Robert's Rules of Orders shall govern

this Corporation in all applicable matters and as long as adherence is not inconsistent with these Bylaws.

### **ARTICLE III NOMINATING COMMITTEE**

**Section 1.** The Chair shall appoint, subject to the approval of the Board, a Nominating Committee of not less than three members, not later than April 1 of each year. The Nominating Committee shall present a slate of directors to the membership for election at the May meeting. Nominations may also be made from the floor at the May meeting. Those elected shall take office on July 1 and shall serve for the duration of that fiscal year.

### **ARTICLE IV BOARD OF DIRECTORS**

**Section 1. Organization.** The business and affairs of the Corporation shall be managed by its Board of Directors which shall consist of no less than eleven members and no greater than fifteen members. The initial Directors of the Corporation shall be those named in the Articles of Incorporation, and shall serve until the first annual meeting. The Board shall set the number of members for the succeeding year at the same meeting in which officers are elected.

**Section 2. Term, Removal, Vacancy.** Board Members shall be elected or appointed as the case may be for a term of one year at the annual meeting of the membership and shall serve until their successors shall have been elected and qualified. A Board Member may be removed at any time by a majority vote of the Board of Directors at a duly constituted regular meeting or meeting called for that purpose. If the office of any Board Member becomes vacant by reason of resignation, removal, disability, death or otherwise, the remaining Board Members may by a majority vote appoint a qualified successor to hold office for the unexpired term.

**Section 3. Meetings.** A regular meeting of the Board of Directors shall be held without other notice than by this Bylaw at least once every six (6) months during the year. The Board of Directors may provide by resolution the time and place for the holding of regular meetings and the manner in which notice of such meetings shall be given. Special meetings of the Board of Directors may be called at any time by the Chair of the Corporation or by at least three of the Directors then in office.

Except as otherwise provided in these bylaws, all meetings of the Board may be conducted through use of email communications or Internet meeting services designated by the President that support anonymous voting and support visible displays identifying those participating, identifying those seeking recognition to speak, showing (or permitting the retrieval of) the text of pending motions, and showing the results of votes. These electronic meetings of the Board shall be subject to all rules adopted by the Board, to govern them, which may include any reasonable limitations on, and requirements for, Board members' participation. Any such rules adopted by the Board shall supersede any conflicting rules, but may not otherwise conflict with or alter any rule or decision of the Board. An anonymous vote conducted through the email communication or designated Internet meeting service shall be deemed a ballot vote, fulfilling any requirement in the bylaws or rules that a vote be conducted by ballot.

**Section 4. Quorum.** A majority of the Directors then in office shall constitute a quorum for the

transaction of business at any meeting of the Board of Directors. If a quorum is present, a majority vote of those present shall be the act of the Board of Directors, except as otherwise provided by law or under these Bylaws.

**Section 5. Informal Action by Directors.** Any action which may be taken at a meeting of the Board of Directors, whether in person, via email communication or via an Internet meeting service, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of Directors then entitled to vote.

**Section 6. Compensation.** Directors, as such, shall not receive any state salaries for their services.

## **ARTICLE V** **OFFICERS**

**Section 1. Number and Titles.** The officers of the Corporation shall be a Chair, Vice-Chair, Secretary, Treasurer, and Immediate Past Chair, who may be, but need not be, members of the Board of Directors.

All of the officers must reside in the Commonwealth of Virginia. The Board of Directors may elect such other assistant officers as they may deem necessary for the proper administration of the Corporation.

### **Section 2. Powers and Duties.**

- a. **Chair.** The Chair shall be the chief executive officer responsible for conducting general and active management and direction of the organization's business and affairs. He/she as Chair is empowered to appoint committees as herein provided and shall, ex officio, be a member of all such committees. The Chair may sign, execute and deliver in the name of Agenda:Alexandria all deeds, mortgages, bonds, contracts and other instruments, except as otherwise delegated by these Bylaws. In general, he/she shall perform all duties that may be assigned to him/her by these Bylaws or Articles of Incorporation.
- b. **Vice-Chair.** The Vice-Chair shall perform the duties of the Chair in the event of the temporary absence or disability of the Chair to perform his/her duties. In such event, the Vice-Chair shall be designated the Chair and shall perform such duties and exercise such powers as from time to time may be assigned to him/her by these Bylaws, Articles of Incorporation or the Chair.
- c. **Secretary.** The Secretary shall be custodian of the seal of Agenda:Alexandria and shall affix the seal to all such documents as may be required. He/she shall give notice of all meetings of Agenda:Alexandria in accordance with the provisions of these Bylaws; give notice of all meetings to members; maintain all Agenda:Alexandria correspondence and records; and shall keep copies

of these Bylaws available for inspection by members of Agenda:Alexandria. In general, he/she shall perform all duties incident to the Office of Secretary and such other duties as may be assigned to him/her by these Bylaws, Articles of Incorporation or the Chair.

- d. **Treasurer.** The Treasurer shall be authorized to collect all monies payable to Agenda:Alexandria, shall be charged with the care and custody of its funds and from such funds shall make disbursements to pay the routine operational expenses of the Corporation.

In addition, he/she shall make disbursements for extraordinary expenses as are approved by a majority of Agenda:Alexandria's Board of Directors. He/she shall keep Agenda:Alexandria's financial and bank accounts and shall enter in detail all receipts and disbursements. Under the direction of the Chair, he/she shall report on these accounts. In general, the Treasurer shall perform all the duties incident to the office of the Treasurer and such duties as may be from time to time assigned to him/her by these Bylaws, Articles of Incorporation or the Chair.

- e. **Immediate Past-Chair.** The Immediate Past-Chair shall serve as an officer in order to provide historical perspective and to perform other such duties as may be assigned to him/her by these Bylaws, Articles of Incorporation, or the Chair.

**Section 3. Election and Term of Office.** The Board of Directors shall elect Officers at the Organizational Meeting of the Corporation to serve until the first annual meeting of the Board. All Officers shall be elected for terms of one year. Vacancies may be filled or new offices may be filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and qualified, or until his death or until he/she shall resign or shall have been removed in the manner provided.

**Section 4. Removal from Office.** Any officer may be removed from office by a vote of a majority of the Directors then serving whenever in their judgement the best interests of the Corporation would be served thereby.

**Section 5. Compensation.** No officer of the Corporation shall receive any compensation for his or her service in such office or offices.

## **ARTICLE VI** **PERSONNEL**

**Section 1.** The Board of Directors may employ, retain or engage an Executive Director and such other personnel as it deems necessary for the accomplishment of the business and purposes of the Corporation.

## **ARTICLE VII** **COMMITTEES**

**Section 1.** The Chair, subject to approval of the Board of Directors, shall appoint such committees as may be required for the proper and efficient administration of the Corporation, each of which shall consist of at least one Member of the Board of Directors.

**Section 2.** All committees report to the Board of Directors and shall work within the charge given to them by the Board of Directors.

**Section 3.** Permanent committees and their functions are:

- a. **Membership Committee.** The membership committee shall be tasked with making recommendations regarding the criteria for membership to the Board of Directors, developing membership applications and maintaining accurate records of those persons admitted to membership in the Corporation.
- b. **Finance Committee.** **The finance committee shall be tasked with regularly reviewing the Corporation's financial statements, ensure proper financial record keeping, and notify Board members of financial concerns.**

ARTICLE VIII  
EXECUTION OF DOCUMENTS

**Section 1. Contracts.** The Board of Directors may authorize the Executive Director, any officer or officers, agent or agents, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation; such authority may be general or confined to specific instances.

**Section 2. Funds.** The funds of the Corporation may be paid upon the signature of the Treasurer or Chair.

**ARTICLE IX BOOKS  
AND RECORDS**

**Section 1.** The Corporation shall keep correct books and records of account and shall also keep minutes of the proceedings of its Board of Directors and any committees established by the Board of Directors.

**Section 2.** All books and records of the corporation may be inspected by any member of the corporation, his/her agent or attorney for any proper purpose at any reasonable time.

**ARTICLE X  
FISCAL YEAR**

**Section 1.** The fiscal year of the Corporation shall begin on the 1<sup>st</sup> day of July each year and shall end on the 30<sup>th</sup> day of June of each year.

**ARTICLE XI  
NONPROFIT PURPOSES**

**Section 1.** The Corporation is organized and is to be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, revised or replaced, and as a not-for-profit corporation, and its activities shall be conducted

for the foregoing purposes in such manner that no part of its net earnings will inure to the benefit of any Member, Director, officer or individual.

**Section 2.** The officers and trustees of the Corporation are specifically prohibited from engaging the Corporation in any activity or acting on behalf of the Corporation in any manner which is inconsistent with the purposes herein stated.

**Section 3.** Upon dissolution and final liquidation of the Corporation, its assets shall be distributed only to such organizations designated by the Board of Directors which are determined by it to be organized and operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, revised or replaced.

**Section 4. General Limitations.** The Corporation shall not carry on any activities nor exercise any powers not permitted by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, revised or replaced.

**Section 5. Amendments.** These Bylaws shall not be amended by the Board of Directors in any manner so as to remove the limitations imposed by this Article XI upon the officers and Directors of the Corporation, or in any manner which would be inconsistent with the purposes of the Corporation as stated in the Articles of Incorporation and Articles I and IX of these Bylaws. Nothing herein contained shall be construed to preclude the Directors from amending Article XI of these Bylaws to add further restrictions or limitations upon the officers and Directors of the Corporation in order to continue the qualification of the Corporation for tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended, revised or replaced.

## ARTICLE XII AMENDMENT OF BYLAWS

Section 1. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted at any meeting of the Board at which a quorum is present by an affirmative vote of a majority of the Directors present in person or by proxy.

Adopted by the Board of Directors of Agenda:Alexandria, and delivered to the Secretary of the Corporation October 2, 2023

Linda App , Secretary

As amended October 2, 2023