

Arlington Committee of 100 Bylaws

Preface: Arlington's principal forum for citizen education in local and regional public affairs was organized in 1954. In its monthly dinner meetings, it strives to reach diverse elements of the community and bring them together in an atmosphere which permits communication to replace conflict. Consistent with its focus on education, the Committee of 100 takes no position on public issues. Its charter consists of these bylaws, adopted in 1973 and amended in 1981, 1983, 1987, 1992, 1995, 2003 and 2008.

Article I. Name

The name of the organization is Arlington Committee of 100.

Article II. Purpose

The purposes for which the Arlington Committee of 100 is organized are as follows:

A. To study the essential interests, problems and goals of the people of Arlington County, Virginia.

B. To promote the welfare of the community by furthering a general and common understanding of the problems of Arlington County, Virginia, and by educating the general public about these problems and the efforts necessary for their solution.

C. To operate exclusively for educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954 [hereinafter referred to as "the Code."]

Article III. Powers

At all times:

A. The Arlington Committee of 100 shall not possess or exercise any power or authority that would pose a substantial risk of preventing it at any time from qualifying and continuing to qualify as an organization described in Section 501(c)(3) of the Code, as amended.

B. As a group this organization shall not carry on propaganda or 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.

C. Pursuant to the prohibition contained in Section 501(c)(3) of the Code, no part of the net earnings, current or accumulated, of this organization shall ever inure to the benefit of any private individual. No part of the assets or net earnings of this organization shall ever be used, nor shall this organization ever be organized or operated, for purposes that are not exclusively educational within the meaning of Section 501(c)(3) of the Code.

Article IV. Membership

A. Individuals who live and/or are employed in Arlington County, Virginia and who participate in Arlington civic and/or community activities are eligible for membership in the Arlington Committee of 100.

B. A membership fee shall be fixed by the Board of Directors and may include a second member of the same household, payable July 1 of each year.

C. Membership in the Arlington Committee of 100 will be effective upon receipt of a completed application form, along with the membership fee, by the Membership Committee. The Membership Committee will submit regular reports on new members to the Board.

D. Any member who fails to pay dues for one year shall be contacted and if they fail to renew in due course they will be removed from membership.

E. Former members may be reinstated upon payment of current dues.

Article V. Officers

The officers shall consist of the Chair or co-Chairs, Vice Chair or co-Vice Chairs, Secretary, and Treasurer. These officers shall be elected by the membership at the Annual Meeting held in May of each year. They shall hold office from July 1 of the year of their election until June 30 of the following year or until their successors shall have been elected and qualified.

Article VI. Board of Directors

A. Status and Powers. The Board of Directors shall consist of the officers, the immediate past Chair or co-Chairs, and no fewer than nine or more than twenty directors, as well as the chairs or co-chairs of standing committees as appointed by the Chair or co-Chairs. Chairs or co-chairs of standing committees who are not elected members of the Board are non-voting members of the Board. Efforts shall be made to

achieve Board membership which represents the diversity of the organization's membership. The Board shall manage the affairs of the organization.

B. Election and Term. The membership at the Annual Meeting in May shall elect no fewer than nine and no more than twenty members of the Board. They shall hold office from July 1 of the year of their election until June 30 of the following year or until their successors shall have been elected and qualified.

C. Qualifications. All members of the Board must be members in good standing of the Committee of 100.

D. Filling of Vacancies. Vacancies among the officers or directors shall be filled by the Board of Directors.

E. Meetings. The Board shall meet at least three times each year. Additional meetings may be called by the Chair or co-Chairs, and shall be called upon the request of three officers and/or directors.

F. Quorum. A majority of the members of the Board shall constitute a quorum.

G. Executive Committee. The officers enumerated in Article V and the immediate past Chair or co-Chairs as well as the Program Chair or co-chairs shall act as an Executive Committee between meetings of the Board and may exercise the full authority of the Board except as specifically limited by the Board. Three members of the Executive Committee shall constitute a quorum. A report of all meetings of the Executive Committee shall be presented at the next meeting of the Board.

Article VII. Nominating Committee

The Chair or co-Chairs shall appoint, subject to the approval of the Board, a Nominating Committee of not less than three members, not later than March 1 of each year. At the April meeting of the membership, the Nominating Committee shall present a slate of proposed officers and directors at large to the membership for subsequent election at the May meeting. Nominations may also be made from the floor at the May meeting.

Article VIII. Standing and Other Committees

The Board may establish standing and ad hoc committees as it may deem necessary. The chairs or co-chairs and members of all committees shall be appointed by the Chair or co-Chairs of the

Committee of 100.

Article IX. Meetings

The Annual Meeting shall be held in May of each year. The Committee shall hold such other meetings from time to time as may be necessary or desirable. Notices shall be sent in a timely manner by all reasonable means stating the nature of each meeting.

Article X. Voting

Decisions on any question shall be by a majority vote of those members present and voting at any meeting.

Article XI. Rules of Procedure

All meetings shall be governed by Robert's Rules of Order, Newly Revised.

Article XII. Finances

The activities of the Committee shall be financed by membership dues, meal surcharges, contributions, and other activities as approved by the Board. There shall be an audit of the financial records of each fiscal year.

Article XIII. Duties of Officers

The duties of the officers of the organization shall be as follows: A. Chair or co-Chairs: The Chair or one of the co-Chairs shall preside over all meetings of the Committee as well as the meetings of the Board of Directors. B. Vice Chair or co-Vice Chairs: The Vice Chair, or one of the co-Vice Chairs, shall perform the functions of the Chair or co-Chairs when the Chair is, or co-Chairs are, absent or unavailable. C. Secretary: The Secretary shall keep appropriate records of official actions of the Committee of 100 taken at any meeting of the membership or meeting of the Board of Directors.

D. Treasurer: The funds of the Committee shall be kept and disbursed by the Treasurer who shall also sign all checks. The Chair or co-Chairs and or the Vice Chair or co-Vice Chairs may also sign checks.

Article XIV. Indemnification

The Board of Directors shall provide for indemnification of officers and directors, and shall authorize the purchase of insurance for that purpose.

Article XV. Amendments

These bylaws may be amended by the majority vote of the Board of Directors and ratified by the majority vote of the membership in

attendance at any regularly scheduled meeting, after due notice.

Article XVI. Dissolution

In the event of dissolution of the Arlington Committee of 100, the Treasurer shall pay all outstanding obligations and liabilities of the organization. Any remaining funds or assets shall be distributed to, and only to, one or more organizations described in Sections 501(c)(3) of the Code, as amended, which are determined by the majority vote of the membership in attendance and voting, to be beneficial to the welfare of Arlington County, Virginia.