

**BYLAWS OF
THE WEST END BUSINESS ASSOCIATION**
APPROVED: December 12, 2014 **EFFECTIVE: January 1, 2015**

ARTICLE I - Purpose and Governance

- 1.1 **Purpose.** The West End Business Association, also known as WEBA (“Association”), is an association of business owners, operators, property owners, nonprofit organizations and individuals who share common interests and concerns. Its purpose is to provide programs, educational events, and networking opportunities for its members and to promote the Alexandria West End business district on behalf of its Members.
- 1.2 **Governance.** The Members’ delegates to its Board of Directors (“Board”) are responsible for management of the pursuit of its named purposes in accord with these Bylaws

ARTICLE II - Accounting Considerations

- 2.1 **Specific Accounting Procedures.** The Board shall determine the manner in which the Association shall keep its books and records of account for both tax and financial purposes, and the books which shall be kept in accordance with American Institute of Certified Public Accountants (AICPA) generally accepted accounting principles (GAAP).
- 2.2 **Designation of Fiscal Year.** The Association shall operate on a fiscal year to be determined by the Board.
- 2.3 **Annual Reports.** Within not fewer than thirty (30) calendar days prior to the Annual Meeting, the President and Executive Committee shall distribute or otherwise make available to the Association’s Members an annual report for the Association. The annual report shall include those financial statements identified in paragraph 2.4, management’s report of operations during the calendar year, and such additional information as the Board may specify.
- 2.4 **Keeping the Books and Records.** The Secretary shall keep correct and complete books and written records of account and keep Minutes of the proceedings of its Board and its Members. The financial records of the Association shall be subject to a full financial evaluation not fewer than once every three years to analyze those financial records and the recordkeeping practices for conformance to generally accepted accounting principles, as conducted by a financial professional deemed by the Board to be qualified for such evaluation and who has not served as a Board Director during the reporting period pertaining to the evaluation.
- 2.5 **Maintaining Financial Records.** The Treasurer shall maintain all financial records.

ARTICLE III - Membership

- 3.1 **Class of Members.** There shall be two classes of membership in the Association, with each possessing voting rights of one per Member organization.
- (a) **Regular Business Membership** - these Member organizations are businesses, non-501(c)3 nonprofits, governmental entities, and individuals located or supporting businesses in the West End of the City of Alexandria, VA. Membership includes a primary contact plus not more than four additional representatives employed by the primary contact’s organization, with each representative above those five total representatives attending WEBA events being subject to an additional event fee.

- (b) **Nonprofit Membership** - these Member organizations are charitable nonprofits [501(c)(3)] located or supporting businesses in the West End of the City of Alexandria, VA. Membership includes a primary contact plus not more than four additional representatives employed by the primary contact's organization, with each representative above those five total representatives attending WEBA events being subject to an additional event fee.
- 3.2 **Selection of Members.** The Members of the Association shall be accepted through application and payment of annual dues.
- 3.3 **Voting.** All classes of Members shall have the right to vote at the Annual Meeting, be an Officer or Director, if elected or appointed, and participate in every way in the Association and shall be subject to these Bylaws.
- 3.4 **Dues.** One individual per Member organization shall be authorized to speak and to vote for the organization. Payment of minimum dues per annum, as determined by the Board, is a prerequisite for Membership. All dues are payable at the time of initial membership and within 30 days of the membership renewals, and must be paid prior to the Annual Meeting in order to retain voting rights.

Article IV - Meetings

- 4.1 **Membership Meetings.** The Association shall hold general membership meetings, notifying Members at least ten (10) calendar days in advance by written or electronic notice, at a time and place designated by the Board.
- 4.2 **Annual Meeting.** The Annual Meeting of Members shall be held at a time and place designated by the Board, at which time Member business will be conducted and an election of Directors will be held. Members shall be notified at least thirty (30) calendar days in advance by written or electronic notice, including a Proxy Ballot, at their addresses as they appear in the membership roster, unless a greater amount of notice is required by Virginia law. The newly-elected Board will select Officers, based on the recommendations of the Nominating Committee, and set a tentative calendar of Board meetings for the upcoming year, at the next regularly-scheduled Board meeting, but not more than sixty (60) calendar days following the Annual Meeting.
- 4.3 **Special Meetings.** Special Meetings of the membership may be called at any time by a vote of a majority of the Directors or upon written request to the President by any fifteen (15) member companies of the Association. Notice of such meeting, stating the purpose for which it is called, shall be provided at least ten (10) calendar days before the date set for such meeting, unless Virginia law requires a greater amount of notice. No topics other than those specified in the meeting notice shall be transacted at any Special Meeting of the membership. Minutes shall be taken by the Secretary and submitted to the Board at its next regularly-scheduled meeting.
- 4.4 **Quorum(s):** The presence, in person or by proxy, of one-fifth (20%) of the Member organizations shall be necessary to constitute a quorum for transaction of business at any Special or Annual Meeting of Members.

- 4.5 **Publicizing Association Meetings:** Members shall be notified of all Membership, Annual, and Special Meeting as called for by these Bylaws, or otherwise in advance of the event.

Article V - Board of Directors

- 5.1 **Number and Term.** The Board, including Officers, shall consist of no more than fifteen (15) persons and not fewer than eleven (11) persons, one of which may be a representative of an Alexandria West End civic organization. Members may serve five consecutive one-calendar-year terms, beginning each January 1st, and the Board may grant a term extension on a case-by-case basis. All Board Directors must be willing to chair or co-chair a major event or Committee during their term year, or participate in specific Board projects and events. In addition, the Board may appoint Invitees who may attend and participate in Board meetings without a vote. Such Board Invitees shall not be Directors of the Association and shall serve at the pleasure of the Board.
- 5.2 **Duties of Directors.** The newly-elected Board will elect a slate of officers, based on recommendations of the Nominating Committee, at the next regularly-scheduled Board meeting, but not more than sixty (60) calendar days following the Annual Meeting. Each Board Director will sign a statement acknowledging receipt of the Association's Policies and Procedures and of the duties of Directors and designated Officers, as noted in the Bylaws. The Board shall have the control and general management of the affairs and business of the Association. Such Directors shall in all cases act as a Board, regularly convened, and they may adopt such rules and regulations (also known as Policies and Procedures) for the conduct of their meetings and the management of the Association as they deem proper, not inconsistent with these Bylaws and the laws of the Commonwealth of Virginia.
- 5.3 **Board Members-At-Large.** Directors who are Members-at-Large shall perform such duties from time to time which are assigned by the President.
- 5.4 **Meetings/Notice/Quorum.** Board meetings will be scheduled monthly at dates and times selected by the Board for the subsequent twelve (12) months, at its first regularly-scheduled meeting of the calendar year. Notice of Board meeting dates shall be published in a yearly calendar distributed within sixty (60) calendar days following the Annual Meeting. Written or electronic notice will be provided to all Directors and other Association Members. Such dates and times may be changed by majority vote of the Board or Executive Committee, with at least ten (10) calendar days notice given to all Directors, the time notice for which can be waived by unanimous vote of the Board. The majority of the Board shall constitute a quorum.
- 5.5 **Voting.** At all meetings of the Board, each Director shall have one vote.
- 5.6 **Vacancies.** Any vacancies on the Board occurring between Annual Meetings will be filled immediately for the unexpired portion of the term, by a majority vote of the remaining Directors for the nominee, who will be recommended by the Nominating Committee.
- 5.7 **Removal of Directors.** A Director may be removed from the board:
- (a) if he/she misses three (3) of the scheduled meetings in any single 12-month period of their term and is voted for removal by 75% of the full Board, unless an excuse submitted to the President that has been determined to be valid by a majority vote of a quorum of the Board;

- (b) for other reasons deemed by the Board which diminish the effectiveness of the Director, by a vote of 75% of the full Board; or
 - (c) by a majority vote of the Members attending any Special Meeting called for that purpose.
- 5.8 **Compensation.** The Officers and Board Directors shall serve without salary or compensation.
- 5.9 **Powers.**
- (a) **General Powers.** The Board shall have all the power and authority granted by the By-Laws to the Board.
 - (b) **Specific Powers.** Without limiting the general powers conferred by the last preceding clause and the powers conferred by the Bylaws of the Association, it is hereby expressly declared that the Board shall have the following powers:
 - (1) to appoint a non-Board member person, firm or corporation to accept for the Association any property belonging to the Association or in which it is interested, and to authorize any such person, firm or corporation to execute any documents and to perform any duties that may be requisite in relation to any such trust;
 - (2) to fix the place, time, and purpose of all meetings of Members, subject to these Bylaws; and
 - (3) to designate Board Officers, consisting of the duly-elected President, Immediate Past President (if so elected as a Director), Vice President, Secretary, Treasurer, and Parliamentarian, which shall exercise such powers relating to management of the affairs of the Association as shall be determined by the Board.

ARTICLE VI – Officers

- 6.1 **Number.** The Officers of the Association shall be a President, the Immediate Past President (if so elected as a Director), Vice President, Secretary, Treasurer, and Parliamentarian.
- 6.2 **Election.** The President, Vice President, Secretary, Treasurer, Parliamentarian, and Members-at-Large shall be elected by the new Board, based on recommendations of the Nominating Committee, at the first regularly-scheduled meeting of the newly-elected Board, but not more than sixty (60) calendar days following the Annual Meeting. The Immediate Past President becomes an Officer of the Board if elected as a Director.
- 6.3 **Duties of Officers.** The duties and powers of the Officers of the Association include:
- (a) **President.** The President shall:
 - (1) Preside at all meetings of the Board and Members.
 - (2) Preside at the Annual Meeting and report on the condition of the business of the Association.

- (3) Call regular and Special Meetings of the Members and Directors in accordance with these Bylaws.
 - (4) Be or designate the official spokesperson for the Association.
 - (5) Execute all contracts and other documents requiring the signature of the Association as authorized by the Board, including signing notes, drafts, invoices, warrants, or other orders for the payment of money duly drawn.
 - (6) Do and perform such other duties as from time to time may be assigned by the Board.
 - (7) Receive reports from Committee Chairs on a regular basis and oversee their distribution to the Board.
- (b) ***Vice President.*** The Vice President shall:
- (1) Represent the President and perform duties in the absence of or as requested by the President.
 - (2) Chair the Membership Committee and provide regular reports to the Board.
 - (3) Chair the Nominating Committee.
- (c) ***Secretary.*** The Secretary shall:
- (1) Keep the Minutes of all meetings of the Board, Executive Committee and of the membership in appropriate books and in an electronic version, which will constitute the Association's archive for Minutes.
 - (2) Provide draft Minutes to all Board Directors prior to the monthly Board meetings.
 - (3) Present Minutes of the previous year's Annual Meeting to the membership at the current year's Annual Meeting, delivering them and a Proxy Ballot with the announcement of the upcoming Annual Meeting.
 - (4) Give and serve all notices of the Association.
 - (5) See that the records, reports, statements, and certificates required by the Commonwealth of Virginia are properly kept, made, and filed according to the Bylaws.
 - (6) Ensure the keeping of membership records so as to show the current number, names, and addresses of Member organizations and the names of the their representatives, as well as the date on which each Member organization and their representatives joined and the amount of dues paid thereon.
 - (7) Witness the President's signature on all legal documents submitted on behalf of the Board and/or Association.

- (d) **Treasurer.** The Treasurer shall:
- (1) Be a signatory on all checks, pay bills, invoices, or other orders for the payment of money duly approved by the President.
 - (2) Provide financial reports of the condition of the Association prior to each regular Board meeting and at such other times as shall be required, and a full financial report at the Annual Meeting.
 - (3) Be custodian of all financial records, both in print and electronic forms.
 - (4) Be responsible for the timely filing of all necessary tax forms and financial reports as required by the Bylaws and by the Commonwealth of Virginia.
 - (5) Keep financial records that reflect the bank transactions, assets and liabilities, and expenditures made by the Association.
 - (6) Collect and/or account for registration fees, annual dues, levies, donations, and other monies, which shall be deposited immediately into the Association's designated bank account.
 - (7) Advise the Membership Committee Chair of new and renewing Members within a reasonable period of time.
 - (8) Provide all documentation necessary for the completion of the annual financial evaluation called for in paragraph 2.4 and submit the evaluator's completed report to the President and the Board within thirty (30) days of completion of such evaluation.
 - (9) Act as Chair of the Finance Committee and develop an annual budget.
- (f) **Parliamentarian.** The Parliamentarian shall:
- (1) Ensure that Roberts Rules of Order are followed at all meetings of the Board, the Executive Committee, and of the general membership, and that they are run in a smooth and orderly manner .
 - (2) Ensure that the rules for nominating procedures and elections are followed.
- 6.4 **Members-at-Large.** The duties and powers of the Association's Board Directors who are not Officers include:
- (a) Do and perform such other duties as from time to time may be assigned by the President.
 - (b) The civic organization Board Director, if so elected, may serve as co-Chair of the Nominating Committee and shall provide the Board with timely and relevant information regarding the surrounding residential community and its issues related to the business community.

ARTICLE VII - Committees

- 7.1 ***Standing Committee Appointments.*** The President shall appoint chairpersons of all Standing Committees. Members of Standing Committees shall be recommended by the President and approved by the Board.
- 7.2 ***Standing Committees.*** The Standing Committee Chair will report to the Board at a frequency determined by the President and will submit a summary report to the President upon request and prior to the Annual Meeting. The following shall be the Standing Committees:
- (a) Executive Committee - consists of Officers of the Board.
 - (b) Nominating Committee -- The Nominating Committee, chaired by the Chair of the Membership Committee, should be formed by September and shall present a Directors slate to the Board at its October meeting. A written or electronic slate of Directors and a Proxy Ballot for the election shall be sent to all Members at least thirty (30) calendar days before the Annual Meeting.
 - (c) Programs Committee -- Manages and directs the educational, networking, and other Association events open to Members and/or the general public, in consultation with and providing regular reports to the Board.
 - (c) Marketing Committee -- identifies, creates, and delivers communications which promote the Association's Members, programs, and positions, in consultation with the Membership and Programs Committees.
 - (e) Finance Committee -- Ensures the accuracy, clarity, and timeliness of the Association's financial transactions, reports and annual budget, and provides financial reports to the President and Board as needed. Coordinates and advises on financial transactions of the Programs and Membership Committees.
 - (f) Government Relations Committee -- gathers, maintains knowledge of, and informs the Board of local and other pertinent governmental activities and positions which may impact the Association and/or its Members, and recommends Association positions which may benefit either or both constituencies.
 - (g) Membership Committee -- identifies and creates strategies for both recruiting potential Members and Sponsors and retaining current Members and Sponsors.
 - (g) Communications Committee -- delivers written and electronic communications to Members and, as appropriate, the general public, which contain information on the Association's activities and of business interest, by way of the Association's website, newsletter, and other materials.
 - (i) Contributions Committee -- recommends policies, guidelines, and actions to the Board regarding outside requests for financial support and donations.
- 7.3 ***Special Committees.*** The President shall recommend to the Board, Chairs for and any additional Special Committees deemed appropriate for supporting the Association's mission.

- 7.4 **Committee Reports.** Each Committee Chair should submit a report to the Secretary for inclusion in the monthly Board meeting agenda. The Chair of each Committee should submit a summary report to the President and to the Secretary following each Committee meeting.
- 7.5 **Annual Meeting Reports.** Prior to the Annual Meeting, but no later than December 31st of that year, each Committee Chairs and others as requested by the President shall submit a summary to the President of each Committee's efforts for inclusion in the Annual Meeting report and to the Secretary for the Association archive.

ARTICLE VIII - Elections

- 8.1 **Elections.** The program of the Annual Meeting shall include election of the Board Directors for the ensuing calendar year, the slate for which will be presented by the Nominating Committee Chair. Additional nominees for Board membership may be proposed from the floor. Election shall be by ballot or voice vote and shall require a majority of attending Members to elect each Director. The newly-elected Board will select officers for the upcoming calendar year, based on recommendations of the Nominating Committee, at the next regularly-scheduled Board meeting, but not later than 60 days following the Annual Meeting.

ARTICLE IX - Conflict of Interest Provisions

- 9.1 **Definitions.** For purposes of this provision, the term "interest" shall include personal, financial, or professional interest, interest as director, officer, member, stockholder, shareholder, partner, manager, trustee, or beneficiary of any concern and having an immediate family member who holds such an interest in any concern. The term "concern" shall mean any corporation, association, trust, partnership, limited liability entity, firm, person, or other entity other than the Association.
- 9.2 **Requirements.** No Director or Officer of the Association shall be disqualified from holding any office in the organization by reason of any interest in any concern. A director or officer of the organization shall not be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the Association or with any entity of which the Association is an affiliate. No transaction of the Association shall be voidable by reason of the fact that any Director or Officer of the Association has an interest in the concern with which such transaction is entered into, provided:
- (a) The interest of such Officer or Director is fully disclosed to the Board.
 - (b) Such transaction is duly approved by the Board not so interested or connected as being in the best interests of the organization.
 - (c) Payments to the interested Officer or Director are reasonable and do not exceed fair market value.
 - (d) No interested Officer or Director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting at which such transaction may be authorized.
- 9.3 **Written Requirements.** The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

ARTICLE X – INDEMNIFICATION CLAUSE

10.1. **General Rule.** An Director shall not be personally liable for monetary damages as an Director for any action taken, or any failure to take any action, unless:

(a) the Director has breached or failed to perform the duties of Director in accordance with the standard of conduct contained in Virginia Statues and any amendments and successor acts thereto; and

(b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

Provided, however, the foregoing provisions shall not apply to (a) the responsibility or liability of an Director pursuant to any criminal statute, or (b) the liability of an Director for the payment of taxes pursuant to local, state, or federal law.

10.2. **Indemnification.** The Association shall indemnify any Director (or employee or representative of the Association) who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, (and whether or not by, or in the right of, the Association) by reason of the fact that such person is or was a representative of the Association , against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the criminal proceeding, had no reason to believe such conduct was illegal, provided, however, that no persons shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness; and provided, further, however, in instances of a claim by or in the right of the Association , indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Association unless and only to the extent that the Virginia court of the judicial district embracing the City of Alexandria in which the registered office of the Association is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the courts shall deem proper.

10.3. **Procedure.** Unless ordered by a court, any indemnification otherwise permitted by law shall be made by the Association only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because he or she has met the applicable standard of conduct set forth under that section. Such determination shall be made:

- (a) by the Directors by a majority vote of a quorum consisting of Directors who were not parties to the action or proceeding; or
- (b) if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Director so directs, by independent legal counsel in a written opinion.

10.4 **Advancement of Expenses.** Expenses incurred by a person entitled to indemnification pursuant to this Article or otherwise permitted by law in defending a civil or criminal action, suit or proceeding shall, in any case required by paragraph 10.2, and may, in any other case, be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Association .

- 10.5. **Continuing Right to Indemnification.** The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be a Director (or employee or representative) of the Association and shall inure to the benefit of the heirs, executors and administrators of such person.
- 10.6. **Other Rights.** This Article shall not be exclusive of any other right which the Association may have to indemnify any person as a matter of law.

ARTICLE XI - Contracts, Insurance and Bonds, Checks and Deposits

- 11.1 **Contracts.** The Board may authorize any Director or Directors, or agent or agents, to enter into any contract or to execute and deliver any instrument on behalf of the Association, and such authority may be general or confined to specific instances.
- 11.2 **Insurance.** The Association shall maintain casualty and liability insurance, including Directors and Officers insurance, in such amounts and subject to such conditions as the Board of Directors may from time to time determine.
- 11.3 **Checks.** The Board may authorize, by a duly-adopted resolution of the Board, any Director or Directors to sign checks for designated expenditures, which are to be drawn on the Association's bank account.
- 11.4 **Deposits.** All funds of the Association not otherwise employed shall be deposited into the Association's bank account within a reasonable amount of time as determined by the Board.

ARTICLE XII - Amendments

- 12.1 **How Amended.** These Bylaws may be altered, amended, repealed or added to at any Annual Meeting, or Special Meeting called for such purposes, and for which a quorum is present, by a two-thirds (2/3) majority vote of the members voting at such Annual Meeting or at a Special Meeting, provided that a written or electronic notice had been sent to the membership at least ten (10) calendar days prior to such a meeting, which shall state the amendments which are proposed to be made to such Bylaws. Only such changes as have been specified in the notice shall be made.