

# Bylaws of the Del Ray Business Association

## Article I General

**Section 1. Purpose.** The Del Ray Business Association, Inc. (herein called the “Association” or “DRBA”) is a nonprofit nonstock corporation, organized and existing pursuant to the Virginia Nonstock Corporation Act (§§13.1-801, et seq., of the Code of Virginia). DRBA is an association of business and property owners, professionals, agency representatives and civic leaders having a common interest, the purpose of which is to improve the Potomac West community of the City of Alexandria and not to engage in a regular business of a kind ordinarily carried on for profit.

**Section 2. Repeal of Previous Bylaws.** All previous Bylaws of the Del Ray Business Association, Inc. (formerly known as the Potomac West Business Association, Inc.) whenever and however adopted, are hereby repealed.

**Section 3. Income.** DRBA is primarily supported by membership dues and other income from activities substantially related to the Association’s purpose. No part of the income or earnings of DRBA will inure to the benefit of any individual.

**Section 4. Offices.** The principal office of the Association shall be located in the City of Alexandria, Virginia. The Association may have such other offices, either within or without the City of Alexandria, as the Board of Directors may determine from time to time.

## **Article II Members**

**Section 1. Classes of Members.** The members of the Association shall be divided into three (3) classes as follows: Class A, Business owners, executives or representatives; Class B, property owners or representatives or non-profits; and, Class C, Government officials or representatives.

**Section 2. Qualifications.** The qualifications for membership in each class shall be as follows: Class A membership shall be open to any person, or individual over the age of 18 years, who owns, operates or manages a business, professional office, trade association, or similar activity in the City of Alexandria, or a representative of such owner, operator or manager; Class B membership shall be open to any person, or individual over the age of 18 years, who owns commercial property or carries on commercial activities or a representative of such owner or commercial activity, or is a representative of an association of commercial, or residential property owners, or non-profit, within the DRBA Area of Operation (residential/commercial activities that impact the DRBA business community); and, Class C membership shall be open to any individual over the age of 18 years, or a representative of such individual, who is an elected official whose constituency includes the DRBA Area of Operation, any full-time government employee, over the age of 18 years, whose responsibilities include serving persons or businesses within the DRBA Area of Operation.

**Section 3. Election of Members.** Any person or individual interested in becoming a member of the Association shall submit a written and signed application, on a form approved by the Board of Directors, to the Membership Committee, to be duly considered by the Committee, and approved or disapproved by the committee. On approval of the application and payment of the required dues, the applicant shall become a member of the Association. Any applicant who has been disapproved by the Membership Committee, or any member of the Association on behalf of the applicant, shall have the right of review by the membership at large, according to such procedure as may be fixed by the Board of Directors.

**Section 4. Voting Rights.** Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the members.

**Section 5. Termination of Membership.** The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and, by a majority vote of those present at any regularly constituted membership meeting, the membership may suspend or expel a member for cause, after an appropriate hearing. Any person who is expelled or whose membership is suspended by the Board of Directors, or any DRBA member in good standing, may appeal such action to the general membership, according to such procedure as may be fixed by the Board of Directors. The membership of any member who fails to pay annual membership dues after notice and a final date set for such payment by the Board of Directors, may be terminated by majority vote of the Board of Director present at a regular or special Board meeting.

**Section 6. Resignation.** Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessment or other changes theretofore accrued and unpaid.

**Section 7. Reinstatement.** On written request signed by a former member and filed with the Secretary, any former member may apply for reinstatement. Such reinstatement shall require approval and be processed the same as any application for new membership, except that in any case where the former member has been expelled for cause, final approval of the application shall require approval of two-thirds of the members of the Board of Directors.

## **Article III**

### **Meetings of Members**

**Section 1. Annual Meeting.** An annual meeting of the members shall be held on the third Monday in the month of January in each year, at such time and at such place as shall be designated by the Board of Directors, for the purpose of electing officers and directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting is a legal holiday, such meeting shall be held on the next succeeding business day.

**Section 2. Monthly Meetings.** Regular monthly meetings of the members shall be held on the third Monday of each month in each year, without other notice than this bylaw, at such times and at such places as shall be designated by the Board of Directors for the transaction of such business as may come before the meeting.

**Section 3. Special Meetings.** Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights at such place as shall be designated by the President; however, if a majority of the members entitled to vote shall meet at any time and place, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any Association action may be taken. Only business within the purpose or purposes described in the meeting notice may be conducted at a special members' meeting.

**Section 4. Notice of Meetings.** Written, electronic or printed notice stating the place, day, and hour of the monthly meeting of members shall be delivered either personally or by electronic or regular mail, to each member entitled to vote at such meeting, not less than five nor more than 45 days before the date of such meeting, by or at the direction of the President, or the Secretary or the officers or persons calling the meeting. Notice of the annual meeting of members or any special meeting of members, including the date, time and place of the meeting, shall be given either personally or by electronic or regular mail, no less than 10 nor more than sixty days prior to the date of the meeting. In the case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at the member's address as it appears on the records of the Association, with postage

thereon prepaid. If emailed, the notice should be deemed delivered unless the sender receives an electronic notice that the notice was not transmitted successfully.

**Section 5. Informal Action by Members.** Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members entitled to vote with respect to the subject matter thereof.

**Section 6. Quorum.** Members holding twenty percent (20%) of the votes that may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of members present may adjourn the meeting from time to time without further notice.

**Section 7. Proxies.** At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by the member's duly authorized attorney-in-fact. No proxy shall be valid after six (6) months from the date of its execution, unless otherwise provided in the proxy.

**Section 8. Voting by Mail or Electronic Mail.** Where directors or officers are to be elected by members or any class or classes of members, such election may be conducted by mail or electronic mail in such manner as the Board of Directors shall determine.

## **Article IV**

### **Board of Directors**

**Section 1. General Powers.** The affairs of the Association shall be managed by its Board of Directors.

**Section 2. Number and Qualifications.** The number of directors shall be thirteen (13), consisting of the President, the immediate-past President, and eleven (11) directors-at large. Directors must be individual members in good standing of the Association. If at any time there shall not be at least one member of the Board of Directors from each Class of membership, the President may, and if directed by the Board of Directors or the membership, shall, appoint a person from such non-represented class to serve as an ex-officio member of the Board of Directors.

**Section 3. Election of Directors.** The President of the Association shall be the Chairperson of the Board and a member of the Board of Directors. The immediate past-President of the Association shall also be a member of the Board of Directors, without election. The President and eleven (11) other members of the Board shall be elected at the annual meeting of members, or upon such mail voting procedure as shall be determined by the Board of Directors, with voting to commence not earlier than 30 days prior to the annual meeting and completed not less than the last business day immediately preceding the annual meeting. Members shall vote specifically for President, but other directors shall be elected at large. Directors shall be elected by a plurality of votes cast by the members entitled to vote in the election. At the first election of Directors after the adoption of these Bylaws, in order to achieve staggered terms, the first term of the five directors receiving the least number of votes, shall be for one year, Section 4 of this Article notwithstanding. Upon expiration of these one-year terms, the positions shall be filled for two-year terms by election at the next annual meeting. Thereafter, all expiring offices will be filled annually in a like manner.

**Section 4. Tenure.** The term of each Director shall be two years and until the next annual meeting of members and the election and qualification of a successor. The term of the President and Past President shall be for a term of one year.

**Section 5. Regular Meetings.** Regular monthly meetings of the Board of Directors shall be held on the first Wednesday of each month in each year, without other notice than this bylaw, at such times and at such places as shall be designated by the President for the transaction of such business as may come before the meeting.

**Section 6. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) directors and shall be held at such place and time as the Directors shall designate.

**Section 7. Notice.** Notice of any special meeting of the Board of Directors shall be given at least two (2) business days previous thereto by written notice delivered personally or sent by regular or electronic mail to each director at the Director's address shown on the records of the Association. If mailed by regular mail, such notice shall be deemed to be delivered three business days after being deposited in the United States mail. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting.

**Section 8. Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of directors is present at any meeting, a majority of Directors may adjourn the meeting from time to time without further notice.

**Section 9. Board Decisions.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors and the Association, unless the act of a greater number is required by law or by these Bylaws.

**Section 10. Telephonic Communication.** Members of the Board of Directors may participate in a meeting of the Directors by telephone, by telephone conference or similar communications, so long as all persons participating in the meeting are cognizant of all communications at the meeting among those present.

**Section 11. Action Without a Meeting.** Any action taken by the Board of Directors without a meeting is nevertheless an action of the Board if written consent thereof is given by a majority of the members of the Board of Directors and such instrument of writing is filed with the minutes of the Association, whether done before or after the action so taken.

**Section 12. Vacancies.** Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors. A Director so appointed to fill a vacancy shall serve for the unexpired term of the predecessor in office.

**Section 13. Compensation.** Directors shall not be compensated for services to the Association. Nothing herein contained shall be construed to preclude any Director from being reimbursed for any reasonable expenses incurred on behalf of the Association, or from receiving compensation for performing other services for the Association, provided, however, a full disclosure of such compensation and additional services shall be made to the members.

## **Article V**

### **Officers**

**Section 1. Officers and Powers and Duties.** The officers of the Association shall be the President, the immediate-past President, the Vice President, the Secretary, the Treasurer, and the Chairpersons of each of the standing Committees of the Association designated in Article 7, and such other officers as may be elected in accordance with the provisions of this Article.

**Section 2. President.** The President shall preside at all meetings of the membership and of the Board of Directors and shall perform such other duties as are incident to his or her office or are required of him or her by the Board of Directors. The President shall also represent the Association at such functions as shall be appropriate to advance the purposes of the Association or shall delegate this task as appropriate.

**Section 3. Vice President.** The Vice President shall exercise the authority of the President in his or her absence and perform such other duties as may be assigned to him or her by the President or the Board of Directors. The Vice President shall serve as Parliamentarian for the Board of Directors and shall be responsible for the enforcement of the Roberts Rules of Orders and the Bylaws. Additionally, the Vice President may serve as delegate to Leadership Alexandria.

**Section 4. Secretary.** The Secretary shall be responsible for recording and distributing the meetings of the Board meetings and maintaining such other records as may be required of him or her by the President or the Board.

**Section 5. Treasurer.** The Treasurer shall collect and receive all monies due or belonging to the Association. He or she shall deposit the same in a bank designed by the Board in the name of the Association. His or her books shall at all times be open to inspection by the Board and he or she shall report to the Board at each Board meeting the condition of the Associations finances and every item of receipt or payment not before reported; entering and tracking reports; and at the annual membership meeting he or she shall render an account of all monies received and expended during the previous fiscal year. There shall be such audits of books as directed by the Board.

**Section 6. Immediate-Past President.** The Immediate-Past President shall serve as an advisor to the President during his or her term and shall represent the Association at such functions as shall be deemed appropriate by the President or the Board.

**Section 7. Additional Powers and Duties.** The several officers shall have such additional powers and shall perform such additional duties as may from time to time be specified in resolutions or other directives of the Board of Directors. In the absence of such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in nonprofit organizations having the same or similar general purposes and objectives of DRBA.

**Section 8. Election and Term of Office.** The officers of the Association, except the President, the DRBA Representative to the PWA and the immediate-past President, shall be elected annually by the Board of Directors at its first meeting following the annual meeting of the membership. New offices may be created and filled at any meeting of the Board of directors. Each officer shall hold office until his or her successor has been duly elected and qualifies.

**Section 9. Removal.** Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever it its judgment the best interest of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

**Section 10. Vacancies.** A vacancy in any office (except immediate-past President) because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

## Article VI Liability and Indemnification

**Section 1. Non-Derivative Actions.** The Association shall indemnify any person who was or is a party or is threatened to be made a party to any proceeding, whether civil, criminal, administrative, arbitrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he or she is or was a director, officer or member of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful.

**Section 2. Derivative Actions.** The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer or member of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association; provided, however, that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misconduct in the performance of his or her duty to the Association, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and

reasonably entitled to indemnity for such expenses which such court shall deem proper.

**Section 3. Eligibility for Indemnification.** Any indemnification under Section 1 or 2 above (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 1 or 2 of this Article. Such determination shall be made (1) by the Board of directors by a majority vote of a quorum consisting of directors who were not parties to such action suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable, by independent legal counsel in a written opinion, or (3) by the members.

**Section 4. Advances of Expenses.** Expenses (including attorneys' fees) incurred in defending an action, suit or proceeding, whether civil, criminal, administrative, arbitative or investigative, may be paid to the person to be indemnified by the Association in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section 3 above upon receipt of an undertaking by or on behalf of the person to be indemnified to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association as authorized in this Article.

**Section 5. Further Indemnification.** The Association shall have power to make any other or further indemnity to any agent or employee of the Association, except an indemnity against his or her gross negligence or willful misconduct. The determination to make such further indemnification shall be made in the manner set forth in Section 3 above.

**Section 6. Benefit.** The indemnity herein provided for shall continue as to any person who has ceased to have the capacity referred to above and shall inure to the benefit of his or her heirs, executors, administrators and personal representative.

**Section 7. Insurance.** The Association shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, member, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the

Association would have the power to indemnify him or her against such liability under the provisions of this Article.

**Section 8. Limitation on Liability.** Except as otherwise provided in Section 13.1-870.1 of the Code of Virginia, no damages may be assessed against any officer or director in any proceeding brought by or in the right of the Association or brought by or on behalf of the members of the Association.

## **Article VII Committees**

**Section 1. Standing Committees.** The standing committees of the Association shall be the Nominating Committee; Membership Committee; Marketing and Events Committee; Communication Committee; Finance Committee; and the Civic Liaison Committee. These committees shall function, as appropriate, in concert with other organizations. It shall generally be the policy of the Association that its Standing Committees shall be chaired by members of the Board of Directors; however, the Board of Directors may, in its discretion and upon approval of a majority of the members present at a duly constituted meeting, designate a member of the Association at large to serve as a Committee Chair in lieu of a Board member. Such Chairpersons shall thereupon become ex-officio members of the Board of Directors, provided, however, each such appointment shall be confirmed by the membership at its next meeting.

**Section 2. Committees of Directors.** The Board of Directors, by resolution adopted by a majority of Directors in office, may designate one or more additional committees, each of which shall consist of one or more Directors and one or more members of the Association who are not Directors or Officers.

**Section 3. Authority.** Standing committees and other committees designated by the Board of Directors shall have and exercise the authority of the Board of Directors in the Management of the Association; but the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him or her by law.

**Section 4. Nominating Committee.** The Immediate-Past President (or such other Director as shall be elected by the Board of Directors) shall serve as the Chairperson of the Nominating Committee. The Committee shall consist of at least two other persons, at least one of whom shall be from the DRBA membership-at-large. Each appointment to the Committee shall be confirmed by a majority vote of the Board of Directors. The Nominating Committee shall perform the functions and discharge the duties concerning the nomination and election of new Board Members, and such other duties as it may be given by these Bylaws or by resolution of the Board of Directors or by resolution of the Members.

**Section 5. Membership Committee.** A Board member shall serve as Chairperson of the Membership Committee. The Committee shall consist of at least two other persons, at least one of whom shall be from the DRBA membership-at-

large. Each appointment to the Committee shall be confirmed by a majority vote of the Board of Directors. The Membership Committee shall perform the functions and discharge the duties concerning the consideration, approval and election of new members, and such other duties as it may be given by these Bylaws or by resolution of the Board of Directors or by resolution of the Members. The Committee shall organize and execute all membership meetings, including site logistics and coordination of guest speakers. The Committee shall report to the Board at Board meetings as to the status of the membership. The Membership Committee shall also make and maintain a complete list of all members of the Association, with the address of each. This list shall be subject to inspection by any member of the Association at any time during usual business hours and shall be available for inspection by any member during the whole time of any meeting of the Association.

**Section 6. Events Committee.** The Board of Directors shall elect one of its members to serve as the Chairperson of the Events Committee. The Committee shall consist of at least two other persons, at least one of whom shall be from the DRBA membership-at-large. Each appointment to the Committee shall be confirmed by a majority vote of the Board of Directors. The Events Committee shall perform the functions and discharge the duties concerning identifying, planning and executing events sponsored by DRBA, prepare annual agenda of events for approval by the Board of Directors, and shall perform marketing, and such other duties as it may be given by these Bylaws or by resolution of the Board of Directors or by resolution of the Members.

**Section 7. Communication Committee.** The Board of Directors shall elect one of its members to serve as the Chairperson of the Communication Committee. The Committee shall consist of at least two other persons, at least one of whom shall be from the DRBA membership-at-large. Each appointment to the Committee shall be confirmed by a majority vote of the Board of Directors. The Communication Committee shall perform the functions and discharge the duties concerning correspondence of DRBA to the members, including notification of all meetings and events, and shall perform the functions and discharge the duties concerning the publication of the DRBA Business News and distribution of information about DRBA to the general public, news media, and website, etc., and such other duties as it may be given by these Bylaws or by resolution of the Board of Directors or by resolution of the Members.

**Section 8. Finance Committee.** The Vice President shall serve as the Chairperson of the Finance Committee. The Committee shall consist of the Treasurer, the Vice President, and such other members of the Board of Directors as the Board

shall from time to time by resolution determine, provided, however, at no time shall the Committee consist of more than seven members, two of whom may be selected by the Board of Directors from the membership-at-large. The duties and functions of the Finance Committee shall include (i) the preparation of the annual budget of the Association, with submissions from all standing committees of the Association and which shall be approved by the Board of Directors and the membership; and, (ii) such other duties as it may be given by these Bylaws or by resolution of the Board of Directors or by resolution of the Members.

**Section 9: Civic Liaison Committee.** The Board of Directors shall elect one of its members to serve as the Chairperson of the Communication Committee. The Committee shall consist of at least two other persons, at least one of whom shall be from the DRBA membership-at-large. Each appointment to the Committee shall be confirmed by a majority vote of the Board of Directors. The Civic Liaison Committee shall review land-use issues that are of interest to DRBA, meet with all new member businesses and serve as a mentor to new and evolving businesses in order to facilitate their establishment within the community. The committee shall educate and assist businesses to navigate City offices, City code and permitting requirements and shall facilitate positive relations with the City of Alexandria Planning Director and Code Enforcement officers. The committee shall ensure participation and visibility for DRBA with those other organizations as directed by resolution of the Board of Directors or by resolution of the members.

**Article VIII**  
**Contracts, Checks, Deposits, Gifts**  
**and Funding Approval**

**Section 1. Contracts.** Subject to the limitations of Section 5 of this Article, and when otherwise approved by the Board of Directors, the President, or in the absence of the President, the Vice President, shall be authorized to enter into contracts or execute and deliver instruments in the name of and on behalf of the Association, and such authority shall be general. The Board of Directors may authorize by specific resolution any other officer or officers or agent or agents of the Association to enter into any contract or execute and deliver any instrument on behalf of the Association, but such authorization shall be confined to specific instances.

**Section 2. Checks, Drafts or Orders.** All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association, shall be signed by the Treasurer and in such manner as shall from time to time be determined by the Board of Directors. The Board of Directors by specific resolution may authorize any other officer of the Association to sign such instruments in the absence of the Treasurer.

**Section 3. Deposits.** All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 4. Gifts.** The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for any purpose of the Association.

**Section 5. Funding Approval.** The President, or the Vice President in the absence of the President, may approve, in his or her sole discretion, the expenditure of funds of the Association not to exceed \$500.00 per expenditure. The Board of Directors may by resolution approve the expenditure of funds of the Association not to exceed \$5,000.00 per expenditure. The expenditure of any funds of the Association in excess of \$5,000.00 per expenditure shall require the approval of a majority of the members voting at any membership meeting of the Association. The approval of the Association's annual budget by a majority of members voting at a membership meeting shall constitute approval of the proposed expenditures contained in such budget.

**Article IX**  
**Books, Records, Audit and Fiscal Year**

**Section 1. Books and Records.** The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, the Board of Directors, committees having and exercising any of the authority of the Board of Directors, and shall keep at such place as the Board of Directors shall determine from time to time a record giving the names and addresses of members entitled to vote. All books and records of the Association may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

**Section 2. Audit.** The accounts and financial records of the Association shall be audited in such a manner and from time to time as shall be determined by The Board of Directors, provided, however, that there shall be no interval greater than three calendar years between any such audit.

**Section 3. Fiscal Year.** The fiscal year of the Association shall be the calendar year.

## **Article X**

### **Dues**

**Section 1. Annual Dues.** The Board of Directors shall determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by its members of each class, and shall give appropriate notice to the members.

**Section 2. Payment of Dues.** Dues shall be payable in advance on the first day of the month in which the member joined the association. Dues of new members who join with less than six months remaining until the next annual dues are payable shall be one-half of the annual dues amount.

**Section 3. Default in Payment.** When any member of any class is in default in the payment of dues for a period of six months from the beginning of the period for which such dues became payable, his other membership may thereupon be terminated by the Board of Directors as provided herein.

**Section 4. Waiver of Annual Dues.** Upon application to the Board of Directors and for good cause shown and annual dues for any member or applicant for membership who is a government official or represents a government agency, or who is a representative of a charitable organization may be waived.

**Article XI**  
**Waiver of Notice and**  
**Amendment of Bylaws**

**Section 1. Waiver of Notice.** Whenever any notice is required to be given under the provisions of the Virginia Nonstock Corporation Act or under the provisions of the Associations Articles of Incorporation by these Bylaws, a waiver thereof in writing signed by the person or persons entitle to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**Section 2. Amendment of Bylaws.** These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by an affirmative vote of at least 2/3 of the Directors then serving at any regular or at any special meeting of the Board of Directors, or by an affirmative vote of at least 2/3 of the members at any regular or special meeting of the membership, if at least 14 days' written notice is given to all the members of the Association of intention to alter, amend, or repeal or to adopt new bylaws at such meeting.

**ADOPTED: January 27, 2008**

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