

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 Del Ray 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Inc. (formerly known as the Potomac West Business Association, Inc.) whenever and however adopted, are hereby repealed.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
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Section 1: Class A Membership: For-profit companies including commercial businesses; commercial property owners; professional offices, and those who own, operate or manage businesses in the City of Alexandria. This includes on-line businesses housed in City of Alexandria. This membership requires submission of a business license. Class A receives all membership benefits for a cost of \$150.

Class B Membership: Nonprofit organizations and associations, including faith-based organizations, who are based in the City of Alexandria and qualify for the nonprofit status as outlined by the IRS. This includes non-profit on-line businesses that are housed in City of Alexandria. Class B receives all membership benefits for a cost of \$75.

Class C Membership: Businesses as defined in Class A and B that are not based in the City of Alexandria. Membership benefits are similar to Class A and B minus the discounted local media rates in the newspapers. Membership is \$300.

Class D Membership: Elected officials, government department directors representing the City of Alexandria and Commonwealth of Virginia, or their designated representatives, and Virginia federal legislators. Class C is complimentary.

Class E Membership: Individuals living in the City of Alexandria who do not meet the qualifications of membership for Class A, B or C. Class D may run for one Board seat but if no individual wishes to run all seats will be Class A and B. Membership is \$25.

Section 2. 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 Directors present at a

regular or special Board meeting.

Section 3. 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 4. 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 in January each year, at such date/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.

Section 2. Monthly Meetings. Regular monthly meetings of the members shall be held each month at such dates/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 any meeting of members shall include the date, time and place of the meeting, and 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 ten percent (10%) 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, a 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. A past-President of the Association shall be appointed by the Board to serve as a member of the Board of Directors. 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 two years.

Section 5. Regular Meetings. Regular monthly meetings of the Board of Directors shall be held on the first 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 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 as a Director to the Association. Nothing herein contained shall be construed to preclude any Director from being reimbursed for any reasonable and authorized expenses incurred on behalf of the Association, or from receiving compensation for performing other authorized services for the Association, provided, however, a full disclosure of such compensation and additional services shall be made to and authorized by the Board of Directors.

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.

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. Past President. The appointed 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, , 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, with or without cause, by a vote of 75% of the Board of Directors whenever in 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 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. 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.

Section 2. Indemnification. The corporation shall, to the extent legally permissible, pursuant to Section 13.1-875 et seq., indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending, or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

Article VII Committee

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Section 1. Committees. The Board of Directors shall appoint such committees, standing or otherwise, as it deems appropriate for carrying out the purposes and activities of the Association. A member of the Board shall be appointed to chair each committee.

Section 2. Authority. Standing committees and other committees designated by the Board of Directors shall have and exercise the authority delegated by the Board of Directors; but the delegation 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

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 unbudgeted funds of the Association not to exceed \$500.00 per expenditure. The Board of Directors may by resolution approve the expenditure of unbudgeted funds of the Association not to exceed \$10,000.00 per expenditure. The expenditure of unbudgeted funds of the Association in excess of \$10,000.00 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 and annually thereafter.

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: June, 2018
