

Bylaws of the
COLUMBIA PIKE REVITALIZATION ORGANIZATION, INC.

ARTICLE I. CORPORATION NAME

The name of this corporation shall be Columbia Pike Revitalization Organization, Inc. (the "Corporation"), and it shall be known in the community as CPRO.

ARTICLE II. OFFICES

The principal offices of the Corporation shall be located in Arlington, Virginia.

ARTICLE III. PURPOSE

Section 1. General Purpose

The purposes for which the Corporation was formed are those set forth in its Articles of Incorporation. The Corporation is a non-profit corporation formed to revitalize the Columbia Pike corridor in Arlington, Virginia, and to combat neighborhood and commercial deterioration. The Corporation will achieve this purpose by supporting programs, projects and activities that encourage economic and community development and neighborhood identity through a public-private partnership. Subject to the limitations of purpose set forth in Section 2 hereof, the Corporation will act as a going concern responsible for implementing the Columbia Pike Revitalization Plan, and other Arlington County Board-approved efforts to enhance the Columbia Pike corridor in Arlington County, and to promote neighborhood harmony. In addition, the Corporation will:

Work to ameliorate and eliminate physical decline within the Columbia Pike neighborhoods and local business community.

Encourage the investment of private resources to ensure the viability of the Columbia Pike corridor.

Identify public and private resources for public improvements and work closely with the County Board, the County Manager, and County staff to identify and obtain these resources, as needed.

Promote economic development in a manner that respects the rights and desires of surrounding residential areas.

Create a positive and distinctive identity for the Columbia Pike corridor through the use of accepted marketing techniques, while maintaining a quality residential and business environment.

Work with civic groups and homeowner associations in the Columbia Pike corridor to achieve shared objectives, to provide information and to assist in matters that impact the quality of life for residents.

Promote a viable, pedestrian-friendly environment conducive to the enjoyment and safety of individuals and groups as they use the commercial and public facilities along Columbia Pike.

Section 2. Limitation of Purpose

The Corporation shall have all those other powers set forth in its Articles of Incorporation so long as these powers in no way exceed the powers of an exempt organization under Section 501(C)(3) of the Internal Revenue Code, or any future corresponding provision of law.

Section 3. Political Activity

The Corporation shall not engage in political activity that is restricted under 501(c)(3) of the Internal Revenue Code by virtue of its exempt status.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Composition of the Board of Directors

The Corporation shall have eighteen (18) voting Directors of the Board and two (2) non-voting Directors of the Board.

Each member of the Board may hold only one (1) board position at a time. Board Members must have at least one (1) year of demonstrated leadership ability.

All Directors shall hold 3-year terms commencing on July 1. Executive Committee members shall hold 1-year terms commencing on July 1.

The Board of Directors shall consist of twenty (20) Directors, each appointed for terms of two-years, except for appointments to fill vacant positions. Members of the Board shall be composed of the following individuals, whenever possible:

- (a) Six (6) voting representatives selected from the ten (10) neighborhoods (Alcova Heights, Arlington Heights, Arlington View, Barcroft School and Civic League, Columbia Forest, Columbia Heights, Arlington Mill, Douglas Park, Foxcroft Heights, Penrose), or from a community service organization located on the Columbia Pike corridor;
- (b) Six (6) voting representatives of businesses with interests on Columbia Pike;
- (c) Six (6) voting directors who are "at large;"

- (d) One (1) non-voting representative of Arlington County; and
- (e) One (1) non-voting representative to be selected from and appointed by the Arlington County Planning Commission, and
- (f) The Executive Director, a non-voting member of the Board, ex officio;
- (g) Any non-voting honorary members appointed by the Board of Directors.

Section 2. Powers

The business of the Corporation shall be conducted and managed by its Board, which may exercise any and all powers of the Corporation, except as such powers may be limited by state or county laws, or by the purposes or which the Corporation is organized under its Articles of Incorporation or these Bylaws.

Section 3. Annual Meeting

During the first quarter of each calendar year, the Board shall hold an Annual Meeting. The President of the Corporation shall designate in writing the time and place of the Annual Meeting. A public announcement shall be made to invite all persons with Annual Memberships in good standing to the Annual Meeting.

Section 4. Regular Meetings

Regular meetings of the Board of Directors shall be held four (4) times per year or more, as called by the President of the Corporation.

Section 5. Special Meetings

Special meetings of the Board may be held at the request of any three (3) Directors, or at the request of the Executive Director. The person or persons authorized to call special meetings of the Board may select the location of the meeting.

Section 6. Notice of Special Meetings

Written notice of any special meeting shall be made to each Director at their business or home address via US Mail at least seven (7) business days prior to the meeting date. Electronic notice will be considered adequate notice when actual notice can be documented.

Section 7. Removal of Directors for Non-Attendance at Meetings

The Board of Directors can remove a Director who is absent for three consecutive regular meetings by a simple majority vote of Directors present at the meeting. Prior to taking such

action, the Secretary will send a notice informing said Director that the director is in danger of being removed from the Board of Directors.

Section 8. Quorum

To transact business at any meeting of the Board, six (6) of the total number of voting Directors must be present to constitute a quorum.

Section 9. Manner of Acting

Any action taken by the majority of the voting Directors present at a meeting at which quorum is present shall be considered an action of the Board of Directors. The Board of Directors may also act by making votes electronically, as set forth in Section 11 below.

Section 10. Appointment and Nomination of Directors

The Board of Directors has the exclusive power to appoint or remove voting or honorary Directors. Any Director may nominate an individual to be a Director. Appointment decisions with regard to persons nominated shall be within the sole discretion of the Board of Directors, and shall be considered at the next regular meeting of the Board of Directors.

Vacancies on and reappointments to the Board may be filled, as needed, from time to time. A Director appointed to fill a vacancy shall be appointed for the unexpired term of his predecessor in office. Any Directorship to be filled by reason of an increase in the number of Directors shall be filled by election at a meeting of the Board Directors.

Section 11. Voting Rights

At any meeting of the Corporation, each voting Director shall be entitled to one (1) vote on any question or issue voted on by the Board.

Except as otherwise provided by law, the Articles of Incorporation of the Corporation, or these Bylaws, all matters voted on by the Directors at any meeting shall be decided by vote of the majority of the voting Directors present.

At any meeting, the Directors may attend, participate, and vote in person or by proxy, provided however, that proxies may only be given to Directors of the Corporation and not more than one (1) proxy may be held and voted by any single Director at any meeting.

The Board of Directors may also vote by electronic means, so long as the votes are duly recorded as required by law, and all Directors are given adequate notice of the deadline for recording such votes.

ARTICLE V. COMMITTEES

Section 1. Executive Committee Composition and Duties

The Executive Committee of the Corporation shall be composed of a President, Vice-President, Secretary, Treasurer elected from among the voting Directors of the Board, the Executive Director, the Immediate Past President and such other officers the Board deems necessary. Director members of the Executive Committee may not be employees of the Corporation and must be voting members of the board.

A vacancy in any office of the Corporation may be filled by the Board at any regular meeting or at any special meeting called for that purpose. Each officer can hold only one (1) office at a time. Each officer must have at least one (1) year of demonstrated leadership ability in a business, civic, professional, or association capacity. The Executive Committee shall act on behalf of the Corporation between meetings of the board of directors.

President: The President shall be the principal elected officer of the Corporation, shall preside at all meetings of the Board, shall serve as an ex-officio member of all committees, and shall have such other powers and such other duties as may be prescribed by the Board of Directors.

Vice-President: In the event the President is unable to serve, the Vice-President shall perform all the duties of the President.

Secretary: The Secretary shall keep, or cause to be kept, a book of minutes at the principal office of all meetings on the Board of Directors.

Treasurer: The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the business transactions and assets and liabilities of the Corporation.

Executive Director: The Executive Director shall be the chief operating officer of the Corporation. The Executive Director shall conduct the day-to-day business of the Corporation. The Executive Director shall carry out the policies and programs of the board, hire and manage the staff, prepare the budget for approval by the Board, and identify and obtain funding. The Executive Director shall work in close cooperation with Board members, Arlington County government, public officials, the business community, civic groups, and others to carry out the purpose of the Corporation. As issues arise, the Executive Director shall in conjunction with the President, appoint committees as needed. The Executive Director shall have no voting privileges.

Immediate Past President: The Immediate Past President shall be the Chair of the Nominating Committee.

Section 2. Nominating Committee

The Nominating Committee shall be composed of one(1) community representative, one (1) business representative, and one other representative appointed from the Board. The

Nominating Committee shall be appointed annually at least two Board meetings prior to the meeting at which new Directors are elected.

The Nominating Committee shall seek recommendations for candidates from the Board of Directors and shall place in nomination all qualified candidates for officers of the Corporation, and candidates for members of the Board. All candidates shall give in writing their consent to serve if elected.

Section 3. Audit Committee

In conjunction with any full audit of the Corporation, the Board shall appoint an Audit Committee composed of three members of the Board of Directors. The Audit Committee Chair shall not be an Executive Committee member. No member of this committee shall be authorized to sign checks or authorize any payments on behalf of the Corporation. The Audit Committee shall be responsible for the periodic review of financial statements, selecting external auditors for the annual audit, and assisting the Treasurer, as needed.

Section 4. Other Committees & Appointments

The Board may request, as issues arise, that the President and Executive Director appoint committees or non-voting advisors to act as liaison with constituent groups or to advise the Board on issues before the Board.

ARTICLE VI. ANNUAL MEMBERSHIP

The Board of Directors shall, from time to time, establish classes of Annual Memberships. All Annual Memberships shall be non-voting, and such memberships shall be open to any person aged 18 or over who resides, owns property, does business, or is otherwise interested in the revitalization of the Columbia Pike corridor. Dues and requirements shall be established each year by the Executive Committee and presented at the Annual Meeting. A member in good standing is a member who has paid dues for the current calendar year.

ARTICLE VII. FINANCIAL MANAGEMENT

Section 1. Contracts

The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument to the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Such authorizations must be made in writing.

Section 2. Loans

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board of Directors, the Treasurer shall sign such instruments. No one who audits the books shall be allowed to sign checks.

Section 4. Deposits

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

Section 5. Audits

An audit of the financial statements and accounting records shall be conducted as required by the Internal Revenue Service. Upon request, the County Manager or an agent of the County Manager may review the Corporation's financial statements and accounting records at any time during normal business hours.

Section 6. Books and Records

The Corporation shall keep correct and complete books and records of accounts and transactions and minutes of the proceedings of the meetings of the Board. The President of the Corporation shall request that a full and correct statement of the affairs of the Corporation be prepared annually, including a balance sheet and financial statement of the operations for the preceding fiscal year, which shall be submitted at the beginning of each fiscal year and filed within twenty days thereafter with the Secretary of the Corporation.

Section 7. Compensation and Expenses

No member of the Board shall receive any compensation for serving in such capacity, but may be reimbursed for expenses incurred on behalf of the Corporation or incurred in performing the duties of their office.

ARTICLE VIII. FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June of the following year.

ARTICLE IX. SEAL

The Board shall provide a corporate seal, which shall be circular in form and shall have inscribed thereon the name of the Corporation and the state of incorporation and the words: "Corporate Seal".

ARTICLE X. WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any Director of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI. AMENDMENT OF BYLAWS

These bylaws may be amended by the Board of Directors at meeting convened for that purpose, by a two-thirds (2/3) vote of the voting directors present.

ARTICLE XII. DISSOLUTION

Dissolution of the Corporation shall conform to the requirements of Sections 13.1-903-912 of the Code of Virginia, or any future corresponding provision of law. Upon dissolution of the Corporation and after payment or provision for the payment of all the liabilities of the Corporation, the Board of Directors will transfer all remaining assets to the Arlington County government.

ARTICLE XIII. DISCLOSURES & CONFIDENTIALITY

Section 1. Annual Disclosure Forms

All directors and employees of the Corporation shall sign disclosure forms to report any financial interest, or lack thereof, in the Columbia Pike corridor in any business entity, real property, or other source of income. Disclosure forms shall be submitted to the Executive Committee annually of the Board of Directors upon appointment, and annually by July 1, and shall be kept on file at the principal office of the Corporation.

Section 2. Material Disclosures

A director or employee of the Corporation shall immediately disclose to the Executive Committee in writing any material financial interest in the Columbia Pike Corridor when it arises and will further recuse himself from any vote in such a matter. Such disclosures shall be filed at the Corporation's principal office and may be inspected by any voting director of the Corporation, upon request.

Any director who wishes to participate in matters that are relevant to the material interest at issue shall openly disclose that interest to the Board of Directors.

A director or employee has a material interest in a decision if it is reasonably foreseeable that the decision will have a direct financial effect, distinguishable from its effect on the public generally, on:

- (a) Any business entity in which the officer, director, or employee has a direct or indirect investment worth five thousand dollars (\$5,000) or more;
- (b) Any real property in which the officer, director, or employee has a direct or indirect interest worth five thousand dollars (\$5,000) or more;
- (c) Any source of income, other than loans by a commercial lending institution in the regular course of business, aggregating five thousand dollars (\$5,000) or more in value received by or promised to the officer, director, or employee within the twelve months prior to the time the decision is made.

For purposes of the Section: A direct investment or interest is one held by the director or employee or by an agent on behalf of the director or employee. An indirect investment or interest means any investment or interest owned by the spouse, sibling, parent or dependent child of any director, or employee.

Section 3. Confidentiality

All directors and employees shall execute confidentiality agreements to protect personal confidential information disclosed for purposes of carrying out Corporation business.

As Amended
July 1989
January 1992
August 1993
April 1997
July 2001
December 2010
February 2016
June 2016