

Amended and adopted on June 28, 2023



The John M. Langston Citizens Association

Bylaws

ARTICLE I

NAME AND BOUNDARIES

Section 1. Name

The name of the organization is the John M. Langston Citizens' Association, hereafter "JMLCA", representing the residents of Hall's Hill/High View Park (HHHVP).

Section 2. Boundaries

- A. The general boundaries of the John M. Langston Citizens' Association are:
1. On the South ----- 16th Street/17th Road/17th Street;
 2. On the West ----- George Mason Drive;
 3. On the North ----- Lee Highway; and
 4. On the East ----- Buchanan Street/Culpeper Street.
- B. The specific boundaries of the JMLCA are delineated in the attached map Exhibit 1 approved by the Arlington County Board.
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ARTICLE II

PURPOSE AND OBJECTIVES

Section 1. Purpose and Objectives

- A. The purpose and objectives of JMLCA activities are to:
1. Promote civic spirit and encourage civic participation in JMLCA and Arlington County in order to make the HHHVP neighborhood and Arlington County an even better place to live;
 2. Foster communication among residents and property owners in the HHHVP neighborhood through the Newsletter, Website, Listserv, and regular community meetings;
 3. Promote neighborhood cohesion;
 4. Preserve and enhance the HHHVP neighborhood;
 5. Promote the general welfare and safety of the HHHVP neighborhood on issues of transportation, traffic control, parks and recreation, police protection, taxation, education, and other health, safety, and issues of neighborhood concern that may be brought up to the JMLCA by its members or the citizens of the HHHVP neighborhood;
 6. Represent and advocate for the HHHVP neighborhood at the Arlington County Civic Federation (ACCF), Arlington Neighborhoods Advisory Committee (ArNAC), and other groups at the county, state and national levels on issues of mutual interest and concern.

Section 2. Limitations on Activities

- A. JMLCA is non-partisan, non-sectarian and non-discriminatory in all actions and activities.
- B. JMLCA shall not support or oppose any candidate for any political office.

Section 3. Other Organizations

- A. JMLCA may join, collaborate with, and support other organizations, characterized by the same guidelines in Section 2. Limitations on Activities, whose purposes and actions are consistent with JMLCA mission and values.
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ARTICLE III

MEMBERSHIP AND DUES

Section 1. Membership

- A. The membership year shall be from January 1 through December 31 (one calendar year), with dues payable in January. The membership categories are:
1. "Individual" (\$10.00 per year);
 2. "Senior Citizen"(aged sixty-five [65] and older) (\$5.00 per year);
 3. "Associate" (\$20.00 per year).
- B. Individual or Senior membership is available to any person, at least 18 years of age, who owns real estate or resides within the jurisdiction (described in Article I, Section 2) within the membership year and provide proof of residency by providing any one of the following to the membership committee:
1. A valid Virginia Driver's license or other VA state identification showing residency in Halls Hill;
 2. A lease or deed showing residency in Halls Hill.
- C. Associate membership is available to any person, at least 18 years of age, who owns real estate or resides in Arlington County, Virginia, including local businesses and their employees. Associate members shall not hold elective office or vote in the Association, but may otherwise enjoy all the benefits and privileges of the Association.
- D. A member in "good standing" is defined by having dues paid in full. This gives a member the privilege to vote on deciding issues of the Association. To be eligible to vote, and in "good standing," dues must have been paid at least one general (regular) meeting prior to the vote. JMLCA will make every reasonable effort to notify members of the expiration of their membership.
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ARTICLE IV

OFFICERS AND DELEGATES

Section 1. Officers and Delegates

- A. All Officers and Delegates shall reside within the jurisdiction of the JMLCA as described in Article I, Section 2.
- B. The elected Officers and Delegates of the JMLCA shall be:
1. President
 2. Vice-President
 3. Secretary
 4. Assistant Secretary
 5. Treasurer
 6. Sergeant at Arms
 7. Delegates (3)

Section 2. Duties and Responsibilities

- A. The President shall:
1. Prepare agendas for and preside at JMLCA meetings and Executive Board meetings;
 2. Call JMLCA special meetings as needed and hold Executive Board meetings on a regular basis;
 3. Appoint all committee chairs, special committees and representatives of the Association

whose appointment is not otherwise provided for in these By-Laws;

4. Be given notice of all committee meetings and has the right to be in attendance as an ex-officio member;
5. Represent JMLCA at county meetings including the Arlington County Board, Arlington County Civic Federation, Planning Commissions, and any other county meetings the President or the JMLCA needs to be represented;
6. Announce the establishment of new committees;
7. Ensure JMLCA actions and activities comply with the association by-laws;
8. Review all documents that are required by law to ensure compliance; and
9. Perform other functions and duties as necessary in support of the JMLCA.

B. The Vice President shall:

1. Preside at JMLCA, Executive board and other meetings in absence of the President;
2. Assume the position of President for the remainder of the unexpired term if a vacancy occurs;
3. Plan and arrange programs for JMLCA meetings;
4. Arrange locations for JMLCA and Executive Board meetings; and
5. In the event of the resignation, removal, disqualification, disability, or death of the President, the Vice President shall assume the office of the President for the remainder of the term of office and
6. Perform other duties and responsibilities at the discretion of the President.

C. The Secretary shall:

1. Prepare minutes of JMLCA meetings and Executive Board meetings that include at a minimum all motions, voting results and Executive Board members attending the meeting. Minutes should also include highlights of each meeting and any action items for follow up;
2. Provide draft JMLCA and Executive Board minutes to the Executive Board for approval at least 5 days before the next Executive Board meeting;
3. Provide approved JMLCA and Executive Board minutes to the Communications Chair for distribution to JMLCA members on the JMLCA Listserv and website at least 5 days before the next Association meeting;
4. Assist the President in preparing responses to incoming correspondence and drafting outgoing JMLCA correspondence for the President's signature;
5. Maintain Executive Board and Committee chair contact list; and
6. Keep attendance records of both the Executive Board meetings and all JMLCA meetings; and
7. Maintain an archive of JMLCA documents such as, correspondence, newsletters, most recent and approved by-laws, and meeting minutes;
8. Provide all duly adopted amendments to the By-Laws for incorporation in the By-Laws;
9. Maintain a copy of the up-to-date JMLCA membership roster;
10. Perform other duties and responsibilities as deemed necessary at the discretion of the President.

D. The Assistant Secretary shall:

1. Act as Secretary in Secretary's absence;
2. Assist the Treasurer and other committees as directed by the President or the Executive Board;
3. Perform other duties and responsibilities as deemed necessary at the discretion of the President.

E. The Treasurer shall:

1. Be the custodian of all funds of the association;
2. Receive membership dues, JMLCA activity receipts, and any other funds for the benefit of

the JMLCA;

3. Prepare and mail receipts for all accounts receivable and accounts payable;
4. Receive, record, deposit all funds in a checking account in the name of the JMLCA in a timely manner;
5. Disburse and account for all JMLCA funds according to best business practices, (e.g., QuickBooks/Quicken, bank statements, banking app);
6. Provide a monthly report at all regular and special meetings of the JMLCA and Executive Board meetings on the current financial condition of the JMLCA (including assets, liabilities, net worth, profits and losses);
7. Receive a monthly roster from the JMLCA Membership Committee on the current membership;
8. Prepare and present an annual budget in consultation with the Executive Board for JMLCA members approval;
9. Present an annual budget, in consultation with Executive Board, for JMLCA approval;
10. Pay bills and disburse expenditures as determined by the Executive Board;
11. Complete all forms necessary for maintaining non-profit status;
12. Complete annual IRS documents; and
13. Perform other duties and responsibilities deemed necessary at the discretion of the President.

F. The Sergeant at Arms shall:

1. Be responsible for all sign in sheets and meeting setups; and
2. Maintain order and decorum among the members and all persons present at all JMLCA meetings.

G. The Delegates shall:

1. Attend and represent JMLCA at Arlington County Civic, Board and government meetings as needed (rotating);
2. Delegates shall share attendance and representation responsibilities so that at least one delegate is present at all designated meetings;
3. Report on findings, activities and actions at the Executive Board and JMLCA membership meetings;
4. Consult and coordinate with the JMLCA and Executive Board to determine the Association's position on issues before these various meetings and faithfully represent those positions at these meetings;
5. Monitor information sources for issues that may impact or are relevant to the HHHVP neighborhood and bring them to the attention of the Executive Board and the JMLCA;
6. Act as representatives of the general membership at Executive Board meetings; and
7. Perform other duties and responsibilities deemed necessary at the discretion of the President.

Section 3: Conclusion of Terms

A. Each officer and elected delegate shall promptly turn over all JMLCA records and property to their successors or the Executive Board at the end of their terms, or immediately, upon removal from office.

B. The President shall:

1. Submit a final summary of the previous year's activities to include standing meeting dates to the new President or Executive Board.

C. The Treasurer shall:

1. Turn over all financial documents including funds, checks and financial records to the new Treasurer or Executive Board to ensure continuity;
2. Submit a final Treasurer's report and copy of financial records to the new Executive Board; and

3. Prepare all financial documents necessary for a financial audit committee.
 4. Change signature cards at financial institutions to new elected Treasurer and officials
- D. The Secretary shall:
1. Turn over all correspondence and records to the new Secretary or Executive Board; and
 2. Submit a final summary of the previous year's activities to the new Executive Board to ensure continuity.
- E. Other Elected Officers shall;
1. Turn over any and all pertinent JMLCA documents, files, and reports in their possession.
- F. Each officer and elected delegate and their successor should document the exchange of records with a signed and dated receipt for the documents exchanged.
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ARTICLE V

COMMITTEES

Section 1. Standing Committees:

- A. The standing committees shall be:
1. Communications Committee;
 2. Membership Committee;
 3. Community Events and Hospitality Committee;
 4. Neighborhood Conservation Plan Committee;
 5. Historical/Archive Committee; and
 6. Bylaws Committee.
- B. The President may also approve establishment of other committees as the interest or need arises.
- C. The President shall announce the establishment of new committees:
1. At JMLCA and Executive Board meetings and
 2. Via the JMLCA LISTSERV, Website and Newsletter, etc.

Section 2. Committee Procedures:

- A. Develop and present to the Executive Board a short, written summary of their committee's objective for the term of office and milestones for accomplishing the objectives.
- B. Make periodic monthly reports at the JMLCA and Executive Board meetings.
- C. Provide committee reports/articles to Communications Chair for distribution to the JMLCA members via the LISTSERV, Website and Newsletter.
- D. Attend Executive Board meetings when requested (monthly).
- E. Submit an annual operating budget if necessary.
- F. Perform other functions as requested by the President.
- G. The Committee Chairs shall:
1. Call and preside at committee meetings; and
 2. Prepare and provide meeting notices to the Communications Chair for timely distribution to JMLCA members via the JMLCA Listserv, Website and, where possible, newsletter, Facebook, Twitter and other digital platforms.

Section 3. Committee Duties and Responsibilities:

A. The Communication Committee shall:

1. Oversee Maintain the JMLCA Listserv and Website;
2. Distribute the following through the Listserv, website and, where possible, newsletter:
3. Notices of JMLCA, Executive Board and JMLCA committee meetings;
4. List of nominees for elective office;
5. Other information the JMLCA and Executive Board requests that is of mutual interest or concern to the neighborhood;
6. Oversee the JMLCA Newsletter;
7. Maintain list and contact information of the Executive Board, Committee Chairs and members;
8. Ensure distribution of the newsletter to residents of HHHVP; and
9. Perform other functions as requested by the President.

B. The Membership Committee shall:

1. Conduct membership drive;
2. Maintain membership sign-up at meetings and events;
3. Maintain the membership roster;
4. Work in collaboration with the Community Events and Hospitality Committee;
5. Report to JMLCA members on current membership;
6. Issue receipts for new and/or renewed memberships;
7. Submit a copy of membership application with payment to Treasurer;
8. Send a confirmation notice to the members;
9. Attend and make monthly reports on membership to the Executive Board;
10. Perform other functions as requested by the President; and
11. Administer elections if appointed by the Executive Board.

C. The Community Events and Hospitality Committee shall:

1. Coordinate welcome activities for new residents to the neighborhood;
2. Develop and coordinate community events and activities that the Executive Board/association approve;
3. Submit a financial report along with receipts for each activity to Executive Board;
4. Perform other functions as requested by the President.

D. The Neighborhood Conservation Plan Committee (NCPC) and Alternate shall:

1. Attend and represent JMLCA at Arlington Neighborhoods Advisory Committee (ArNAC) for the Arlington Neighborhoods Program meetings and activities;
2. Report on ArNAC meetings, activities and Actions to Executive Board and JMLCA;
3. Participate on the Neighborhood Conservation Plan Committee (NCPC) in the development and revision/update of the JMLCA Neighborhood Conservation Plan. Organize and coordinate development and revisions of the Neighborhood Conservation Plan and present to the JMLCA Executive Board and JMLCA for approval;
4. Present JMLCA requests for neighborhood conservation funds to the ArNAC and Arlington County; and
5. Perform other functions the President requests.

ARTICLE VI

EXECUTIVE BOARD

Section 1. Executive Board Composition

- A. The Executive Board shall consist of the elected officers of the JMLCA.
- B. The immediate past President is a member of the Executive Committee for the year following their term. His or her duties shall consist primarily of advising and assisting the incoming President with maintaining continuity and a smooth transition for the newly elected officers. The immediate past President has no voting authority.
- C. The President of the Association shall be the chairperson of the Executive Board.
- D. A minimum of three (3) elected board members shall constitute a quorum for doing business.
- E. Act in conflict with the JMLCA by-laws or any position the JMLCA body takes.
- F. Compromise the fiduciary responsibility in the administration of JMLCA funds.

Section 2. Executive Board Duties

- A. Be responsible for the general administration, supervision and oversight of the JMLCA;
- B. Act on behalf of the JMLCA on all matters the JMLCA membership delegates to the Executive Board;
- C. Act on JMLCA's behalf to the extent necessary in circumstances when delaying action until the next JMLCA meeting would preclude timely action or response;
- D. Report decisions and actions of the Executive Board at the JMLCA meeting;
- E. Approve the minutes of the Executive Board Meetings and the JMLCA meeting;
- F. Make recommendations to the JMLCA;
- G. Yearly meeting schedule shall be prepared for the general membership meetings for JMLCA membership approval at the first meeting of the year. The schedule shall be published in appropriate JMLCA communications media accessible by all members;
- H. Consult with the President about preparation of the annual JMLCA budget;
- I. Review the proposed annual JMLCA budget before the President/Treasurer presents it to the JMLCA for membership approval;
- J. Review the Treasurer's annual financial report before it is presented to the JMLCA membership for approval;
- K. Authorize expenditures that are not in the approved annual budget;
- L. Assist committees when requested;
- M. Perform other duties specified in the by-laws; and
- N. Perform other functions requested by the JMLCA membership.

Section 3. The Executive Board shall not

- A. Act in conflict with the JMLCA by-laws or any position the JMLCA body takes; or
- B. Bind the JMLCA on any action for which a special meeting of the Association is requested.
- C. Compromise the fiduciary responsibility in the administration of JMLCA funds.

ARTICLE VII

ELECTIONS, VACANCIES AND REMOVAL

Section 1. Election Date

- A. Election of JMLCA officers shall be at the annual meeting each June.
- B. If the election is not held at the JMLCA annual meeting or within two months thereafter, a quorum of association members may call a special meeting and elect interim officers after providing JMLCA members with notice of the meeting and elections at least 30 days in advance.

Section 2. Nominating Committee

- A. At least two months before the JMLCA annual meeting the JMLCA body shall elect a nominating Committee.
- B. The Nominating Committee shall be comprised of:
 - 1. Five JMLCA members who do not intend to run for office; and
 - 2. The President shall appoint one member to chair the Nominating Committee.

Section 3. Nomination and Election Procedures

- A. The Nominating Committee shall:
 - 1. Prepare a list of candidates for each office;
 - 2. Determine that each candidate is eligible to hold elective office and consents to serve;
 - 3. Provide the list of candidates to the Communications Chair for distribution to JMLCA members via the JMLCA Listserv, Website, and Newsletter, etc., at least 30 days in advance of the annual meeting;
 - 4. Allow nominations from the floor at the JMLCA May meeting;
 - 5. Allow candidates to make a short statement at the JMLCA May meeting about their qualifications and reasons for running for office;
 - 6. Conduct voting at the JMLCA annual meeting by secret ballot or, if there is only one candidate for each office, by acclamation;
 - 7. The candidate with the most votes will be declared the winner of the election;
 - 8. In the event of a tie, a runoff election will be conducted at the next JMLCA regular meeting with only the voters who were eligible to vote in the first election; and
 - 9. No member shall hold more than one elected office at a time.

Section 4. Election Day

- A. Elections to be administered at the June meeting by the membership committee or special committee as designated by the Executive Board. The committee members conducting the election may not be a candidate.
- B. The election time period should begin one hour prior to the scheduled JMLCA Meeting time. Members will have two hours for the voting period so the membership committee can count the votes.
- C. The committee shall:
 - 1. Prepare paper ballots for members use and keep all completed ballots post-election until the end of the election calendar year;
 - 2. Create sign in sheets for members to confirm voting eligibility and track who voted; keeping all sign in sheets post-election until the end of the election calendar year;
 - 3. Create a voting box for members to deposit their ballots; and
 - 4. Tally the votes at the end of the voting period.

D. Members:

1. Members must be in good standing to vote in accordance with Article III Section 1;
2. Show picture identification to vote;
3. Members may only vote once;
4. Members may complete their ballots secretly;
5. Provisions will be made by the committee for members who need ADA assistance; and
6. Voting must be in person. In the event of a nationally declared pandemic or natural or local disaster or emergency, election administration will be determined by the executive board on a case-by-case basis.

Section 5. Terms

- A. Officers shall serve a two (2) year term commencing at the conclusion of the JMLCA election. Once the votes have been tallied and certified, the newly elected officers shall assume office.
- B. Officers shall not serve more than two (2) consecutive terms (four (4) years total) in the same position, unless no other JMLCA member consents to be a candidate for that position.

Section 6. Vacancies

- A. A vacancy exists if an officer or delegate:
1. Resigns or is deceased;
 2. Ceases to be eligible to hold elective office;
 3. Is absent from three consecutive regular JMLCA meetings without reasonable cause; or
 4. If no one runs for a position during elections.
- B. If a vacancy occurs in any office other than the President, the President shall appoint a member to fill the office for the remainder of the unexpired term.
- C. If a vacancy occurs in the office of the President, the Vice President shall fill the office of the President for the remainder of the unexpired term.

Section 7. Removal

- A. JMLCA members may remove any Executive Board member for cause, including non-performance, ethical or financial improprieties, inefficiency, inappropriate conduct or any conduct unbecoming an officer by two-thirds majority vote of the JMLCA members present and voting at a regular meeting.
- B. The procedures for removing an Executive Board member shall be:
1. A motion for removal may be made at any regular or special meeting.
 2. The JMLCA member(s) shall present a written motion and reasons for removal at an Association meeting;
 3. The Secretary shall read the full text of the motion for removal;
 4. The JMLCA member(s) making the motion shall explain the reasons and answer questions and the Executive Board member who is the subject of the motion shall have time to reply; but there shall be no debate;
 5. The motion shall be voted on at the next regular JMLCA meeting;
 6. The notice of the next JMLCA meeting shall announce the motion for removal;
 7. The Executive Board member who is the subject of the motion shall not preside over the deliberation and consideration of the motion;
 8. Voting shall be by secret ballot; and
 9. If the JMLCA votes to remove the Executive Board member, the member shall be removed immediately.

ARTICLE VIII

MEETINGS

Section 1. Meeting Procedures

- A. All meetings of the JMLCA, Executive Board, and JMLCA committees shall be:
1. Open to JMLCA members and invited guests. In addition, JMLCA Regular, Annual and Special meetings shall be open to any person, but only JMLCA members in good standing shall be permitted to vote;
 2. Every Chairperson of a standing Committee shall attend Executive Board meetings and, with prior approval, any member of the Association shall have the right to attend and be heard at these meetings;
 3. Held only if notice complying with these by-laws is provided to JMLCA members; and
 4. Held at locations that are accessible to persons with disabilities.
- B. Notices of all JMLCA Executive Board meetings shall contain:
1. The date, time and location of the meeting;
 2. The meeting agenda;
 3. Information that the meeting is open to any person but only JMLCA members may vote; and
 4. The name of a contact person if additional information is needed.
- C. Notices of JMLCA, Executive Board, and Special meetings shall be provided to JMLCA members by:
1. JMLCA List serve;
 2. Website, and any other means of notification; and
 3. Newsletter.
- D. A JMLCA member may submit to the President items to be included on the agenda of a JMLCA regular, annual or Executive Board meeting. The President shall place the item on the agenda of the next JMLCA or Executive Board meeting or refer it to the appropriate committee for consideration.
- E. The following rules shall govern JMLCA and Executive Board meetings:
1. The person presiding at the meetings shall ensure that the required quorum is present;
 2. The person presiding at the meeting shall allow JMLCA members and invited guests to participate in discussions. In addition, at Regular, annual; and Special meetings, the person presiding may allow non-members to participate in discussions as time permits, but only JMLCA members shall be allowed to vote;
 3. The JMLCA Secretary taking minutes shall record all motions and votes in the meeting minutes;
 4. Action taken at meetings shall be by a majority vote, except where the by-laws specify otherwise;
 5. Voting shall be by hand initially, except where the by-laws specify another method or ballot vote;
 6. Any JMLCA member may request that the eligibility of all persons voting be verified by checking membership roster; and
 7. Absentee and proxy voting shall not be allowed and no JMLCA or Executive Board member shall have more than one vote.

Section 2. JMLCA Regular Meetings

- A. The Executive Board shall propose the time and schedule of JMLCA Regular meetings for JMLCA approval at the first meeting of each year (September).
- B. The JMLCA shall hold meetings monthly from September to June on the fourth Wednesday of the month.
- C. The President may call, reschedule or relocate any JMLCA regular meeting, when necessary, provided the membership is notified.
- D. The quorum for regular meetings shall be no less than 10 JMLCA members

Section 3. JMLCA Annual Meeting

- A. JMLCA shall hold an annual meeting at its June meeting for the purposes of:
 - 1. Electing the Executive Board;
 - 2. Presenting the Treasurer's annual financial report.
- B. The quorum for the Annual meeting shall be no less than 15 JMLCA members.

Section 4. JMLCA Special Meeting

- A. Special meetings shall be called by the President whenever warranted by agreement of a majority of at least Three (3) members of the Executive Board.

Section 5. JMLCA Executive Board Meetings

- A. The President shall call Executive Board meetings monthly from September to June or as often as necessary.
 - B. Executive Board meeting notices shall provide at least five (5) days notice to JMLCA members.
 - C. The quorum for Executive Board meetings shall be Three (3) members of the Executive Board.
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ARTICLE IX

FISCAL OPERATIONS

Section 1. General Requirements

- A. All JMLCA financial matters shall be conducted according to best business practices (QuickBooks/ Quicken).
- B. All JMLCA dues, receipts and funds shall be deposited in a federally-insured depository that the Executive Board approves.
- C. At a minimum, the Treasurer and President shall be signatories on all JMLCA accounts.
- D. The Treasurer shall present a financial report at each JMLCA regular meeting. At a minimum, the financial report shall include the receipts and expenditures of the JMLCA since the previous meeting. The Secretary shall include the financial report in the minutes of the meeting.
- E. The Treasurer shall present an annual financial report at the JMLCA annual meeting.
- F. The fiscal year of the JMLCA shall be July 1 through June 30.

Section 2. Annual Budget

- A. The Treasurer, in consultation with the Executive Board, shall prepare an annual budget for acceptance and approval by JMLCA at the JMLCA regular meeting in September.
- B. The annual budget shall cover regular and ordinary expenditures of the JMLCA, Executive Board and JMLCA committees.
- C. The Executive Board may revise the annual budget as necessary for JMLCA approval at the next regular meeting.

Section 3. Receipts and Expenditures

- A. The Treasurer shall make all disbursements and pay all expenditures by check.
- B. The Treasurer is authorized to make all disbursements and pay all expenditures provided for in the approved annual budget after consultation with the President.
- C. The Executive Board shall approve disbursements and expenditures that are not in the approved annual budget, on a case-by-case basis.

Section 4. Audits

- A. The President shall appoint an Audit committee to review the JMLCA and Treasurer's financial records.
- B. The Treasurer shall submit all JMLCA financial records to the audit committee.
- C. The Audit Committee shall:
 - 1. Have at least three members, none of whom are authorized to sign JMLCA checks;
 - 2. Submit an audit report and recommendations, if any, to the Executive Board, within 90 days;
 - 3. Present the audit report and recommendations, if any, to the next JMLCA regular meeting; and
 - 4. Audit will be made at such other times as prescribed by the Association or upon the resignation of the Treasurer.

ARTICLE X

PARLIAMENTARY AUTHORITY

Common sense and courtesy shall be the general rule of conduct for all meetings of the JMLCA, Executive Board and JMLCA committees. The most recent edition of Robert's Rules of Order, Newly Revised, shall govern all meetings of the JMLCA, Executive Board and JMLCA committees, provided they do not conflict with Association by-laws or any special rule of order the Association has adopted. An updated version/copy of Robert's Rules of Order will be available at all meetings for reference.

ARTICLE XI

DISSOLUTION

Upon dissolution of the JMLCA, all assets remaining after the settlement of all obligations, debts, and liabilities shall be distributed in equal shares to members in good standing of the JMLCA.

ARTICLE XII

AMENDMENT OF BY-LAWS

Section 1. General Requirements

The JMLCA may amend the by-laws at a JMLCA regular meeting by 2/3 majority vote of the JMLCA present and voting.

Section 2. Amendment Procedures

A. The procedures for amending the JMLCA by-laws shall be as follows:

1. Any JMLCA member(s) proposing to amend the by-laws shall present the proposed amendment in writing at an Association regular meeting;
 2. The JMLCA member(s) proposing the amendment shall be permitted to explain the amendment and answer questions at the JMLCA regular meeting;
 3. The President will assign the written proposed amendment to the JMLCA By-Laws Committee for their review;
 4. The By-Laws Committee shall present their findings, community inputs, and recommendations to the JMLCA body at the next regular meeting;
 5. The proposed amendment shall sit for one meeting, or one calendar month if the meeting is cancelled due to weather, Acts of God, or similar exigencies, and shall be voted upon at the next consecutive meeting by the JMLCA body;
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Amended and adopted on June 28, 2023

Be it known that on the 28th day of June, 2023, a regular meeting of the general body of John M. Langston Citizens Association was held in the Langston-Brown Community Center for the purpose of updating and amending the bylaws of said Association.

The following table describes the changes made and the general body votes to either accept ("aye/yes"), reject ("nay/no") or abstain.

No.	Bylaws Section	Change	Reason for Change/Notes
#1 PASS Yes = 16 No = 0 Abstain = 0	All Sections	<ol style="list-style-type: none"> 1. Replace bullets with numbers and/or letters where appropriate 2. Minor punctuation corrections 	This will make it easier to make future updates to the Bylaws
#2 Yes = 15 No = 0 Abstain = 0	Article III – Membership and Dues Section 1. Membership The membership categories are: <ul style="list-style-type: none"> • "Individual" (\$5.00 per year) • "Senior Citizen"(aged sixty-five [65] and older) (\$3.00 per year) 	<ol style="list-style-type: none"> 1. "Individual" membership fee to \$10.00 per year 2. "Senior Citizen" membership fee to \$5.00 per year 	The dues increase was voted on and approved by the membership at the January 22, 2020 association meeting.
#3 Yes = 12 No = 1 Abstain = 2	Article III – Membership and Dues Section 1. Membership B. Individual or Senior membership is available to any person, at least 18 years of age, who owns real estate or resides within the jurisdiction (described in Article I, Section 2) within the membership year.	Add "and provide proof of residency or ownership by providing any one of the following to the membership committee: <ol style="list-style-type: none"> 1. A valid Virginia Driver's license or other US/VA state identification showing residency in Halls Hill/High View Park 2. A lease or property ownership documentation with an address in Halls Hill 	This was included in the 2/27/2019 Minutes. Adding it now to the Bylaws. NOTE: Students accepted
#4 Yes = 14 No = 1 Abstain = 2	ARTICLE IV - OFFICERS AND DELEGATES Section 3. Conclusion of Terms New	Add: "F. Each officer and elected delegate and their successor shall document and retain the exchange of records with a signed and dated receipt for the documents exchanged."	Suggested to ensure we keep track of the association's records. To be addressed: As an organization we need to address document retention.
#5 Yes = 15 No = 0 Abstain = 1	Article V – COMMITTEES Section 1. Standing Committees Neighborhood Conservation Advisory Committee (NCAC)	Change to "Arlington Neighborhoods Advisory Committee (ArNAC) for the Arlington Neighborhoods Program	Arlington has renamed and revamped the Neighborhood Conservation Program. The Bylaws were updated for this change.
#6 Yes = 16 No = 0 Abstain = 1	Article VII – ELECTIONS, VACANCIES AND REMOVAL Section 3. Nomination and Election Procedures The Nominating Committee shall: <ol style="list-style-type: none"> 7. Conduct a runoff between the top vote getters if no candidate gets a majority of votes. 	Change to read: "The candidate with the most votes will be declared the winner of the election."	While all of our recent elections have had majority vote winners, the committee feels it makes better sense to have the person with the most votes declared the winner.
#7 Yes = 15 No = 0 Abstain = 2	Article VII – ELECTIONS, VACANCIES AND REMOVAL Section 3. Nomination and Election Procedures NEW	Add "8. In the event of a tie, a runoff election will be conducted at the next JMLCA regular meeting with only the voters who were eligible to vote in the first election."	We do not have any provision for a tie or holding multiple office positions in the Bylaws so this was added.

No.	Bylaws Section	Change	Reason for Change/Notes
		"9. No member shall hold more than one elected office at a time."	
#8 Yes = 16 No = 0 Abstain = 0	Article VII – ELECTIONS, VACANCIES AND REMOVAL Section 4. Election Day A. Elections to be administered by the membership committee or special committee as designated by the Executive Board. Any requirements of that committee – for example no one running for office, related to a candidate, etc.	Add and replace the following in red: A. Elections to be administered at the June meeting by the membership committee or special committee as designated by the Executive Board. The committee members conducting the election may not be a candidate.	Section 4. Election Day was not very clear in the steps necessary to conduct an election. Most of section 4 has been re-written to make our election process clear and transparent. The Bylaws committee feel these changes achieve that. Check Section 1a needs to be corrected.
#9 Yes = 15 No = 0 Abstain = 2	Article VII – ELECTIONS, VACANCIES AND REMOVAL Section 4. Election Day NEW	B. The election time period should begin one hour prior to the scheduled JMLCA Meeting time. Members will have two hours for the voting period so the membership committee can count the votes.	OK
#10 Yes = 16 No = 0 Abstain = 1	Article VII – ELECTIONS, VACANCIES AND REMOVAL Section 4. Election Day NEW	C. The committee shall: 1. Prepare <i>paper ballots</i> for members use and <i>keep all completed ballots post-election until the end of the election calendar year.</i> 2. Create sign in sheets for members to confirm voting eligibility and <i>track who voted; keeping all sign in sheets post-election until the end of the election calendar year.</i> 3. Create a voting box for members to deposit their ballots. 4. Tally the votes at the end of the voting period.	The Bylaws did not spell out the steps needed for voting so these were added. <i>Italics indicates existing Bylaws incorporated into these new Bylaws.</i>
#11 Yes = 13 No = 0 Abstain = 2	Article VII – ELECTIONS, VACANCIES AND REMOVAL Section 4. Election Day NEW	D. Members: 1. Members must be in good standing to vote in accordance with Article III Section 1 2. <i>Show picture identification to vote</i> 3. Members may only vote once. 4. Members may complete their ballots secretly. 5. Provisions will be made by the committee for members who need ADA assistance. 6. Voting must be in person. 7. <i>In the event of a nationally declared pandemic or natural or local disaster or emergency, election administration will be</i>	The Bylaws were not clear in member responsibilities for voting. <i>Italics indicates existing Bylaws incorporated into these new Bylaws.</i>

No.	Bylaws Section	Change	Reason for Change/Notes
		<i>determined by the executive board on a case-by-case basis</i>	
#12 Yes = 15 No = 0 Abstain = 2	Article VII – ELECTIONS, VACANCIES AND REMOVAL Section 6. Vacancies A. A vacancy exists if an officer or delegate: NEW	Add “4. If no one runs for a position during elections.”	The Bylaws committee feels this new bylaw was needed to fix our current issue with vacant executive board positions.
#13 Yes = 0 No = 14 Abstain = 1 This change was not made. Article VIII Section 1 remains the same.	Article VIII – MEETINGS Section 1. Meeting Procedures A. All meetings of the JMLCA, Executive Board and JMLCA committees shall be: 4. Held virtually and/or in person at a designated location 5. Held at locations that are accessible to persons with disabilities.	Change Held in 4. and 5. to “May be held...” Add: “all virtual meetings will be recorded and made available to JMLCA members upon request.”	The Bylaws committee feels this change gives the membership greater flexibility for holding meetings. Do we want to add that all virtual meetings will be recorded and made available to JMLCA members upon request?
#14 Yes = 8 No = 4 Abstain = 5	Article VIII – MEETINGS Section 2. JMLCA Regular Meetings D. The quorum for regular meetings shall be no less than 15 JMLCA members.	Change to: “The quorum for regular meetings shall be no less than 10 JMLCA members.”	The Bylaws committee felt that the 15 person minimum for a quorum was too high.
#15 Yes = 15 No = 0 Abstain = 1	Article VIII – MEETINGS Section 5. JMLCA Executive Board Meetings A. The President shall call Executive Board meetings as often as necessary.	Change to: “The President shall call Executive Board meetings monthly from September to June or as often as necessary.”	The Bylaws committee felt that the executive committee should meet at least monthly during the regular JMLCA meeting schedule.

A resolution was set and submitted 90 days prior to amending the entirety of the bylaws which was accepted and passed during this meeting.

Tanya Graham, President

Thomas Sitzler, Secretary