

Welcome to: **The North Old Town Independent Citizens (NOTICE) Civic Association of Alexandria, Virginia**

Bylaws

CONSTITUTION AND BYLAWS OF THE NORTH OLD TOWN INDEPENDENT CITIZENS CIVIC ASSOCIATION (NOTICE)

ARTICLE I - NAME

The name of this entity will be the North Old Town Independent Citizens or NOTICE. This civic association is a non-profit entity, composed of residents of the city of Alexandria who have special interest in North Old Town.

PURPOSE AND POWERS

SECTION 1. The purpose of this non-profit entity is to educate city residents, especially those residing in North Old Town, and to promote their interests, welfare and common good. North Old Town is defined by the *Old Town North Small Area Plan* as District # 1 and is bounded by: the Potomac River on the east; Oronoco Street on the south; the west side of North Washington Street on the west; and Daingerfield Island on the north. Also, NOTICE will distribute information and contributions to other organizations that qualify as exempt organizations under section 501 C (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

SECTION 2. NOTICE accomplishes its purpose and powers by:

- a) Using written, oral and electronic communications and holding meetings: 1) to educate and inform residents about current local issues, such as development plans; 2) to encourage residents to become aware and involved in city policies, procedures and practices; and 3) to educate residents about city policies, procedures and practices.
- b) Providing forum opportunities for City Council members, city officials and residents to discuss issues and proposed changes to standard practices particularly relevant to North Old Town.
- c) Calling for and establishing resident task forces to monitor and study specific concerns and issues and to inform the North Old Town neighborhood, elected officials, and civic leaders.
- d) Communicating on a regular basis with other Alexandria civic associations and neighborhood boards to maintain the awareness of its members to common interests and issues.

e) Keeping residents informed of local crimes, trends, and safety issues by having the NOTICe police liaison officer report at each regularly scheduled membership meeting. This presentation enables the Alexandria Police Department to work more effectively and home owner association representatives to better inform their residents.

f) Providing detailed information to area resident associations about city procedures, departments and policies, thereby enabling individuals and groups to pursue appropriate channels of resolution and to improve their interaction with city and agency officials.

SECTION 3. The following North Old Town resident associations receive information and invitations from NOTICe on a regular basis:

Alexandria House	Canal Way	Canal Place	Harbor Terrace
Heathstone Mews	Pitt Street Station	Marina Towers	Lew Mews
Port Royal	Portner's Landing	Potomac Shores	Princess Street
Rivergate	Shad Row	Tobacco Quay	Watergate

SECTION 4. A brief history of NOTICe:

a) The name of the organization, *NOTIC*, was proposed by North Old Town residents during an organizational meeting on April 11, 1999.

b) The first membership meeting was held on June 8, 1999, by a provisional board of directors.

c) The original draft of the Constitution and Bylaws was adopted unanimously by the dues paying membership on November 3, 1999, and official board members were approved unanimously.

d) A revised draft of the Constitution and Bylaws was adopted unanimously by the membership on June 14, 2001 -- wherein the acronym for its name was changed to *NOTICe*.

e) Application for 501-C3 non-profit status was originally submitted on January 7, 2002.

ARTICLE III -- MEMBERSHIP

Membership in the entity will be open to those individuals eighteen (18) years of age or older who reside in Alexandria. Each member will pay dues as may be set by the Board of Directors in accordance with the Constitution and Bylaws. Each member will be entitled to one vote in all matters brought before membership meetings. Proxy voting will be allowed.

Membership benefits include:

- Notification of association meetings and topical community meetings.

- Voting privileges and eligibility for nomination to the NOTICe Board.
- Updates on North Old Town activities, concerns and resources and a strong voice on issues pending before City Government.
- Availability of NOTICe as an education and information resource for local resident associations and businesses.

ARTICLE IV -- OFFICERS AND DIRECTORS

SECTION 1. The initial Board of Directors will consist of no fewer than five (5) and no more than seven (7) members and will be elected by and from the voting membership.

Therefore, the number of Directors within this range will be determined by majority vote of the Board of Directors. The Board will determine its officers: President, Vice-President, Treasurer, and Secretary. No one person will hold more than one office at a time. Each term of office is for one year.

SECTION 2. No part of the net earnings of the organization shall inure to the benefit of or be distributed to its members, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on for propaganda, or otherwise attempting to influence legislation. The organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on:

(A) by an organization exempt from federal income tax under section 501(C) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code; or

(B) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE V -- EXECUTIVE COMMITTEE

The elected officers will constitute the Executive Committee.

ARTICLE VI -- MEETINGS

SECTION 1. Regular membership meetings will be held during the months of April, September, and November. Notice of regular membership meetings will be given at least fourteen (14) days in advance of the meeting. Notice of the annual meeting will be given to members 21 days in advance of the date. Membership meetings will include: a Call to Order, Reading of the Minutes, the Treasurer's Report, Old Business, and New Business.

To conduct business at any membership meeting a quorum will consist of at least one (1) elected officer and no fewer than nine (9) members.

SECTION 2. The regular membership meeting in November will serve as the annual election meeting.

SECTION 3. The President may call special meetings of the membership. A special membership meeting will be convened upon the request of three (3) members of the Board. If practical, notice of special meetings will be given to members at least five (5) days before the meeting. To conduct business at least one executive officer and one other Board member must be present.

SECTION 4. Membership meetings will be open to the public, however only members may vote on any issue.

SECTION 5. The Board of Directors will meet regularly, as determined by said Board. The President may convene special meetings of the Executive Committee and Board of Directors.

ARTICLE VII -- AMENDMENTS

This Constitution and By-laws may be amended in the following manner: Any member may propose, in writing, an amendment and present same at the membership meeting.

The Board will consider any such proposal and will give notice of the text of the proposed amendment to members at least one (1) week in advance of the next meeting. At that meeting, the Board will make recommendations. *A two-third vote by members present at the meeting that is attended by at least 30% of the membership will be required for adoption.*

ARTICLE VIII -- DUTIES OF OFFICERS

SECTION 1. The President will preside at meetings of the membership, the Board of Directors, and of the Executive Committee. The President will perform the duties usually associated with the office.

SECTION 2. In the absence of the President, the Vice-President will undertake the President's functions. In the event of resignation or withdrawal of the President, the Vice-President will serve as president until the next annual election.

SECTION 3. The Treasurer will receive and safely keep the funds of the [corporation] entity. The Treasurer will make expenditures on order of the President. When necessary, all elected officers are empowered to make expenditures. In the absence of the President and Vice-President, the Treasurer will perform their duties.

SECTION 4. The Secretary will record minutes of meetings, keep records of

correspondence and otherwise undertake the duties pertaining to the office.

ARTICLE IX -- ELECTION OF OFFICERS AND DIRECTORS

SECTION 1. The Board of Directors will be elected at the annual meeting in November and will assume office at the close of that meeting. At the September meeting, the President, with the advice and consent of the current Board of Directors, will appoint a Nominating Committee, consisting of at least two (2) members. The nominating committee will provide information about each candidate to be distributed to the membership 21 days prior to the annual meeting in November. At the annual meeting, nominations from the floor will be considered. If nominations from the floor result in more nominees than board positions available, the President will call for a written vote. Tellers will count the votes and announce the results. If a total of seven (7) are nominated by either the nominating committee or from the floor, the President may take a voice vote and announce the results.

SECTION 2. If an office other than the office of President becomes vacant, the President, with the approval of the Executive Committee, will appoint a member of the entity to assume the office. The appointment will stand until the next annual meeting.

ARTICLE X -- DUES

The amount of dues will be determined by the Board of Directors. The dues year will run from the annual meeting in November to the end of the following October.

ARTICLE XI -- COMMITTEES

SECTION 1. At the regular April meeting, the President will appoint, with the advice and consent of the Board of Directors, an Auditing Committee that will submit a written report during the annual meeting in November on the correctness of the Treasurer's accounts.

SECTION 2. The President is empowered to appoint a special or ad hoc committee as he/she deems needed. Also, the President may be directed to appoint a special committee by a majority vote of members at any meeting. Any special or ad hoc committee will be required to follow guidelines from the Board, that include routine reports and progress updates.

ARTICLE XII -- NEW MEMBERS

New members may assume the rights of members, once they have submitted their membership form and dues to the Treasurer.

ARTICLE XIII -- AGENDA OF MEETINGS

With the consent of the Board of Directors, the President or designee will prepare an agenda for each membership meeting and distribute it to the attendees at the time of the meeting.

ARTICLE XIV -- PARLIAMENTARY AUTHORITY

Rules of Order (Revised) will be the parliamentary authority on all matters, not covered by the Constitution and Bylaws of this corporation.

ARTICLE XV -- DISSOLUTION

Upon the dissolution of NOTICe, assets shall be distributed: (A) for one or more exempt purposes within the meaning of section 501 (C) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code; or (B) to the federal government, or to Virginia or Alexandria government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas in Alexandria, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

BRIEF HISTORY:

- **The name of the organization, *NOTIC*, was proposed by North Old Town residents during an organizational meeting on April 11, 1999.**
- **The first membership meeting was held on June 8, 1999, by a provisional board of directors.**
- **The original draft of the Bylaws was adopted unanimously by the dues paying membership on November 3, 1999, and official board members were approved unanimously.**
- **The current draft of the Bylaws was adopted unanimously by the membership on June 14, 2001.**
- **Application of 401-C3 non-profit status was originally submitted in January 2002.**

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