

**BYLAWS OF  
LEE HIGHWAY ALLIANCE**

**ARTICLE I  
NAME AND PURPOSES**

**1.1 Name.** The name of the corporation is Lee Highway Alliance (the “Corporation”).

**1.2 Purpose.** The Corporation will be a nonprofit corporation incorporated under the laws of the Commonwealth of Virginia. The Corporation will operate exclusively to promote social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code as now enacted or hereafter amended, including, without limitation, by promoting the revitalization and community development, through civic engagement, of the residential and business communities and interests along Lee Highway in Arlington County, Virginia. The Corporation will not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

The specific objectives and purposes of this Corporation are to advocate and promote the revitalization of the Lee Highway Corridor (the “Corridor”), to create a more attractive, greener, walkable corridor with vibrant neighborhoods serving mixed use centers that are compatible with surrounding communities, and to help provide better opportunities to live, work and play.

The Corporation will not, except to an insubstantial degree, engage in activities or exercise powers that are not in furtherance of the mission of the Corporation.

**ARTICLE II  
NO MEMBERSHIP**

**2.1 No Members.** The Corporation will not have members.

**ARTICLE III  
DIRECTORS**

**3.1 General Powers.** The management and control of the affairs of the Corporation will be vested in the Corporation’s Board of Directors (“Board”).

**3.2 Compensation.**

**(a) Compensation for Board Services.** The directors will receive no compensation except for reimbursement for reasonable out-of-pocket expenses as determined by the Board.

**(b) Compensation for Professional Services by Directors.** A director may provide professional services to the Board only if (i) the fees are reasonable (as compared to fees paid to similarly situated taxable or tax-exempt organizations for similar services), (ii) the fees and terms are negotiated at arm's length, (iii) cost to the Corporation is no more than the fair market value of such services, (iv) the agreement is in writing and fully disclosed to the Board, and (v) the agreement is reviewed and approved in advance by disinterested directors in accordance with the Corporation's Conflict of Interest Policy and applicable state and federal law.

**3.3 Number and Qualifications.** The Board will consist of a total of 17 directors with fifteen (15) voting directors who are elected and two (2) non-voting directors who are appointed by the County Board of Arlington County. The voting director positions will be filled as follows: (i) six (6) directors who reside in neighborhoods along or served by the Corridor, (ii) six (6) directors who are land owners within or represent business interests within the Corridor, and (iii) three (3) at-large directors with community wide expertise and without a conflict of interest within the Corridor. The specific number of directors and the composition may be changed by the vote of two-thirds (2/3) of the Board.

**3.4 Nomination, Election, Term of Office and Staggered Board.**

**(a) Nomination and Election.** The Board will establish a Board Nominating Committee, to be formed under Article IV, to handle nominating and vetting individuals to serve as directors. In addition, any existing director may nominate a candidate. Directors will be elected by majority vote of the Board at the annual meeting of the Board or as otherwise provided in Section 3.7.

**(b) Term.** Each voting director will be elected to a term of three years or until his or her successor has been elected and qualified. However, in order to facilitate staggering of terms in accordance with Section 3.4(c), one third of the first voting directors will serve terms of only one year, and one third will serve terms of only two years. Directors may be elected to no more than one additional three year term in succession.

**(c) Staggered Board.** One third (1/3) of the total authorized voting directors will be elected each year. If the total number of directors elected per year is not evenly divisible by three, the Board will make reasonable efforts to equalize the director terms expiring in each year.

**(d) Chairperson.** The President of the Corporation will serve as the Chairperson of the Board ("Chairperson").

**3.5 Removal of Director.** A director may be removed by two-thirds (2/3) vote of the directors then in office, if:

**(a)** the director is absent and unexcused from three (3) or more meetings of the Board in a twelve-month period; or

(b) for any other reason if not less than ten (10) days before any meeting of the Board at which a vote on removal will be made, the director in question is given written notification of the Board's intention to remove him or her and is given the opportunity to be heard at a meeting of the Board.

A special meeting called for the removal of a director must comply with the notice requirements in Section 3.11.

**3.6 Resignation of Director.** A director may resign at any time by delivering written notice to the Board, its president or the secretary of the Corporation. Such resignation will take effect when the notice is delivered unless the notice specifies a later effective date.

**3.7 Newly Created Directorships and Vacancies.** Newly created directorship positions resulting from an increase in the number of directors or vacancies may be filled by majority vote of the Board in accordance with Section 3.3. Such candidates must first be nominated by sending notice to the secretary at least two weeks in advance of the Board meeting. A director elected to fill a vacancy will hold office until the next annual meeting of the directors and until his successor is elected and qualified.

**3.8 Quorum of Directors.** Unless a greater proportion is required by law, the Corporation's Articles of Incorporation ("Articles") or these Bylaws, a majority of the number of voting directors in office immediately before a meeting begins will constitute a quorum for the transaction of business. A quorum once attained will continue until adjournment despite the voluntary withdrawal of enough directors to leave less than a quorum.

### **3.9 Voting.**

(a) **Requisite Vote.** Except as otherwise provided by law, the Articles or these Bylaws, the vote of a majority of the voting directors at a duly convened meeting where quorum is established will be the act of the Board.

(b) **Interested Director.** An interested director may count for quorum purposes but not for voting purposes. Only disinterested directors (as such term is defined in the Virginia Nonstock Corporation Act (the "Act")) may vote on a matter.

### **3.10 Meetings of the Board.**

(a) **Annual Meeting.** An annual meeting of the Board will be held each year at such time and place as will be fixed by the Board for the election of officers and directors and for the transaction of such other business as may properly come before the meeting.

(b) **Regular Meetings.** Regular meetings of the Board will be held at least quarterly at such times as may be fixed by the Board. Special meetings of the Board may be held at any time whenever called by the president, vice president or any three directors.

### **3.11 Notice.**

(a) **Notice Requirements.** Except as provided in Section 8.4, notice need not be given for regular planned meetings of the Board. Notice of a special meeting of the Board will be given to each director as is prescribed by resolution of the Board. Notice of a special meeting must also include the purpose or purposes for which the meeting is called. Unless otherwise stated in these Bylaws, notice of all other meetings will be given to the appropriate directors and committee members not less than three (3) days but not more than ninety (90) days prior to the date of the meeting, by or at the direction of the president, vice president, secretary, board chairman or committee chair calling the meeting. Notice for all meetings concerning the removal of a director or officer, amendment to these Bylaws or dissolution of the Corporation, will be given to the appropriate directors or committee members not less than ten (10) days but not more than sixty (60) days prior to the date of the meeting, by or at the direction of the president, vice president, secretary board chairman or committee chair calling the meeting.

(b) **Notice Delivery.** Any notice required under the provisions of these Bylaws or as otherwise required by law will be given in person, by mail or electronically. If mailed, such notice will be deemed delivered three (3) business days after deposited in the United States mail addressed as it appears in the records of the Corporation, with postage thereon prepaid.

(c) **Waiver of Notice.** Notice of a meeting of the Board need not be given to any director entitled to such notice who submits a signed, written waiver of notice whether before or after the date and time stated in such notice. A director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless at the beginning of such meeting, or promptly upon his or her arrival, such director objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

**3.12 Action Without a Meeting.** Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if each member of the Board consents in writing. Such action may be consented to by email or other electronic means permitted under the Act. Such action will be evidenced by one or more written consents stating the action taken and filed in the minutes or other relevant corporate records.

**3.13 Remote Participation.** Any member of the Board may participate in a meeting using conference telephone or other electronic means where all persons participating in the meeting may simultaneously hear each other and communicate with each other during the meeting. A director participating in a meeting by such means is deemed to be present in person at the meeting.

**3.14 Minutes.** The minutes of every meeting of the Board, whether annual, regular or special, will include the names of the directors present and absent, the actions taken and the result of the vote on each action.

## **ARTICLE IV COMMITTEES**

**4.1 Committees.** A majority of the Board may create one or more committees which will consist of at least two directors appointed by the Chairperson. The Chairperson may also appoint non-director members to the committees. The Committee Chairs may be appointed by the Chairperson or elected by committee members.

(a) **Finance Committee.** The Finance Committee will be comprised of at least two directors in addition to the treasurer, and will include at least one financially knowledgeable member. The treasurer will not serve as chairperson of the Finance Committee. The Finance Committee will be responsible for: (i) preparing an annual budget for approval by the Board; (ii) recommending and monitoring financial and investment policies, fundraising plans and insurance coverage; (iii) ensuring that all financial and tax filings are accurate and timely for internal and external audits as necessary; and (iv) providing oversight and assistance to the treasurer as deemed appropriate.

(b) **The Community Advisory Committee.** The Community Advisory Committee (“CAC”) will be comprised of at least two directors. The CAC will be responsible for: (i) monitoring and recommending Arlington County and the Commonwealth of Virginia policies affecting the Corridor; (ii) participating in fundraising efforts; (iii) planning and programming activities and events; and (iv) advocating for the maintenance and improvement of the Corridor.

(c) **Planning, Urban Design and Zoning Committee.** The Planning, Urban Design and Zoning Committee (“PUDZC”) will be comprised of at least two directors, and will work with all stakeholders on matters related to planning zoning, development and public improvements that will help to achieve a more walkable, sustainable and attractive mixed use corridor in accordance with the Lee Highway Guiding Principles. The PUDZC will work with stakeholders to improve the flow of information, establish a dialogue and help guide proposals towards implementing the Lee Highway Guiding Principles and provide recommendations to the Corporation’s Board.

(d) **Nominating Committee.** The Nominating Committee will be comprised of at least two directors and will nominate and vet individuals to serve as directors to the Board.

**4.2 Committee Rules.** These Bylaws, the Act and other applicable laws will govern committee meetings and actions.

## **ARTICLE V OFFICERS**

**5.1 Officers.** The Board will elect from its voting members a president, vice president, secretary, treasurer and such other officers as determined by the Board. The term of office for each officer will be two (2) years.

**5.2 Appointment, Removal and Term of Office.** Each officer will hold office for the term for which he or she is appointed and until his or her successor has been appointed and qualified. Any officer may be removed by the Board at any time with or without cause. Election or appointment of an officer does not of itself create any contract rights in the officer or the Corporation.

**5.3 Resignation.** An officer may resign at any time by delivering written notice to the Board. Unless the written notice specifies a later effective date, the resignation will be effective when the notice is delivered to the Board.

**5.4 President.** The president will be the principal executive of the Corporation responsible for carrying out the directions and resolutions of the Board. The president will preside at all meetings of the Board. The president, if authorized by the Board, may sign with the secretary, treasurer or any other proper officer authorized by the Board any deeds, mortgages, bonds, contracts or other instruments (including acceptances of donations, conveyances or contributions), except in cases where the signing and executing thereof is expressly delegated by these Bylaws to some other officer or agent of the Corporation, or is required by law to be otherwise signed and executed. The president will, in general, perform all duties incident to the office of president and such other duties as may be assigned by the Board from time to time.

**5.5 Vice President.** In the absence of the president, or in the event of his or her inability or refusal to act, the vice president will perform the duties of the president and when so acting will have all the powers, and be subject to, the restrictions placed on the president. The vice president will in general perform all duties incident to the office of vice president and such other duties as may be assigned by the president or the Board from time to time.

**5.6 Secretary.** The secretary will be responsible for (i) preparing and maintaining custody of corporate records, (ii) preparing and maintaining minutes of all meetings of the Board and committees, (iii) authenticating the records of the Corporation, (iv) giving or causing to be given all notices in accordance with these Bylaws or as required by law, and (v) performing all duties customary to the office of secretary. The secretary will have custody of the corporate seal of the Corporation, if any; and he or she will have authority to affix the same to any instrument requiring it; and, when so affixed, it may be attested by his or her signature. The Board may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by his or her signature.

**5.7 Treasurer.** The treasurer will have the custody of, and be responsible for, all funds and securities of the Corporation. He or she will keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and will be privy to deposit information of all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board may designate. Whenever required by the Board, the treasurer will render a statement of accounts. He or she will, at all reasonable times, exhibit the books and accounts to any officer or director of the Corporation, and will perform all duties incident to the office of treasurer, subject to the supervision of the Board, and such other duties as will from time to time be assigned by the Board.

**5.8 Compensation of Officers, Agents and Employees.** The Corporation may pay compensation to officers, agents or employees for services rendered as determined by the Board, *provided*, that such compensation is (i) reasonable as compared to similarly situated taxable or tax-exempt organizations for similar services, (ii) negotiated at arm's length, (iii) cost no more than fair market value of such services, (iv) in writing, and (v) reviewed and approved in advance by the Board in accordance with the Corporation's Conflict of Interest Policy and applicable state and federal law.

## **ARTICLE VI EXECUTIVE DIRECTOR**

**6.1 Executive Director.** The executive director is appointed by the Board and has day-to-day responsibilities for the Corporation, including carrying out the organization's goals and policies. The executive director will attend board meetings, report on the progress of the Corporation, answer questions of the Board and carry out the duties described in the job descriptions. The Board may designate other duties as necessary.

## **ARTICLE VII ADMINISTRATION**

**7.1 Fiscal Year.** The fiscal year will begin on July 1 and end on June 30, or such other period as determined by the Board.

**7.2 Loans.** No loans will be contracted on behalf of the Corporation and no evidence of indebtedness issued in its name unless approved by the Board. The Corporation will not make any loans to any director, officer or employee of the Corporation.

**7.3 Checks and Drafts.** All checks, drafts or other orders for the payment of money or other evidence of indebtedness issued on behalf of the Corporation will be signed by such officer or agent of the Corporation in such a manner as determined by the Board.

**7.4 Execution of Instruments.** The Board, except as otherwise provided by these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee will have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

## **ARTICLE VIII CORPORATE RECORDS, REPORTS AND SEAL**

**8.1 Maintenance of Corporate Records.** The Corporation will keep at its principal office:

(a) minutes of all meetings of directors and committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings of the meeting;

(b) adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses; and

(c) a copy of the Articles and Bylaws as amended to date, which will be open to inspection at all reasonable times during office hours.

**8.2 Corporate Seal.** The Corporation may develop and use a corporate seal.

**8.3 Directors' Inspection Rights.** In addition to statutory rights, a director may at any reasonable time inspect the books, records and documents of every kind and inspect the physical properties of the Corporation. Any inspection under this Section may be made in person or by agent or attorney and the right to inspection will include the right to copy and make extracts.

**8.4 Periodic Report.** The Board will cause any annual or periodic report required under law to be prepared and delivered within the time limits set by law.

## ARTICLE IX MISCELLANEOUS

**9.1 Conflict of Interest.** The Corporation will adopt a conflict of interest policy. The Corporation will not enter into any transaction or arrangement that might benefit the private interest of any officer or director of this Corporation or that violates the conflict of interest policy, or that violates any other applicable state or federal laws governing conflict of interest application to nonprofit and charitable organizations.

**9.2 Indemnification.** No officer or director of the Corporation will be personally liable for the debts or obligations of the Corporation of any nature whatsoever, nor will any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of the Corporation.

To the fullest extent permissible under applicable law, the Corporation will indemnify directors, officers and incorporators ("Indemnified Party") of the Corporation from any liability arising out of or relating to the duties of the Indemnified Party to the Corporation and the affairs of the Corporation, unless such Indemnified Party fraudulently or intentionally violated the law and/or maliciously conducted acts to damage and/or defraud the Corporation, or as otherwise provided under applicable statute.

Neither any amendment nor repeal of this Section 9.2, nor the adoption of any provision of the Articles or Bylaws inconsistent with this Section 9.2, will eliminate or reduce the effect of this Section 9.2 in respect of any matter occurring, or any action or proceeding accruing or



arising or that, but for this Section 9.2, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

**9.3 Insurance.** The Board may purchase and maintain insurance on behalf of any director, officer, employee or agent of the Corporation against any liability asserted against or incurred by him which arises out of such person's status in such capacity or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or otherwise, or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.

**9.4 Amendment.** The Articles and these Bylaws may be adopted, amended or repealed in whole or in part by a two-thirds (2/3) vote of the Board, provided that notice of intent to adopt, amend or repeal the Bylaws or Articles will have been provided thirty (30) days in advance of the meetings, including an annual or regular meeting.

**9.5 Dissolution.** The Corporation may voluntarily dissolve and cease to operate upon the affirmative vote of not less than two-thirds (2/3) vote of the Board, *provided* that all directors have been notified of this purpose and given an opportunity to be heard prior to the directors' vote. Upon dissolution, any net assets of the Corporation will be distributed in accordance with the provisions of the Articles, the Act and the Code.

**9.6 Construction and Severability.** If there is any conflict between the provisions of these Bylaws and the Articles, the provisions of the Articles will govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws will be unaffected by such holding.

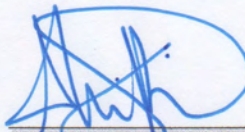
*Adopted: November 9, 2016*

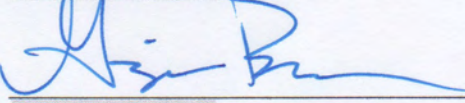
**CERTIFICATE OF ADOPTION OF  
BYLAWS OF  
LEE HIGHWAY ALLIANCE  
BY ITS DIRECTORS**

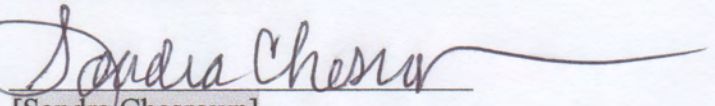
The undersigned being all of the directors of LEE HIGHWAY ALLIANCE, a Virginia nonstock corporation ("Corporation"), hereby adopt these Bylaws of the Corporation.

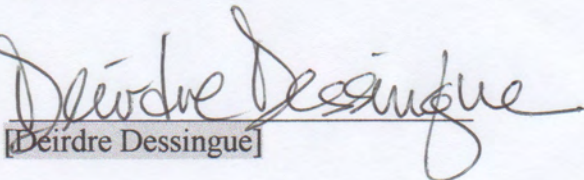
This certificate may be adopted in counterparts and executed via electronic signature.

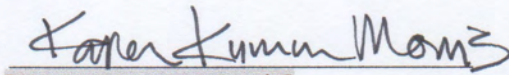
Executed on November 9, 2016

By:   
[Alexandra Bocian]

By:   
[Ginger Brown]

By:   
[Sandra Chesrown]

By:   
[Deirdre Dessingue]

By:   
[Karen Kumm Morris]

**CERTIFICATE BY SECRETARY OF ADOPTION BY DIRECTORS**

The undersigned hereby certifies that the undersigned is the duly elected, qualified and acting Secretary of LEE HIGHWAY ALLIANCE, a Virginia nonstock corporation, and that the foregoing Bylaws were duly adopted as the Bylaws of the Corporation by its directors.

Executed on November 9, 2016.

By: Dawid Desjardine  
[Secretary Name]