ROSSLYN

BYLAWS

Ratified June 2026

Rosslyn BID Bylaws

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Rosslyn BID Bylaws

Article I – Definitions

For the purposes of these bylaws, the following terms are defined as follows:

- **Articles of Incorporation:** The articles of incorporation creating the Corporation, which are filed with the Commonwealth of Virginia and amended from time to time.
- **BID or Business Improvement District:** The service district for Rosslyn established by Arlington County pursuant to the Service District law
- **BID Assessment:** The additional property tax assessed by Arlington County on real property within the BID boundaries.
- **Board:** The Board of Directors for the Corporation.
- **County Ordinance:** The ordinance enacted by Arlington County on September 8, 2007 (as amended) which creates the Business Improvement District.
- **County Service Agreement:** The Amended and Restated Agreement for the Provision of Services in the Rosslyn Business Improvement District, approved by Arlington County on September 8, 2007 (as amended), through which Arlington County engages the Corporation to administer the Business Improvement District.
- **Corporation:** Rosslyn Business Improvement Corporation.
- **Director:** An individual elected or appointed to serve on the Board.
- **Member:** Any person or entity that owns real property subject to the BID Assessment.
- **Real Property:** One or more defined interests, benefits or rights inherent in the ownership of real property within the boundaries of the BID Assessment Area as established and fixed by the County.
- **Service District Law:** Section 15.2-2400 of the Virginia Code, as amended.
- **Service District Area:** The geographic area covered by the BID, as described in the map attached to the County Service Agreement, as amended.

Article II – Name and Purposes

2.01 Name

The name of this organization is the Rosslyn Business Improvement Corporation.

2.02 Purposes

The Corporation is organized and operated as a nonprofit under Section 501(c)(6) of the Internal Revenue Code. Its mission is to:

- Provide improved services to Members, residents, businesses, and other stakeholders within the BID as delineated in the Annual Workplan and budget, as approved by Arlington County.
- Initiate, promote, and support economic development programs and services that promote a more livable, walkable, sustainable, mixed-use community.
- Represent the BID in partnership with Arlington County and other public or private entities.

Article III – Offices

3.01 Registered Office
The Corporation's principal office will be located in Arlington County, as determined by the Board. The Board may change the location of any office at any time.

Article IV – Board of Directors

4.01 General Powers and Duties
The Board manages and oversees the affairs, property, and policies in the best interests of the Corporation and the BID community. The Board acts as the governing body of the Corporation and has all powers granted by these bylaws, the Articles of Incorporation, the County Services Agreement, and applicable law.

4.02 Board Composition
The Board consists of representatives from the following categories:

- **Member:** See Article I above.
- **Community Representatives:** Individuals appointed or elected to the Board, who are not Members or County Appointees.
- **County Appointees:** Directors appointed by the Arlington County Board.

The total number of Board members will be set by Board resolution but must be no fewer than seventeen and no more than twenty-seven. Five Board members will be County Appointees. No fewer than sixteen Board members shall be Members.

4.03 Term of Office
Each Director serves a two-year term. Directors may serve multiple consecutive terms.

4.04 Vacancies (Resignation and Removal)

- A Director may resign at any time by providing written notice to the Chairperson of the Board.
- A Director may be removed from the Board, with or without cause, upon recommendation of the Executive Committee (serving as the Nominating Committee) and ratification by a majority vote of the full Board. If a Director no longer meets the requirements for their category (e.g., no longer owns property or resides in the BID), the Executive Committee will recommend whether the Director may continue to serve until the end of their term, and the Board will vote.
- If a Director resigns, is removed, or is unable to serve, the Executive Committee (serving as the Nominating Committee) may recommend a replacement Director. The full Board must ratify the appointment by majority vote. Replacement Directors serve until the end of the original term and may be nominated for a full term thereafter.

4.05 Meetings of the Board

- Regular meetings are held at least quarterly, at times and places determined by the Chair, with at least five day's advance notice.
- Special meetings may be called by the Chair or by written request of one-third of the Directors, at times and places determined by the Chair or in the Director's written request, with at least five days advance notice.

- In the case of an emergency, as determined in the sole discretion of the Chair, may be called by the Chair at times and places determined by the Chair with notice of such meeting provided as practical.
- A quorum for Board meetings is forty percent of the current Directors.
- Board actions require a majority vote of Directors present at a meeting with quorum, unless otherwise specified.
- Changes to the requested BID Assessment require a two-thirds vote of the Board and must be ratified by a majority of Members at a meeting with quorum.

4.06 Remote Participation

Directors are expected to attend Board meetings in person. Remote participation is not encouraged but may be allowed by the Chair on a case-by-case basis or in the event of an emergency.

- The Executive Committee or the Board may take any action required or permitted by law or these Bylaws without a meeting if all members of the Committee or Board consent in writing or by email to the action. Such written or electronic consents shall be filed with the minutes of the proceedings and shall have the same force and effect as a unanimous vote at a meeting.

4.07 Minutes

Minutes will be posted on the Corporation's website.

Article V – Committees of the Board

5.01 Executive Committee

The Board will establish an Executive Committee, which is responsible for overseeing the implementation of Board policies and strategic goals. The Executive Committee may act on behalf of the Board between regular meetings, except for actions expressly reserved for the full Board by law or these bylaws.

- The Executive Committee will consist of at least four Directors, including the Chair, Vice Chair, Treasurer and Secretary of the Board.
- The composition of the Executive Committee is determined by majority vote of the Board.
- The Chair of the Board serves as Chairperson of the Executive Committee; the Vice Chair serves as Vice Chairperson.

5.02 Nominating Committee

The Executive Committee serves as the Nominating Committee for the Board.

- The Nominating Committee is responsible for recommending candidates for Board seats, the continuation of Directors who no longer meet category requirements, and appointment of replacement Directors.
- All recommendations of the Nominating Committee must be ratified by a majority vote of the full Board.

5.03 Finance and Audit Committee

The Board may establish a Finance and Audit Committee to oversee financial matters and ensure accountability.

- The Finance and Audit Committee will include the Treasurer, the Chair, and at least one other Director appointed by the Board.
- The Treasurer serves as Chairperson of the Finance and Audit Committee.
- The Committee reviews financial transactions, accounts, and policies, and reports to the Board.

5.04 Additional Committees and Task Forces

The Board or Executive Committee may create other committees, task forces, or subcommittees as needed to advise and assist with the Corporation's work.

- Task forces are typically ad hoc groups formed to address specific issues, projects, or initiatives and may be dissolved once their work is complete.
- The Board determines the composition, authority, and duties of any additional committees or task forces.

5.05 Committee Meetings

Committee meetings follow the same standards for notice, quorum, and voting as Board meetings, unless otherwise specified by the Board.

Article VI – Officers of the Corporation

6.01 Officer Roles

The Corporation's officers include:

- Chair
- Vice-Chair
- President
- Secretary
- Treasurer
- Any other officers the Board may designate as needed

6.02 Election and Term

- Officers are elected by a majority vote of the Board from among the Directors.
- Each officer serves a one-year term and may be re-elected for additional terms.
- Officers remain in office until their successors are chosen and qualified.

6.03 Duties and Powers

- The Chair presides at Board and Executive Committee meetings and performs duties as assigned by the Board.
- The Vice-Chair acts in the Chair's absence and performs duties as assigned by the Board.
- The President is the chief executive officer, responsible for day-to-day management and implementing Board policies.

- The Secretary is responsible for keeping accurate records of Board and Corporation meetings, giving required notices, and maintaining the corporate seal. Staff may assist the Secretary in preparing and maintaining meeting minutes and other administrative duties as needed.
- The Treasurer oversees the Corporation's finances, reviews financial statements, and chairs the Finance and Audit Committee.
- Officers may delegate specific duties to staff or other agents as authorized by the Executive Committee.

6.04 Compensation

- Officers may receive reasonable compensation for services rendered, as determined by the Board, in accordance with applicable law and the Corporation's policies.

6.05 Resignation and Removal

- Any officer may resign at any time by giving written notice to the President, Chair or Secretary.
- Officers may be removed, with or without cause, by a two-thirds vote of the Board.
- Vacancies among officers are filled by majority vote of the Board for the remainder of the term.

6.06 Delegation and Agency

- The Board may delegate authority to officers, employees, or agents to execute contracts, leases, or other agreements on behalf of the Corporation, except where otherwise required by law or Board resolution.

Article VII – Indemnification of Directors and Officers

7.01 Indemnification

- The Corporation will indemnify any current or former Director, Officer, employee, agent, advisor, or consultant for reasonable expenses, costs, and judgments incurred in connection with legal claims, actions, suits, or proceedings arising from their service to the Corporation, provided they acted in good faith and in the best interests of the Corporation.
- Indemnification does not apply to actions involving fraud, willful misconduct, gross negligence, or criminal conduct.
- Indemnification is limited to the assets of the Corporation and does not extend to the personal assets of Members.

7.02 No Personal Liability

- No Director, Officer, employee, or other affiliated person will be personally liable to the Corporation or its Members for loss or damage, except in cases of fraud, willful misconduct, gross negligence, or violation of law or these bylaws.

7.03 Insurance

- The Corporation will maintain insurance to protect Directors, Officers, and employees against liability incurred in their official capacity, regardless of whether the Corporation could otherwise indemnify them under this Article.

Article VIII – Membership Meetings

8.01 Meetings of Members

- The Corporation may hold regular meetings of Members as determined by the Board of Directors.
- Special meetings of Members may be called by the Board or upon written request of Members representing directly or by proxy at least 25% of the total value of the then-current BID Assessment.
- Notice of meetings will be provided to all Members at least ten days in advance for regular meetings, and at least seven days in advance for special meetings. Notice may be given by email, mail, or other reasonable means.
- A quorum for meetings of Members shall be Members representing directly or by proxy one-third of the total value of the then-current BID Assessment.
- Decisions at meetings of Members are made by the vote of Members present representing directly or by proxy a majority of the value of the then-current BID Assessment.

8.02 Remote Participation

In case of emergency or at the Board's discretion, Members may participate in meetings by phone, video conference, or other electronic means that allow all participants to hear one another. Such participation counts as attendance.

Article IX – Interested Party Transactions

9.01 Definition

An "Interested Party Transaction" is any contract or transaction between the Corporation and:

- A current or former Director (within the past five years).
- A current or former Officer (within the past five years).
- Immediate family of a current or former Director or Officer (within the past five years). Immediate family means the (i) spouse and/or (ii) any person who resides in the same household of the current or former Director or Officer. Any business or entity in which a current or former Director or Officer has a financial interest or serves as a director or officer.

9.02 Conflict of Interest Policy

Whenever the Corporation proposes to enter into an Interested Party Transaction, it must follow the procedures and rules set forth in the Corporation's Conflict of Interest Policy, as amended.

Article X – Dissolution

10.01 Method of Dissolution

The Corporation may be dissolved by:

- An affirmative vote of at least two-thirds of the Members present in person or by proxy at a special meeting called for the purpose of considering dissolution;
- Any other reason that requires dissolution under the Virginia Nonprofit Corporation Act;
- As provided for in accordance with the Arlington County Ordinance establishing the BID.

10.02 Distribution of Assets

Upon dissolution or termination of the Corporation, the Board will adopt a plan to settle all obligations and transfer remaining assets to Arlington County.

Article XI – General Provisions

11.01 Corporate Seal
The Corporation will maintain a corporate seal in a form approved by the Board. The seal may be used as prescribed by law or Board policy.

11.02 Fiscal Year
The Corporation's fiscal year runs from July 1 to June 30, in alignment with Arlington County.

11.03 Books and Records
The Corporation will keep accurate books and records, which may be maintained electronically. Records must be convertible to paper form upon request by any person entitled to inspect them under applicable law.

11.04 Checks and Payments
All checks, drafts, or orders for payment of money must be signed by the President or other authorized officers or agents as designated by the Board.

11.05 Conflict with Law or Articles of Incorporation
If any provision of these bylaws conflicts with applicable law or the Articles of Incorporation, the law or Articles will control.

11.06 Plurality and Gender
References to the singular include the plural, and vice versa. References to any gender include all genders, as context requires.

11.07 Reference to County Ordinance and Service Agreement
All operations, financial matters, and dissolution procedures are subject to the County Service Agreement, as amended, and all applicable laws.

11.08 Effective Date
These bylaws take effect on TBD, 2026, and supersede all prior bylaws.