

**BYLAWS  
OF  
ROSSLYN BUSINESS IMPROVEMENT CORPORATION**

**ARTICLE I**

**DEFINITIONS**

Section 1. Definitions In General. For all purposes of these Bylaws, the following terms have the meanings assigned to them in this Section 1 whenever used in these Bylaws with initial capital letters:

(a) “Assessed Value” means the value of Real Property established by the County from year to year for the purpose of imposing real property taxes on the Real Property.

(b) “BID” means Business Improvement District within the meaning contemplated by the Service District Law.

(c) “BID Assessment” means an additional ad valorem assessment levied by the County on Real Property within the BID Assessment Area payable by each Owner thereof.

(d) “BID Assessment Area” shall have the meaning set forth in Section 2 of this Article I.

(e) “BID Assessment Rate” means the rate at which the BID Assessment for any Real Property in the BID Assessment Area is determined by the County.

(f) “BID Plan” means the plan identified in Section 15.2-2402 of the Service District Law, as prepared by the Corporation in accordance with these Bylaws and approved by the County Board.

(g) “Board” means the board of directors of the Corporation, being the governing body of the Corporation, and consisting of persons duly elected or appointed as a Director thereof pursuant to these Bylaws.

(h) “Class 1 Directors” means those Directors identified in Article VI, Section 1(c).

(i) “Class 2 Directors” means those Directors identified in Article VI, Section 1(c).

(j) “Commercial Director” means a Director elected to represent Commercial Tenants on the Board on matters before the Corporation.

(k) “Commercial Real Property” means Real Property, other than Residential Real Property, and shall include Real Property operated as rental apartments, extended stay operations and timeshare/partial interest accommodations, as well as Real Property that is owned as a cooperative housing accommodation and units in a condominium regime, where either is restricted for non-residential purposes.

(l) “Commercial Tenant” means a Person who is lessee, or other lawful occupant, of Real Property located within the BID Assessment Area, who is not an Owner and who conducts a lawful commercial or non-profit use as defined in the Arlington County Zoning Ordinance.

(m) “Committee” means a committee of the Corporation, either created by these Bylaws or established by the Board pursuant Article VII of these Bylaws.

(n) “Corporation” means Rosslyn Business Improvement Corporation.

(o) “County” means the governmental body of Arlington County, Virginia, as recognized by Virginia.

(p) “County Board” means the Arlington County Board of Arlington, Virginia.

(q) “Director” or “Directors” means the individual or individuals elected or appointed to the Board pursuant to the Bylaws.

(r) “Electronic transmission” means any form or process of communication, not directly involving the physical transfer of paper or other tangible medium, that (i) is suitable for the retention, retrieval, and reproduction of information by the recipient, and (ii) is retrievable in paper form by the recipient through an automated process used in conventional commercial practice. Examples of electronic transmission include but are not limited to facsimile transmission, e-mail or electronic calendaring.

(s) “Employee” means any employee of the Corporation, including the President, but shall not include any Director or Officer.

(t) “Exempt Owner” means a Person who owns Exempt Real Property, including but not limited to the County, the Commonwealth of Virginia, the Washington Metropolitan Area Transit Authority, and the United States of America.

(u) “Exempt Real Property” means Real Property within the boundaries of the BID Assessment Area that is exempt from paying ad valorem taxes to the County, according to applicable law.

(v) “Fiscal Year” means the fiscal year of the Corporation that shall be fiscal year as used by the County, currently the twelve (12) month period commencing July 1 and ending June 30 of each calendar year.

(w) “Member” means a member of the Corporation who shall be an Owner.

(x) “Officer” means any individual duly elected and serving in a position designated as an officer of the Corporation pursuant to the provisions of Article VIII of the Bylaws. The term "Officer" does not include and shall not be deemed to include the position of "President".

(y) “Operating Budget” means the budget of the Corporation prepared in accordance with the provisions of Section 2 of Article X of the Bylaws.

(z) “Ordinance” means the Ordinance of the County Board establishing the Rosslyn Business Improvement Service District, approved by the County Board on December 7, 2002.

(aa) “Owner” means an owner of Real Property from time to time as demonstrated by the land records of the Clerk of the Circuit Court of Arlington, County, Virginia or by other credible information of ownership as determined by the Secretary of the Corporation.

(bb) “Owner Director” means a Director elected to the Board to represents the interests of Owners on matters before the Corporation.

(cc) “Person” means any individual, sole proprietorship, partnership, society, association, joint venture, stock company, corporation, limited liability company, estate, receiver, trustee, assignee, fiduciary, governmental entity (whether local, regional, state or federal) and any representative of such governmental entity serving in his or her official capacity on behalf of the governmental entity, or any combination of any of the foregoing that is an Owner.

(dd) “President” means the chief administrative and operating official of the Corporation, whose responsibilities include the management of the day to day operations of the Corporation and implementation of policies and procedures adopted by the Board or the Members; any individual appointed to the position of "President" is and shall be an Employee.

(ee) “Real Property” means one or more defined interests, benefits or rights inherent in the ownership of real property within the boundaries of the BID Assessment Area that appears as a single tax parcel represented by a single real property code (RPC) or by multiple real property codes for a single development as established and fixed by the County.

(ff) “Residential Real Property” means Real Property that is a condominium unit or a cooperative regime registered with the Commonwealth of Virginia and restricted to residential use and occupancy.

(gg) “Rosslyn” means the area of Arlington County, Virginia described as the Rosslyn Station Area in and subject to the Rosslyn Station Area Plan Addendum.

(hh) “Rosslyn Station Area Plan Addendum” means the Rosslyn Station Area Plan Addendum of 1992 as amended by the County Board.

(ii) “Service District Law” means the provisions of Chapter 24 of Title 15.2 of the Code of Virginia, or the provisions of any law enacted as successor to such Chapter.

(jj) “Service Area” shall have the meaning set forth in Section 3 of this Article I.

(kk) “Treasurer” means the Treasurer of Arlington County, Virginia.

(ll) “Virginia” means the governmental authorities of the Commonwealth of Virginia.

## Section 2. BID Assessment Area.

(a) For all purposes of these Bylaws, “BID Assessment Area” shall mean the land area located within the boundaries fixed by the Ordinance establishing the Rosslyn Business Improvement Service District, and which boundaries are described on Exhibit “A” attached hereto and depicted on Exhibit “A-1” attached hereto, and shall include all Real Property, except Exempt Real Property. If there is any inconsistency between the description and the depiction of the boundaries of the BID Assessment Area, the description of the BID Assessment Area shall be controlling.

(b) Owners of Real Property in the BID Assessment Area shall be subject to and liable for the BID Assessment to support the delivery of services in the Service Area.

(c) The geographic scope of the BID Assessment Area may only be expanded in accordance with the Service District Law and by modification of the Ordinance.

## Section 3. Service Area.

(a) For all purposes of these Bylaws, “Service Area” shall mean that area within the boundaries of the BID Assessment Area boundaries of the Service Area

as depicted on Exhibit “B”. If there is any inconsistency between the description and the depiction of the boundaries of the Service Area, the description of the Service Area shall be controlling.

(b) The Service Area shall be an area within the BID Assessment Area where the Corporation will provide and deliver services pursuant to the BID Plan.

(c) The geographic scope of the Service Area may be expanded, contracted or changed by action of the Board, and otherwise in accordance with the provisions of these Bylaws. Neither notice to nor approval by the County Board is required to expand, contract or change the boundaries of the Service Area, provided that the boundaries of the Service Area shall remain at or within the boundaries of the BID Assessment Area.

## **ARTICLE II**

### **OFFICES**

The Corporation may have such office(s) at such place(s), within Arlington County, Virginia, as the Board determines or as the activities of the Corporation require.

## **ARTICLE III**

### **ACTIVITIES; RESTRICTIONS**

#### Section 1. Activities.

(a) The Corporation is organized, and shall be operated, exclusively as an organization described in Section 501(c)(6) of the Internal Revenue Code and which is exempt from federal income taxation under Section 501(a) of such Code. The purposes and objectives of the Corporation are to operate a business improvement service district established by the County Board pursuant to and in accordance with the Service District Law. Without limiting the generality of the foregoing, the Corporation shall:

(i) Promote the common business interests of businesses located in the BID Assessment Area.

(ii) Initiate, promote and support opportunities and programs that encourage and enhance economic and business development within the Service Area and that contribute to making the Service Area a more livable, walkable, sustainable, mixed-use community with amenities and cultural attractions.

(b) The Corporation is further authorized to have and exercise any and all purposes, powers or privileges now or hereafter conferred by the laws of Virginia upon corporations formed under the Virginia Nonprofit Corporation Act, as amended, or any successor law thereto, but only to the extent that the exercise of such purposes, powers and privileges are not precluded by the Service District Law, the Ordinance, or by any contractual arrangements with the County.

Section 2. Restrictions on Activities.

(a) The Corporation is not organized for profit, and it shall have no capital stock and shall not be authorized to issue capital stock. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, the Officers, the President and the Employees or other Persons, except that the Corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes of the Corporation.

(b) The Corporation shall not, directly or indirectly, participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office. In addition, the Corporation shall not engage in the financial support of political activities and candidates.

(c) Notwithstanding any provision herein to the contrary, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(a) of the Internal Revenue Code, as an organization described in Section 501(c)(6) of such Code.

(d) For all purposes of these Bylaws, references to the "Internal Revenue Code" are references to the Internal Revenue Code of 1986, as amended, and references to sections of the Internal Revenue Code are to the provisions of such Code as those provisions are now enacted or to corresponding provisions of any future United States internal revenue law.

## ARTICLE IV

### MEMBERSHIP

Section 1. Description of Members. Each Person who is an Owner shall be a Member until such time as that Person's ownership of Real Property ceases.

Section 2. Annual Meetings.

(a) All annual meetings of the Members shall be held during the last quarter of each Fiscal Year at such date and time and at such place as is designated by the Board and stated in the notice of the meeting delivered to each Member.

(b) At each annual meeting, the Members shall elect such Directors and transact such business as may properly be brought before the meeting.

Section 3. Special Meetings. Unless otherwise provided by the Service District Law, the Ordinance, the Articles of Incorporation, or these Bylaws, special meetings of the Members for any purpose or purposes may be called by the Chairman, any Vice Chairman, the Secretary, or the Board, or at least forty percent (40%) of the votes of the Members then entitled to vote pursuant to the Bylaws.

Section 4. Notice of Annual and Special Meetings. Except as otherwise provided by the Service District Law, the Ordinance, the Articles of Incorporation, or these Bylaws, notice to the Members and to the Directors stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be prepared by the Corporation's Secretary and shall be delivered (i) in the case of an annual meeting, not less than ten (10) days or more than twenty-one (21) days before the date of such meeting, or (ii) in the case of a special meeting, not less than seven (7) days or more than twenty-one (21) days before the date of such special meeting. Such notice shall be provided to those Members who are Owners and to Directors, in each case as of thirty (30) days prior to the meeting for which notice is being provided. The form and manner of delivery of any notice to the Members must conform to the provisions of Article XII, Section 1 of these Bylaws.

Section 5. Presiding Officer; Order of Business.

(a) Meetings of the Members shall be presided over by the Chairman, or, if the Chairman is not present, by any Vice Chairman, or, if a Vice Chairman is not present, by any individual who is chosen by the Board, or, if none, by a chairperson to be chosen at the meeting by a majority of the votes of the Members present in person or by proxy. The secretary of any meeting shall be the Secretary, or, if the Secretary is not present, an Assistant Secretary, or if an Assistant Secretary is not present, any individuals may be chosen by the Board, or, if none, by any individual who is chosen by the chairperson at the meeting. Any individual designate or chosen to preside over any meeting of the Members need not be a Member to assume and perform such duties.

(b) At all meetings of the Members, the provisions of Roberts Rules of Order shall be used to govern the conduct of any such meeting, subject to the provisions of these Bylaws. The following order of business, unless otherwise ordered at the meeting by the chairperson thereof, shall be observed as far as practicable and consistent with the purposes of the meeting:

(i) Call of the meeting to order;

- (ii) Presentation of proof of mailing, or personal delivery certification, of notice of the meeting and, if the meeting is a special meeting, the call thereof;
- (iii) Presentation of Proxies;
- (iv) Determination and announcement that a quorum is present;
- (v) Reading and approval (or waiver thereof) of the minutes of the previous meeting;
- (vi) Reports, if any, of Officers, the President and others, including a representative of any Committee;
- (vii) Consideration of the specific purpose or purposes for which the meeting has been called;
- (viii) Election of Persons as either Class 1 Directors or Class 2 Directors, as applicable, in the event such meeting is an annual meeting of the Members;
- (ix) Transaction of such other business as may properly come before the meeting; and
- (x) Adjournment.

Section 6. Quorum; Adjournments.

- (a) A quorum at meetings of the Members shall consist of forty percent (40%) of the votes entitled to be cast at any meeting by the Members whether represented in person or by proxy.
- (b) If a quorum is not present at any meeting of Members, the meeting shall be adjourned until a quorum is present.
- (c) Even if a quorum is present at any meeting of Members, the Members attending such meeting shall have the power to adjourn the meeting for good cause, without notice of the adjourned meeting, if the time and place thereof are announced at the meeting of Members to be adjourned, provided that the adjournment date is date that is not more than thirty (30) days after the date of the original meeting.
- (d) Any business, which might have been transacted at a meeting as originally called, may be transacted at any meeting held after adjournment as provided in this Section, when a quorum is present. Anything in paragraph (b) of this Section to the contrary, if any adjournment would be for more than thirty (30) days, or if, a new date is fixed for the adjourned meeting, during the meeting to be



adjourned, notice of the new date for an adjourned meeting shall be given to each Member entitled to attend the meeting.

Section 7. Number of Votes.

(a) At any meeting of Members, a Member must be present in person or by proxy in order to vote on any matters before the membership. A Member may submit a proxy naming an individual as the Member's proxy and attorney-in-fact to vote the Member's interest at any annual or special meeting of the Members. A proxy of a Member may not be provided orally. The proxy of a Member must be in written form and executed by an authorized representative of the Member whose interest is to be represented. The proxy of a Member to be valid must be dated with the date it was executed by the authorized representative of the Member. To be recognized by the Secretary as an effective proxy, a duly executed and dated proxy must be delivered to the Secretary by any of personal delivery, courier, U.S. mail, or electronic transmission. A proxy in order to be recognized at any meeting of the Members must be received at least one (1) business day prior to the date that a meeting of the Members is to be held. No proxy of a Member shall be valid after eleven (11) full calendar months after the date of its execution, unless otherwise specifically provided for in the proxy. A proxy that is timely received by the Secretary may be utilized to establish a quorum pursuant to Article IV, Section 6 of the Bylaws. Unless otherwise provided in the proxy, a proxy of a Member shall be used to cover all matters upon which the vote of a Member would be requested at any meeting of the Members that occurs within its period of validity. In the event of any conflict between two (2) or more proxies purporting to cover the same voting rights of a Member, the later dated proxy shall prevail, or if dated as of the same date, both shall be deemed invalid. The Secretary is authorized to prepare, from time to time, proxy forms for use by Members, and to develop procedures for administration and control of proxies submitted by Members to insure integrity in the voting processes of the Members.

(b) Each Owner shall be entitled to one (1) vote for each \$500,000 increment of the most recent assessment of its Real Property for ad valorem taxation purposes of the County, as such assessment is set by the Real Property Assessment Division of the Department of Finance of the County (or successor thereto) ("Assessed Value"). If the Assessed Value of Real Property is less than \$500,000, then the Owner shall be entitled to one (1) vote. If the Assessed Value of Real Property would lead to a fractional vote for an Owner with regard to Real Property, then the number of an Owner's votes for that Real Property shall be rounded up or down to the closest number of whole votes. A fractional vote of 50% or more shall be rounded up to the next whole vote, and a fractional vote of less than 50% would be rounded down to the next whole vote.

(c) The Board may, to the extent necessary or desirable, develop a voting application form to be completed by Owners as a condition of the exercise of their

voting rights pursuant to terms and conditions to be adopted by the Board, but subject to the Service District Law, the Ordinance, the Articles of Incorporation and these Bylaws. Moreover, Members may also execute proxies naming an individual as a designated agent and attorney-in-fact to cast the votes of such Member at any meeting of the Members.

(d) In no event shall the total number of votes assigned to one Member, or to any number of Members under common ownership or control, exceed thirty percent (30%) of the total number of votes that may be cast. Ownership or control shall mean the possession of the power to cause directly or indirectly the direction of the management and the policies of a Member in question.

(e) If an Owner is delinquent in the payment of BID Assessments with regard to a particular Real Property on the date of a meeting of the Members, such Owner shall not be entitled to vote at such Member meeting as to its ownership of that Real Property.

Section 8. Voting. Except as otherwise provided by the Service District Law, the Ordinance, or the Articles of Incorporation, and subject to Section 9 of this Article IV, all matters submitted for a vote of the Members shall be determined by a majority of the votes of the Members present in person or by proxy at a meeting at which a quorum is present. The number of votes of a Member shall be determined as provided in this Article IV, Section 7. Only Members may vote on any matter before a meeting of the Members, and any Director, unless he is the duly authorized representative of a Member, shall not be entitled to vote at any meeting of the Members.

Section 9. Action by Consent. Any action required or permitted to be taken at any meeting of the Members may be taken without a meeting, without prior notice and without a vote, if a written consent in lieu of such meeting, which consent sets forth the action so taken, is signed before or after such action by all of the Members with respect to the subject matter thereof. Any such written consent may be signed in counterpart format.

## **ARTICLE V**

### **BID Assessments**

#### **Section 1. Determination of BID Assessments.**

(a) Based upon the BID Assessment Rate, the BID Assessment for each Real Property shall be determined annually based upon the Assessed Value.

(b) The amount of BID Assessment Rate may be amended, but no more than once annually, by the affirmative vote of at least two-thirds (2/3) of the Board

at a meeting called for such purpose. If approved by the Board, then the amended BID Assessment Rate shall be presented to the County Board for its approval.

Section 2. Payment of BID Assessments; Remedies.

(a) Each Owner shall be required by the County to pay its BID Assessment with regard to Real Property in two (2) equal installments, with each installment due and payable with the payment of the applicable installment of real property taxes to the County.

(b) Any Owner who fails to pay any installment of BID Assessment with regard to Real Property within fifteen (15) days of its due date shall be subject to a late charge penalty equal to the amount of the late payment penalty assessed by the County on the delinquent payment of real property taxes. In addition, late payment of any BID Assessment shall bear interest at the rate fixed by the County on the delinquent payment of real property taxes which interest shall accrue monthly until the BID Assessment has been paid in full.

(c) If an Owner is delinquent in paying any installment of the BID Assessment for more than sixty (60) days after the date due to be paid to the County, the Real Property subject to such BID Assessment may, subject to applicable law of the County and/or Virginia, be sold at the next ensuing tax sale in the same manner and under the same conditions as real property sold for delinquent real property taxes, if such BID Assessment, together with interest and penalties thereon, shall not have been paid in full prior to any such sale. The proceeds of such sale shall be distributed to the Corporation. In addition, if a BID Assessment is delinquent for over one hundred twenty (120) days, the Corporation, may file suit in the Circuit Court of Arlington County against the Owner having delinquent BID Assessments. Such litigation shall be brought in the name of the County or the Corporation, as appropriate to maintain such claim, and may seek, as damages, any delinquent BID Assessment, including penalties and interest thereon, the reasonable attorneys' fees of the Corporation incurred in maintaining any such action and any other costs that the Court determines to be fair and just.

**ARTICLE VI**

**DIRECTORS**

Section 1. General Powers; Number; Tenure.

(a) The business and affairs of the Corporation shall be managed under the direction of the Board, which may exercise all powers of the Corporation and perform or authorize the performance of all lawful acts and things. The Board shall have all the powers and authorities granted under the law of the Commonwealth of

Virginia, except to the extent specifically precluded by the Service District Law, the Ordinance or these Bylaws.

(b) The number of Directors, which shall be fixed by resolution of the Board, shall be no less than seventeen (17) and no more than twenty-seven (27), consisting of representatives of the Members, representatives of Commercial Tenants, and persons designated by the County Board.

(c) Directors shall be separated into the following classes: Class 1 Directors consisting of eight (8) Owner Directors and three (3) Commercial Directors and Class 2 Directors consisting of seven (7) Owner Directors and four (4) Commercial Directors.

(d) At each annual meeting of the Members, the Members shall elect either persons as Class 1 Directors or Class 2 Directors, as applicable, to the Board representatives of the Members and representatives of the Commercial Tenants, as follows:

(i) Owner Directors:

(A) Fifteen (15) Owner Directors, divided into four categories of Owner Directors, as follows:

(1) Category A shall be two (2) Owner Directors representing Owners of Commercial Real Property having an Assessed Value of Real Property less than \$40,000,000;

(2) Category B shall be five (5) Owner Directors representing Owners of Commercial Real Property having an Assessed Value of \$40,000,000 or greater, but less than \$70,000,000;

(3) Category C shall be six (6) Owner Directors representing Owners of Commercial Real Property having an Assessed Value of \$70,000.00 and greater;

(4) Category D shall be two (2) Owner Directors representing Owners of Residential Real Property.

(B) Owner Directors shall have staggered alternating terms as follows:

(1) Class 1 Directors, consisting of at least seven (7) Persons, which shall include (i) six (6) Persons, who represent Owners of Commercial Real Property, with a two (2) year term, and (ii) one (1) Owner Director that

represents Owners of Residential Real Property, with a two (2) year term; and

(2) Class 2 Directors, consisting of at least eight (8) Persons, which shall include (i) seven (7) Persons, who represent Owners of Commercial Real Property, and hold a seat that had an initial term of two (2) years, as of the first annual meeting of the Corporation, with subsequent terms being equal to two (2) years, and (ii) one (1) Owner Director that represents Owners of Residential Real Property, with a two (2) year term.

(C) At no time shall an Owner be permitted to control directly or indirectly more than three (3) of the Owner Director positions on the Board.

(D) If an individual ceases to qualify as an Owner or representative of an Owner for whatever reason while serving as an Owner Director, that individual shall be ineligible to continue to serve as an Owner Director and his position as an Owner Director shall be deemed vacant as of the date that individual no longer is qualified.

(ii) Commercial Directors:

(A) Seven (7) Commercial Directors who must be representatives of Commercial Tenants, with three (3) of such Directors being Class 1 Directors and with the other four (4) of such Directors being Class 2 Directors.

(B) Additionally, at least two (2) of these seven (7) Commercial Directors shall be representatives of retail or ground floor service businesses within or fronting on the Service Area.

(C) If an individual ceases to qualify as a representative of a Commercial Tenant, for whatever reason, while serving as a Commercial Director, that individual shall be ineligible to continue to serve as a Commercial Director and his position as a Commercial Director shall be deemed vacant as of the date that individual no longer is qualified.

(iii) Public Directors:

In addition to the Directors elected by the Members as provided in subsection (d)(i) and (ii) above of this Section 1, the Board

shall have five (5) Members designated by the County Board for terms as the County Board may determine at its sole discretion. Persons designated by the County Board for these Director positions shall be representatives of the County, the Exempt Owners and other interested entities, such as the business organizations, residents of residential properties adjacent to the BID Assessment Area and civic associations, whose boundaries include a portion of the BID Assessment Area.

- (iv) Should the Board determine that it is appropriate to reduce the number of Directors, as is permitted by Section 1(b) of this Article, then the allocation of Members of the Board among the various groups of Directors (i.e. Owner Directors, Commercial Directors and Public Directors) and within each Director group the category or type (e.g. Category A through D Directors among the Owner Directors; etc.) shall be proportionately reduced, provided that no group of Directors or category or type of Director within each group shall have less than one Director.

(e) Prior to each annual meeting, or special meeting of the Members called for that purpose, the Nominating Committee, if then in existence, or if not in existence, the Executive Committee shall, subject to the provisions of this Article VI, nominate a slate of candidates for either Class 1 Directors or Class 2 Directors as applicable. Members may nominate additional Persons for election as Directors at any meeting of the Members at which Directors will be elected. At each annual meeting of the Members, the Members shall elect the succeeding class of Directors for Class 1 or Class 2, as applicable.

(f) Each individual elected as a Director at an annual meeting of the Members shall serve a term of two (2) years.

(g) The term of the newly elected Directors to the Board shall commence on July 1<sup>st</sup> following the annual meeting of the Members and shall run for two (2) years, expiring on June 30<sup>th</sup>.

(h) Persons need not be residents of the County to serve as a Director.

(i) An individual may be re-elected or re-appointed, as applicable, as a Director without limitation as to number of terms previously served.

## Section 2. Removal; Resignation.

(a) Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, any Director may be removed, for cause, by a vote of a majority of the Board.

(b) Any Director may resign at any time by giving written notice to the Board, the Chairman, any Vice Chairman, or the Secretary. Unless otherwise specified in such written notice, a resignation shall take effect upon delivery thereof to the Board or one of the above noted Officers. A resignation need not be accepted by the Board in order for it to be effective.

(c) To the extent that a Director is serving in a representative capacity for an Owner or a Commercial Tenant, the loss of employment or affiliation with any such Owner or Commercial Tenant may constitute cause for removal from the Board.

Section 3. Vacancies. The position of a Director may be filled by reason of an increase in the number of Directors or for any other reason, including a vacancy due to resignation. A vacancy may be filled by election at any annual or special meeting of the Members or at any annual, regular or special meeting of the Board called for that purpose, provided that if a vacancy occurs in the seat of any member of the Board, whose seat is identified as one to be designated by the County Board, then the County Board shall be requested by the Board to appoint an individual to fill that vacancy. An individual appointed to fill a vacancy as a Director shall serve for the unexpired term of his predecessor in office. In the event that an individual is elected to fill a vacancy, the term of the individual elected or appointed as a Director, as applicable, shall commence on the date of election or appointment, and shall continue through the expired term of his predecessor in office.

Section 4. Place of Meetings. The Board may hold both regular and special meetings, within Arlington County, Virginia, at such place, as the Board deems advisable.

Section 5. Annual Meeting. The annual meeting of the Board shall be held in the first quarter of each Fiscal Year, on such date as may be determined by the Board, which shall furnish written notice of such date, time and location to all Directors.

Section 6. Regular Meetings. Regular meetings of the Board shall be held quarterly in each Fiscal Year upon fifteen (15) days' notice to each Director at such time and place as may be determined by the Board and specified in the notice if such notice is delivered personally or sent by telegram, electronic mail ("E-mail") or facsimile and posted on the website of the Company ("Website") or upon five (5) days' notice if sent by mail.

Section 7. Special Meetings. Special meetings of the Board may be called by the Chairman or by any Vice Chairman, or by a majority of the Directors upon two (2) days' notice to each Director if such notice is delivered personally or sent by telegram, e-mail or facsimile and posted on the Website or upon five (5) days' notice if sent by mail.

## Section 8. Quorum; Voting.

(a) A majority of the number of Directors then in office shall constitute a quorum for the transaction of business at each and every meeting of the Board, including meetings of the Board pursuant to Section 10 of Article VI, and the act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board, except as may otherwise specifically be provided by the Service District Law, the Ordinance, the Articles of Incorporation, or these Bylaws. If a quorum is not present at any meeting of the Board, the Directors present shall adjourn the meeting, until a quorum is present.

(b) Notwithstanding anything to the contrary in Section 8(a) above of this Article, the Board may only amend these Bylaws, the BID Plan and the BID Assessment by a two-thirds (2/3) vote of the Directors present and voting at a special meeting called for such purpose; provided that, any amendment to these Bylaws must be presented to the Members for ratification at the next annual meeting and may only become effective upon ratification. Any amendment to the BID Plan and the BID Assessment approved by the Board may require subsequent approval of the County Board to become effective.

Section 9. Action by Consent. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting and without prior notice if a written consent in lieu of such meeting is obtained from all the Directors then in office, and which consent (i) sets forth that the Director executing the counterpart of the consent has consented to take action without a meeting, (ii) sets forth the action so taken, and (iii) is signed either before or after such action by all Directors then in office. Any such written consent may be signed in counterpart format.

## Section 10. Meetings/Actions by Telephone or Similar Communications Equipment.

(a) Meetings by Telephone. The Board may participate in meetings by means of conference telephone or similar communications equipment, whereby all Directors participating in the meeting have the opportunity to hear each other at the same time and participate, and participation in any such meeting shall constitute presence in person by such Director at such meeting.

(b) Meetings by Written Communication. The Board may participate in meetings by means of e-mail, or by facsimile whereby all Directors participating in the meeting are given no less than seventy-two (72) hours to respond to an e-mail meeting or facsimile meeting. The notice for such e-mail meeting or facsimile meeting ("Initial Notice") shall set forth the time frame within which responses must be received for purposes of (i) determining quorum and (ii) casting votes. A



written response to the Initial Notice shall constitute presence in person by such Director at such meeting.

Section 11. Voting. During a meeting of the Board pursuant to Section 10(a) of Article VI, the Directors may cast votes orally. After a meeting pursuant to Section 10(b) of Article VI, the Board may cast votes by e-mail or by facsimile provided that such vote is cast pursuant to the time frame specified in the Initial Notice. A written record shall be made of all actions taken at any meeting conducted by means of a conference telephone or similar communications equipment, or by e-mail or facsimile. All quorum and voting conditions set forth in these Bylaws shall apply.

Section 12. Open Meetings. All meetings of the Board and each Committee shall be open to, and may be attended by, any Member. Notice for meetings pursuant to Article VI, Section 10 shall be posted on the Website pursuant to the notice requirements provided herein.

## **ARTICLE VII**

### **EXECUTIVE COMMITTEE; OTHER COMMITTEES**

#### **Section 1. Executive Committee.**

(a) The Board may designate three (3) or more Directors to constitute an Executive Committee, one of whom shall be the Chairman. The Chairman shall be the chairperson of the Executive Committee. Each member of the Executive Committee shall continue as a member thereof until the expiration of his term as a Director, or until his earlier resignation from the Executive Committee, in either case unless sooner removed as a member of the Executive Committee or as a Director by any means authorized by these Bylaws.

(b) Except as expressly limited by the Virginia Nonprofit Corporation Act or by resolution of the Board, the Executive Committee shall have and may exercise all of the rights, powers and authority of the Board, including approving Operating Budget and business plan for the BID for the forthcoming Fiscal Year pursuant to Section 2 of Article X, provided that the Board has been consulted and comments solicited. Notwithstanding the foregoing, only the Board or the Members may elect an individual to be a Director or designate a Director to be a member of the Executive Committee.

(c) The Executive Committee shall fix its own rules of procedure and shall meet at such time and at such place or places as may be provided by its rules. The chairperson of the Executive Committee, or, in the absence of a chairperson, a member of the Executive Committee chosen by a majority of the members present, shall preside at meetings of the Executive Committee, and another member thereof

chosen by the Executive Committee shall act as Secretary. A majority of the Executive Committee shall constitute a quorum for the transaction of business, and the affirmative vote of a majority of the members of the Executive Committee present where a quorum is present shall be required for any action of the Executive Committee. The Executive Committee shall keep minutes of its meetings and deliver such minutes to the Board.

Section 2. Committees.

(a) The Board may establish one or more Committees of the Board, and shall fix the number of persons and appoint the members, including Directors, of any Committee so formed by the Board, and designate one or more chairpersons of that Committee. A Committee may be a regular standing committee of the Corporation or one focused on a specific subject and established for limited duration.

(b) The purpose of a Committee shall be to assist and consult with the Board at such times and in such manner as the Board may determine in furtherance of the purposes and objectives of the Corporation. All formal decisions and determinations made by a Committee shall be non-binding on the Corporation but, however, shall be submitted to the Board for its approval, and, if approved by the Board, such decision or determination shall become the action of the Board. Committee members may be asked to use their good offices in appropriate ways on behalf of the Corporation. Such requests will be made selectively and with discretion.

(c) The procedural rules of any Committee shall be similar to the procedural rules applicable to the Executive Committee set forth in Section 1 of this Article VII, unless the Board determines otherwise.

(d) No Committee and no member of any Committee shall have the authority to act on behalf of the Corporation, unless specifically authorized by the Board or the Executive Committee by written action and shall generally be an advisory body to the Board and the Executive Committee.

Section 3. Nominating Committee. The Board may form a Nominating Committee. The Nominating Committee shall determine the number of those Directors in the applicable Class of Directors to be elected at a meeting of the Members and prepare a proposed slate of candidates for election to the Board in the applicable Class of Directors. The Nominating Committee shall consist of the Chairman, at least three (3) other Directors, and any other persons designated by the Board. The Nominating Committee shall make its determinations by majority vote and shall submit to the entire Board a written list of the slate, and number of candidates for the next Board meeting or the next annual meeting of the Members and Non-Members, after the same have been determined. If no Nominating

Committee is formed, the Executive Committee shall fulfill the role of the Nominating Committee.

Section 4. Urban Design Committee.

(a) Purpose. The purpose of the Urban Design Committee is to facilitate and advocate for Rosslyn to be a vibrant urban environment. The Urban Design Committee identifies and examines urban design issues and provides information and guidance to the Executive Committee and the Board. The Rosslyn Station Area Plan Addendum, as amended, and other pertinent County planning and zoning documents shall inform the Committee's deliberations.

(b) Membership. The Urban Design Committee shall be comprised of up to eighteen (18) voting members appointed by the Board as follows:

(i) Eight (8) members who are residents of, own property in or work in Rosslyn.

(ii) Three (3) Directors, at least one (1) of whom shall be a member of the Executive Committee.

(iii) One (1) member from each of the North Rosslyn Civic Association and the Radnor-Fort Myer Heights Civic Association, provided that if one of the member seats allocated remains vacant after due efforts by the Executive Committee, or the Board, and the applicable civic association president to fill the position, the Executive Committee reserves the right to fill the position with an additional at-large candidate.

(iv) Up to five (5) additional at-large members, who are Arlington County citizens and/or professionals that express an interest in, or are involved with, urban design issues in Rosslyn. Persons, who hold seats on the Urban Design Committee as at-large members, should consist of Persons from among the following constituencies:

A. Urban Design Professionals should exhibit expertise in the following areas:

- urban design
- architecture
- landscape architecture
- urban/city planning
- property management

B. Owners of real property in Rosslyn.

C. Owners of businesses in Rosslyn.

- D. Residents of Rosslyn, or
- E. Residents of Arlington County who have expressed special interest in the BID Assessment Area and/or Rosslyn.

(v) Three (3) non-voting members appointed by the Board, one each from at least three (3) of the following governmental bodies:

- A. Arlington Department of Community Planning, Housing & Development (CPHD);
- B. Arlington Department of Environmental Services (DES);
- C. Arlington Department of Parks, Recreation & Cultural Resources (PRCR);
- D. Arlington Co. Department of Economic Development (AED);
- E. National Parks Service (NPS);
- F. Virginia Department of Transportation (VDOT);
- G. Washington Maryland Area Transit Authority (WMATA) ;  
or
- H. National Capital Planning Commission (NCPC).

(vi) Designation of Chairperson. There may be one (1) or more chairpersons of the Urban Design Committee, at least one of whom shall be a Director.

(c) Adoption of Meeting Processes and Procedures. The Urban Design Committee shall prepare guidelines for its operation and administration and shall submit the same to the Board for its review and approval, which guidelines shall include procedures for consideration by the Corporation of matters brought before the Urban Design Committee, including matters under the Rosslyn Station Area Plan Addendum.

(d) Formulation and Presentation of Recommendations to the Board. The Urban Design Committee shall review in-progress and/or completed planning and design initiatives by the County and its various departments and agencies, or others, related to real estate development, community planning and visioning, transportation planning, and any other subject deemed relevant that has a potential impact on urban design, and to develop an Urban Design Committee opinion as to the work and its impacts. Subsequently, the Urban Design Committee

shall submit a preliminary report and recommendations to the Executive Committee and the Board.

(e) Board Action on Urban Design Committee Recommendations. The Board shall consider recommendations of the Executive Committee and the Urban Design Committee on proposed opinions or actions of the Board, and where the Board takes action on a proposed opinion or action, the Chairman, or, as delegated, to a Vice Chairman or to the President, shall forward the official opinion or action of the Board to the County staff, Arlington County Planning Commission and/or County Board for consideration.

#### Section 5. Other Provisions Regarding Committees.

(a) The Board shall have the power at any time to fill vacancies in, change the membership of, or discharge any Committee.

(b) Unless prohibited by law, the provisions of Section 9 ("Action by Consent") and Section 10 ("Meetings by Telephone or Similar Communications") of Article VI shall apply to all committees.

### ARTICLE VIII

#### OFFICERS

Section 1. Positions. Each Officer shall be Director, and shall be chosen by the Board. The Chairman shall also serve as the chairperson of the Board. The Board may also choose one or more Assistant Secretaries and/or Assistant Treasurers and such other officers and/or agents as the Board deems necessary or appropriate. All Officers shall exercise such powers and perform such duties as shall be determined by the Board. Any two or more offices may be simultaneously held by the same person, except the offices of Chairman and Secretary and Chairman and Vice Chairman.

Section 2. Term of Office; Removal. Each Officer shall hold office for a term of one (1) year, with such term commencing as of the annual meeting of the Board in each Fiscal Year and ending as the next annual meeting of the Board. Notwithstanding the foregoing, any Officer may be removed, with or without cause, at any time by the Board. Vacancies (however caused) in any office may be filled for the unexpired portion of the term by the Board.

Section 3. Chairman. The Chairman shall be the chief executive officer of the Corporation and, subject to the direction of the Board, shall have general charge of the activities, affairs and property of the Corporation and general supervision over its other officers and agents. In general, the Chairman shall perform all duties

incident to the office of Chairman of a nonprofit corporation and shall see that all orders and resolutions of the Board are carried into effect.

Section 4. Vice Chairman. In the absence or disability of the Chairman, the Vice Chairman, or in the event there is more than one, then the Vice Chairman in the order designated, or in the absence of any designation, in the order of his or her election, shall perform the duties and exercise the powers of the Chairman. The Vice Chairman(s) also generally shall assist the Chairman and shall perform such other duties and have such other powers as may be provided by the Board.

Section 5. Secretary. The Secretary shall attend all meetings of the Members and the Board and shall record all votes and the proceedings of all meetings in a book to be kept for such purposes. The Secretary also shall perform like duties for the Executive Committee or other Committees, if required by any such committee. The Secretary shall give (or cause to be given) notice of all annual, regular and/or special meetings of the Members and the Board and shall perform such other duties as may be provided by the Board or by the Chairman. The Secretary shall have custody of the seal of the Corporation, shall have authority (as shall any Assistant Secretary) to affix the same to any instrument requiring it, and to attest the seal by signature. The Board may give general authority one or more other Officers to affix the seal of the Corporation and to attest the affixing thereof by signature, so long as that Officer is not the signatory whose signature is being attested to. The Secretary shall maintain a current record of Members, and the Secretary, working with other Officers and the Employees shall determine the number of votes to be allocated to Members pursuant to these Bylaws.

Section 6. Assistant Secretary. The Assistant Secretary, if any (or in the event there is more than one, the Assistant Secretaries in the order designated, or in the absence of any designation, in the order of their election), in the absence or disability of the Secretary, shall perform the duties and exercise the powers of the Secretary. The Assistant Secretary(ies) shall perform such other duties and have such other powers as may be provided by the Board.

Section 7. Treasurer. The Treasurer shall have the custody of and responsibility for the Corporation's funds and evidences of indebtedness, shall keep books belonging to the Corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such accounts (including, without limitation, checking, savings and money market accounts) and in such depositories as may be ordered by the Board; provided, however, that any such account may only be maintained in a federally insured financial institution doing business in the District. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Directors, the Chairman, or by any Vice Chairman or the President if such expenditure authority has been delegated by the Directors. The Treasurer shall keep full and accurate records and accounts of the assets, liabilities, receipts and disbursements and other transactions of the Corporation in books

belonging to the Corporation and shall render to the Chairman and the Board, at regular meetings of the Board or whenever any of them may so require, an account of all transactions and the financial condition of the Corporation. If required by the Board, the Treasurer shall, at the Corporation's expense, provide a fidelity bond to the Corporation in such amount, form and security as may be specified by the Board for the faithful performance of the duties of the office of Treasurer and for restoration to the Corporation of all of its books, records, money, vouchers and any and all other property in the Treasurer's possession or under the Treasurer's control on the date of the Treasurer's death, resignation or removal from office.

Section 8. Assistant Treasurer. The Assistant Treasurer, if any (or in the event there is more than one, the Assistant Treasurers in the order designated, or in the absence of any designation, in the order of their election), in the absence or disability of the Treasurer, shall perform the duties and exercise the powers of the Treasurer. The Assistant Treasurer(s) shall perform such other duties and have such other powers as may be provided by the Board.

Section 9. Compensation. No individual who is a Member, Director, Officer, or Committee member shall receive any compensation or other remuneration for serving in such capacity; provided, however, if requested, that the actual and reasonable out-of-pocket expenses of any Director, Officer and Committee member incurred in attending any meetings of the Corporation or in performing such person's duties in connection with the Corporation will be reimbursed to any such Director, Officer or Committee member, provided that where there is a request for reimbursement of an amount in excess of \$250.00 for an individual expense the approval by the Executive Committee shall be required.

## ARTICLE IX

### EMPLOYEES

Section 1. Employees Generally. The Board may hire from time to time or authorize the President to employ from time to time Persons as Employees to manage the day to day affairs and operations of the Corporation, provide that such employment is consistent with the then approved business plan and the then approved Operating Budget.

Section 2. President.

(a) The Board may from time to time employ, as an Employee, a as the President. If the Board decides to employ an individual as the President, that Person, as President, shall perform any or all of the Board's nonfiduciary duties upon such terms and conditions as the Board deems appropriate and advisable. The individual employed as the President may not be a Member or an affiliate of a

Member. The President shall report to the Board, but is not a member of the Board and shall have no voting privileges in Board deliberations.

(b) The President shall be deemed authorized to:

(i) Execute documents on behalf of the Corporation, which, with due authorization, shall be deemed binding obligations of the Corporation.

(ii) Within established limits of check signing authority, execute checks and authorize transfers of money by and on behalf of the Corporation, provided the same is either consistent with the then approved business plan and Operating Budget, or is directly authorized by the Board or as applicable the Chairman.

(iii) Execute communications advising of actions by the Urban Design Committee.

## **ARTICLE X**

### **RECORDS; INSPECTION; OPERATING BUDGET/BUSINESS PLAN**

#### **Section 1. Books and Records.**

(a) The books and records of the Corporation, including, without limitation, minutes of meetings of the Members and the Board, the financial records of the Corporation, and the names and addresses of the Members, shall be available for examination by any Member and the members of the County Board at convenient hours on working days that shall be set and announced for general knowledge. Upon reasonable request, a copy of the books, records and minutes of the Corporation shall be furnished to any Member or the County Board.

(b) Notwithstanding the foregoing, the books, records and minutes of the Corporation may be withheld from examination by any individual referred to in Section 1(a) of this Article X if the requested documents concern: (i) personnel matters; (ii) communications with legal counsel or attorney work product; (iii) transactions currently in negotiation and agreements containing confidentiality requirements; (iv) pending litigation; (v) pending matters involving formal proceedings for enforcement of the provisions of the Articles of Incorporation, Bylaws or if applicable, the rules and regulations promulgated pursuant thereto; or (vi) any disclosure of information that would constitute a violation of law.

(c) As a condition to furnishing copies of the books, records or minutes of the Corporation, the Corporation shall be entitled to charge and collect an amount from any Member equal to its costs in furnishing the requested documents, which costs shall reflect the actual cost of materials and labor incurred by the Corporation



in undertaking the requested document copying and production. There shall be no charge to the County Board.

Section 2. Operating Budget/business plan.

(a) No later than October 1st of each Fiscal Year, the Board shall provide an opportunity for the Members, either electronically, or via other means it shall determine to be appropriate in its discretion, to provide suggestions for consideration by the Board for the business plan for the forthcoming Fiscal Year.

(b) No later than December 1st of each Fiscal Year, the Board or the Executive Committee, as applicable, after consideration of any Member suggestions, shall adopt a proposed business plan and Operating Budget of the Corporation for the forthcoming Fiscal Year. After adoption of that business plan and Operating Budget of the Corporation, and in accordance with the policies and procedures of the County as agreed to with the Corporation, the Board shall have the Corporation's proposed business plan, Operating Budget, or supplement thereto, submitted to the County for action by the County Board.

(c) Contemporaneous with the submittal to the County of the proposed business plan and Operating Budget for the Corporation for the forthcoming Fiscal Year, the Board shall post or disseminate to the Members electronically, or via other means it shall determine to be appropriate in its discretion, the proposed business plan and summary Operating Budget of the Corporation for the forthcoming Fiscal Year.

(d) On behalf of the Corporation and its Members, the Board or the Executive Committee, as applicable, shall have the exclusive power and authority to adopt a proposed business plan, Operating Budget, or any supplement thereto, of the Corporation, subject to obtaining any required County Board consent in accordance with the policies and procedures of the County as agreed to with the Corporation. The adoption and approval of a business plan, an Operating Budget or any supplement thereto shall not require any approval of the Members.

(e) The business plan and associated Operating Budget for any fiscal shall only become effective upon adoption by the County Board.

**ARTICLE XI**

**ANNUAL REPORT**

The Board shall file an annual report with the County Board regarding the activities of the Corporation in administration and operation of the BID. The annual report shall be posted or disseminated electronically, or via other means it

shall determine to be appropriate, in its discretion, and shall be made available to all current Members.

## **ARTICLE XII**

### **NOTICES**

#### **Section 1. Form; Delivery.**

(a) Any notice required or permitted to be given to any Member, Director, Officer, or Employee shall be given in writing, and may be furnished either (i) personally (with written certification of delivery in the case of notice furnished to a Member), (ii) by first-class mail with postage prepaid, (iii) courier service, the charge for which is at the cost of the Corporation, or (iv) by electronic transmission, so long as evidence of a confirmed receipt of such electronic transmission is available and obtained. Any notice given, if addressed to the stated recipient at such person's address as it appears in the records of the Corporation, and timely delivered to such address, shall be deemed a notice duly and properly given.

(b) All notices of meetings of the Members, the Board, the Executive Committee and any committee of the Corporation shall be posted on the Website of the Corporation no later than three (3) business days prior to the date of the meeting to which the notice pertains.

(c) A personally delivered notice shall be deemed to be given at the time it is delivered to the recipient, and mailed notices shall be deemed to be given at the time it is deposited in the United States mail. A notice delivered by courier shall be deemed given as the time that the records of the courier indicate that delivery was made. Any notice given by means of electronic transmission sent to shall be deemed given at the time delivery is evidenced by such means of electronic transmission.

**Section 2. Waiver; Effect of Attendance.** Whenever any notice is required to be given by the Service District Law, the Ordinance, the Articles of Incorporation, or these Bylaws, a written waiver thereof, signed by the individual or individuals entitled to such notice, whether before or after the time stated therein, shall be the equivalent of the giving of such notice. In addition, any Member, or any Director or Committee member who attends a meeting of the Board or a Committee thereof shall be deemed to have had timely and proper notice of the meeting, unless such Member, Director or Committee member attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

## **ARTICLE XIII**

### **DISSOLUTION**

Section 1. Method. The Corporation may be dissolved upon the occurrence of any of the following events:

- (a) The affirmative vote of at least two-thirds (2/3) of the Members present in person or by proxy at a special meeting called for the purpose of considering the dissolution of the Corporation;
- (b) For any other reason that would cause or require the dissolution of the Corporation under the Virginia Nonprofit Corporation Act; or,
- (c) As provided for in accordance with the Ordinance.

Section 2. Distribution of Assets.

(a) Upon the termination, dissolution or winding up of the Corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation shall be distributed to the Members in proportion to their obligation to pay the BID Assessments in the Fiscal Year of the Corporation in which such dissolution occurs, or if not determined in such year, in the year immediately preceding the year of dissolution. If a Member is not then current in the payment of BID Assessments, the Corporation may set off any amount otherwise payable to such defaulting Member on dissolution of the Corporation against the delinquent amount, including interest, penalties and collection costs, owed by such Member. Any such set-off shall not discharge or release such defaulting Member from paying any additional delinquent BID Assessments, interest, penalties and costs.

(b) Within sixty (60) days after any such dissolution, the Board shall adopt a plan to timely distribute funds and dispose of assets to satisfy all creditors in the order of their priority, if any. Any surplus funds shall be returned to the Members, in the proportion and in the manner set forth in Section 2(a) above of this Article, within thirty (30) days after the adoption of the plan of distribution by the Board.

## **ARTICLE XIV**

### **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Section 1. Indemnification.

(a) Every Person who serves or has served as a Member, Director, Officer, Employee, agent, advisor, consultant or in any other capacity to or of the

Corporation shall be indemnified by the Corporation for any judgment or award obtained against him, her or it and for all expenses and costs actually and necessarily incurred by him, her or it including reasonable attorneys' fees, in connection with the defense of any claim, action, suit or proceeding in which he, she or it is made a party by reason of serving or having served in any of the foregoing capacities with the Corporation. In the event any such claim, action, suit or proceeding is instituted against any such Person, the Corporation shall have the right to enter into a settlement or compromise in regard thereto as may be deemed advisable by the Board.

(b) The right of indemnification provided herein shall be in addition to, and not in lieu of, any rights which any such Person may be entitled to by contract or as a matter of law. Notwithstanding the foregoing, a Person shall be entitled to indemnification only so long as such Person acted in good faith in a manner reasonably believed to be in or not opposed to the best interest of the Corporation; provided, however, that no indemnification shall be made in respect of any claim, issue or matter as to which a party has been judged to be liable for fraudulent, willful or wanton conduct or misconduct, breach of the BID instruments or gross negligence, or with respect to any criminal action or proceeding.

(c) The indemnity set forth in this Section shall be paid only to the extent of the assets of the Corporation and, conversely, any such indemnification obligation shall be without recourse to any of the assets of the Members.

Section 2. No Liability. No Member, Director, Officer or Employee, or any other Person affiliated with them, shall be personally liable to the Corporation or to any Member for loss or damage caused by any act or omission, except to the extent that any such loss or damage is caused by such Person's fraudulent, willful or wanton conduct or misconduct, breach of the Service District Law, the Ordinance, the Articles of Incorporation, and these Bylaws, or gross negligence.

Section 3. Insurance. The Corporation shall maintain insurance on behalf of any individual who is or was a Director, Officer or Employee, or for the Employee, partner, agent or advisor of any Director or Officer, for a liability asserted against him or her and incurred by any such party in any such capacity or arising out of such party's status as such, irrespective of whether the Corporation would have the power to indemnify such party against such liability under this Article XIV.

## **ARTICLE XV**

### **COMMON OR INTERESTED MEMBERS, DIRECTORS, COMMITTEE MEMBERS, AND EMPLOYEES**

Section 1. General Rules. Each Director, Committee members and Employee and each Officer shall exercise his or her powers and duties in good faith

and with a view to the best interests of the Corporation. No contract or other transaction between the Corporation and one or more of its Directors, Committee Members or Employees, any corporation, firm, association, or other entity in which one or more of its Directors or Officers are officers or directors, or are pecuniarily or otherwise interested, shall be either void or voidable because of such common directorate, officer position or interest, or because such Directors, Committee Members and Employees are present at the meeting of the Board or any Committee thereof which authorizes, approves or ratifies the contract or transaction, if (unless otherwise prohibited by law) any of the conditions specified in the following paragraphs exist:

(a) the material facts of the common directorate or interest or contract or transaction are disclosed or known to the Board or a Committee thereof and the Board or the Committee authorizes or ratifies such contract or transaction in good faith by the affirmative vote of a majority of the disinterested Directors or the Committee members, even though the number of such disinterested Directors or Committee members may be less than a quorum; or

(b) the material facts of the common directorate or interest or contract or transaction are disclosed or known to the Members and the contract or transaction is specifically approved in good faith by vote of the Members; or,

(c) the contract or transaction is fair and commercially reasonable to the Corporation at the time it is authorized, approved or ratified by the Board, a Committee thereof, or the Members, as the case may be.

Section 2. Implementation. No Director or Committee Member may vote on any contract or transaction in which he or she may have an interest. These Persons may not be counted in determining whether a quorum is present at any meeting of the Board or any Committee thereof which authorizes, approves or ratifies any such contract or transaction.

Section 3. Loss of Exemption. Notwithstanding anything to the contrary in this Article XV, any such contract or transaction shall not be entered into if it would result in the loss of the Corporation's exemption from federal income taxation or would violate the provisions of the Service District Law, or regulations promulgated thereunder, or the Ordinance.

Section 4. Adoption of Policies. The Board may adopt additional policies related to the management of matters covered by this Article XV including specific policies regarding conflicts of interest.

## **ARTICLE XVI**

### **BYLAWS**

Section 1. Initial Approval. These Bylaws must be initially approved, amended and/or adopted by the affirmative vote of a majority of the votes of the Members present in person or by proxy at a special meeting called for such purpose within one hundred (120) days after the adoption of the Ordinance by the County Board. The number of votes of a Member shall be determined as provided in Article IV, Section 7. Members may submit proposed amendments to the Corporation's initial Bylaws to the Board no later than thirty (30) days prior to the date on which the special meeting of the Members will be held to, among other things, ratify such initial Bylaws.

#### Section 2. Amendments.

(a) By the Board. The Board shall have the power to adopt amendments to these Bylaws by the affirmative vote of at least two-thirds (2/3) of the Board as then constituted at a special meeting called for such purpose. Any such amendment must thereafter be duly ratified by a majority of the votes of the Members present in person or by proxy at a special meeting of the membership called for such purpose or at the next annual meeting. The number of votes of a Member shall be determined as provided in Section 7 of Article IV. Any amendment to these Bylaws shall comply with the applicable provisions of the Service District Law, and with the Ordinance, in each case as the same may be amended.

(b) By the Members. Any Member may propose an amendment to these Bylaws. In the event that an amendment is proposed by a Member, the proposed amendment shall be submitted for consideration at an annual meeting of the Members. The Member(s) submitting such amendment must provide a written proposal of such amendment to the Board with a written supporting statement and rationale no later than March 1<sup>st</sup> of the then applicable Fiscal Year.

## **ARTICLE XVII**

### **GENERAL PROVISIONS**

Section 1. Seal. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its incorporation and the words "Corporate Seal", "Nonprofit" and "Commonwealth of Virginia."

Section 2. Conflicts. To the extent that any provision of these Bylaws conflicts with the provisions of the Service District Law, the Articles of Incorporation, or the Ordinance, the applicable provision of the Service District Law, the Articles of Incorporation, or the Ordinance, as applicable, shall control. If

there is a conflict between the provisions of the Service District Law and the provisions of the Ordinance, the provisions of the Service District Law shall control.

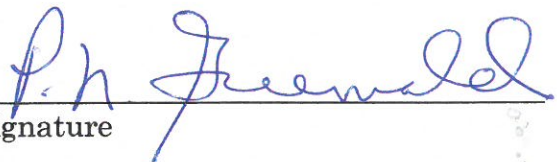
Section 3. Contracts. The Board may authorize any of its Officers and the President to enter into, execute and deliver any contract, lease or other instrument in the name of and on behalf of the Corporation, subject to procedures and policies set up by the Board. Such authority may be general or confined to specific instances or transactions.

Section 4. Checks. All checks, drafts, orders for the payment of money, notes and other similar financial instruments shall be signed in the name of and on behalf of the Corporation by the Chairman, any Vice Chairman, the President, or such other persons designated by the Board, subject to procedures and policies set up by the Board.

Section 5. Interpretation. Any reference in these Bylaws to the term "law" shall be a reference to the laws of the Commonwealth of Virginia, including the Service District Law, the Virginia Nonprofit Corporation Act, and to the extent applicable the Ordinance. These Bylaws are intended to be in compliance with the Service District Law, and the regulations promulgated thereunder, and the Ordinance, and shall be construed in a manner consistent with the Service District Law, and, to the extent applicable, the provisions of the Ordinance.

Section 6. Gender References. All references in these Bylaws to the masculine gender shall include the feminine and neuter genders, and vice versa, as context may require.

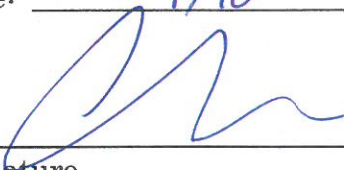
The undersigned hereby certify that the foregoing constitute and are a true and correct copy of the Bylaws of Rosslyn Business Improvement Corporation, and that such Bylaws, as amended, have been approved by the Board of Directors by electronic vote as July 29, 2014, as required by Section 2.(a) of Article XVI of such Bylaws, and pursuant to the provisions of Section 10(b) of Article VI. Subject to ratification by the Members at the next occurring Annual Meeting of Members, these Bylaws, as amended, are deemed in full force and effect as of July 29, 2014.

  
Signature

Peter N. Greenwald

Title: Chairman

Date: 9/10, 2014

  
Signature

Andrew Van Horn

Title: Secretary

Date: 9/10, 2014



## EXHIBITS

Exhibit A Description of BID Assessment Area Boundaries

Exhibit A-1 Depiction of BID Assessment Area Boundaries

Exhibit B Depiction of Service Area Boundaries

EXHIBIT A

Description of BID Assessment Area Boundaries

[See Attached]

**EXHIBIT A 2012 Description of BID Assessment Area Boundaries RPCs & Property Addresses in Rosslyn BID**

These properties agree with Exhibit A-1 2012 Rosslyn BID Assessment Area Boundaries Final Map, May 10, 2012

<b><u>RPC</u></b>	<b><u>Property Address</u></b>
17010035	1701 Clarendon Blvd
16036002	1820 Fort Myer Dr
16034001	1500 Key Blvd
16034002	1500 Key Blvd
16034031	1500 Key Blvd
17006001	1550 Clarendon Blvd
17006002	16th RD N
17006003	1558 Clarendon Blvd
17006004	1550 Clarendon Blvd
17006005	1542 Clarendon Blvd
17006006	Clarendon Blvd
17006007	1555 16th RD N
16036004	1830 Fort Myer Dr
16039018	1735 N Lynn St
16018007	1001 19th St N
17004011	1560 Wilson Blvd
17004012	1553 Clarendon Blvd
17004013	Clarendon Blvd
17004014	1560 Wilson Blvd
17004015	1550 Wilson Blvd
17004016	1550 Wilson Blvd
16037001	1700 N. Moore St
16037007	1700 N. Moore St
16037008	1700 N. Moore St
16038004	1700 N. Moore St
17004007	1533 Clarendon Blvd
17004008	1537 Clarendon Blvd
17004009	1541 Clarendon Blvd
17004010	1545 Clarendon Blvd
16022003	1900 Fort Myer Dr
16022004	1900 Fort Myer Dr
17003023	1635 N Oak St
17003024	1635 N Oak St
17003025	1635 N Oak St
16032002	1625 Wilson Blvd
16033007	1525 Wilson Blvd.
16018008	1121 19th ST N
16018146	1121 19th ST N
16018009	N. Lynn St
16036005	1325 Wilson Blvd
16004001	1401 Lee Highway
16004002	Lee Hwy.
16004003	Lee Hwy.
16004004	Lee Hwy.
16004005	Lee Hwy.
16004006	Lee Hwy.
17004022	1530 Wilson Blvd

16038016	1821 N MOORE ST
16033001	1501 Wilson Blvd
16033004	1515 Wilson Blvd
16035001	1401 Wilson Blvd
16035002	1400 Key Blvd
16037004	1815 Fort Myer Dr
16039002	1101 Wilson Blvd
16039003	N. Kent St.
16039021	1700 N Kent St
17001010	1100 Wilson Blvd
17001011	1000 Wilson Blvd
17002005	1701 Fort Myer Dr
17002007	1200 Wilson Blvd
16039005	1801 N Lynn St
16018010	1919 N. Lynn St
16033008	1555 Wilson Blvd
16033009	1555 Wilson Blvd
16033010	1555 Wilson Blvd
16033011	1555 Wilson Blvd
16033018	1555 Wilson Blvd
17004020	1500 Wilson Blvd
17004021	1500 Clarendon Blvd
17003029	1400 Wilson Blvd
17010195	1776 Wilson Blvd
16020001	1901 Fort Myer Dr
16020002	1911 Fort Myer Dr
16020006	N. Moore St.
16038001	1213 Wilson Blvd
16038003	1730 N Lynn St
16038014	1801 N Moore St
16038015	1821 N MOORE ST
16039006	1800 N Kent St
16039008	N Kent St.
16039019	N Lynn St.
16039023	N Lynn St.
16039030	N Kent St.
16039031	N Kent St.
17002015	Fairfax Drive
17003033	1616 Ft Myer Dr
17002002	1300 17th St N
17002004	1655 Fort Myer Dr
17003030	1300 Wilson Blvd
17003031	17th ST N
17003032	1300 17th ST N
16039010	1777 N Kent St
16039011	1777 N Kent St
16039012	19th ST N
16039025	N Kent St.
16039033	1601 N Kent St
16039034	1611 N Kent St

16039035	1611 N Kent St
16039036	1621 N Kent St
16019005	1901 N Moore St
17010037	1600 Wilson Blvd
16018012	1111 19th ST N 1401
16018013	1111 19th ST N 1402
16018014	1111 19th ST N 1403
16018015	1111 19th ST N 1404
16018016	1111 19th ST N 1405
16018017	1111 19th ST N 1406
16018018	1111 19th ST N 1407
16018019	1111 19th ST N 1408
16018020	1111 19th ST N 1409
16018021	1111 19th ST N 1501
16018022	1111 19th ST N 1502
16018023	1111 19th ST N 1503
16018024	1111 19th ST N 1504
16018025	1111 19th ST N 1505
16018026	1111 19th ST N 1506
16018027	1111 19th ST N 1507
16018028	1111 19th ST N 1508
16018029	1111 19th ST N 1509
16018030	1111 19th ST N 1601
16018031	1111 19th ST N 1602
16018032	1111 19th ST N 1603
16018033	1111 19th ST N 1604
16018034	1111 19th ST N 1605
16018035	1111 19th ST N 1606
16018036	1111 19th ST N 1607
16018037	1111 19th ST N 1608
16018038	1111 19th ST N 1609
16018039	1111 19th ST N 1610
16018040	1111 19th ST N 1701
16018041	1111 19th ST N 1702
16018042	1111 19th ST N 1703
16018043	1111 19th ST N 1704
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16018046	1111 19th ST N 1707
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16018048	1111 19th ST N 1709
16018049	1111 19th ST N 1710
16018050	1111 19th ST N 1801
16018051	1111 19th ST N 1802
16018052	1111 19th ST N 1803
16018053	111 19th ST N 1804
16018054	1111 19th ST N 1805
16018055	1111 19th ST N 1806
16018056	1111 19th ST N 1807
16018057	1111 19th ST N 1808

16018058 1111 19th ST N 1809  
16018059 1111 19th ST N 1810  
16018060 1111 19th ST N 1901  
16018061 1111 19th ST N 1902  
16018062 1111 19th ST N 1903  
16018063 1111 19th ST N 1904  
16018064 1111 19th ST N 1905  
16018065 1111 19th ST N 1906  
16018066 1111 19th ST N 1907  
16018067 1111 19th ST N 1908  
16018068 1111 19th ST N 1909  
16018069 1111 19th ST N 1910  
16018070 1111 19th ST N 2001  
16018071 1111 19th ST N 2002  
16018072 1111 19th ST N 2003  
16018073 1111 19th ST N 2004  
16018074 1111 19th ST N 2005  
16018075 1111 19th ST N 2006  
16018076 1111 19th ST N 2007  
16018077 1111 19th ST N 2008  
16018078 1111 19th ST N 2009  
16018079 1111 19th ST N 2010  
16018080 1111 19th ST N 2101  
16018081 1111 19th ST N 2102  
16018082 1111 19th ST N 2103  
16018083 1111 19th ST N 2104  
16018084 1111 19th ST N 2105  
16018085 1111 19th ST N 2106  
16018086 1111 19th ST N 2107  
16018087 1111 19th ST N 2108  
16018088 1111 19th ST N 2109  
16018089 1111 19th ST N 2110  
16018090 1111 19th ST N 2201  
16018091 1111 19th ST N 2202  
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16018094 1111 19th ST N 2205  
16018095 1111 19th ST N 2206  
16018096 1111 19th ST N 2207  
16018097 1111 19th ST N 2208  
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16018099 1111 19th ST N 2210  
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16018101 1111 19th ST N 2302  
16018102 1111 19th ST N 2303  
16018103 1111 19th ST N 2304  
16018104 1111 19th ST N 2305  
16018105 1111 19th ST N 2306  
16018106 1111 19th ST N 2307  
16018107 1111 19th ST N 2308

16018108 1111 19th ST N 2309  
16018109 1111 19th ST N 2310  
16018110 1111 19th ST N 2401  
16018111 1111 19th ST N 2402  
16018112 1111 19th ST N 2403  
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16018114 1111 19th ST N 2405  
16018115 1111 19th ST N 2406  
16018116 1111 19th ST N 2501  
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16018118 1111 19th ST N 2503  
16018119 1111 19th ST N 2504  
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16018123 1111 19th ST N 2602  
16018124 1111 19th ST N 2603  
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16018127 1111 19th ST N 2606  
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16018129 1111 19th ST N 2702  
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16018136 1111 19th ST N 2804  
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16018139 1111 19th ST N 2901  
16018140 1111 19th ST N 2903  
16018141 1111 19th ST N 2904  
16018142 1111 19th ST N 3001  
16018143 1111 19th ST N 3003  
16018144 1111 19th ST N 3004  
16022005 1881 N NASH ST 201  
16022006 1881 N NASH ST 202  
16022007 1881 N NASH ST 203  
16022008 1881 N NASH ST 204  
16022009 1881 N NASH ST 205  
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16022011 1881 N NASH ST 207  
16022012 1881 N NASH ST 208  
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16022014 1881 N NASH ST 210  
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16022016 1881 N NASH ST 212  
16022017 1881 N NASH ST 301

16022018 1881 N NASH ST 302  
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16022028 1881 N NASH ST 312  
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16022248 1881 N NASH ST TS04  
16022249 1881 N NASH ST TS08  
16022250 1881 N NASH ST TS09  
16022251 1881 N NASH ST TS10  
16022252 1881 N NASH ST COMM U  
16022253 1881 N NASH ST PKINV

EXHIBIT A-1

Depiction of BID Assessment Area Boundaries

[See Attached]

# EXHIBIT A-1 To RBIC Bylaws

## Depiction of BID Assessment Area Boundaries



ROSSLYN

EXHIBIT B

Depiction of Service Area Boundaries

[See Attached]

# Exhibit B To RBIC Bylaws

## SERVICE AREA MAP



# ROSSLYN