

CHURCH HILL ASSOCIATION of RVA BY-LAWS

ARTICLE I. NAME

The name of this organization shall be Church Hill Association of RVA (CHA of RVA).

ARTICLE II. PURPOSE

The purpose of this organization shall be to advance our greater Church Hill community's collective quality of life through educational and charitable activities. Areas in which the Association will focus its educational and charitable activities include, but are not limited to, the community's infrastructure, development, historic preservation, health and safety, community amenities, youth and education, and the general common good.

ARTICLE III. MISSION

The mission of the Association is "Preserving our history and creating our community's future."

ARTICLE IV. MEMBERSHIP and VOTING

1. Membership shall be open to everyone who cares to work to advance the purpose and mission of the association. Membership's focus is on those living, working, playing, investing, and valuing the greater Church Hill community. The geographic focus shall be: St. John's Church Old and Historic District (including Libby Hill Park), Church Hill North and Chimborazo Old and Historic Districts, the East End District and those areas that may have an impact on the greater Church Hill community. Membership shall in no way be exclusive. Our association will respect the actions of other associations located within our areas of geographical focus.
2. Members shall be those persons who have paid their dues. Membership will be annual on a rolling basis from the date paid. Only individuals who have paid their membership dues at least twenty four (24) hours in advance shall be entitled to vote upon any question before the general membership. Thus, new members who join on the day of or at a membership meeting cannot vote on motions made at that meeting.
3. Each member shall have one vote. All votes shall be in person at a duly called meeting. Proxy voting shall not be allowed.
4. An up-to-date membership roster shall be maintained by the Membership Committee Chair. The membership roster shall be available at each membership meeting.

ARTICLE V. OFFICERS and DIRECTORS AND THEIR DUTIES

1. The Board of Directors shall have six (6) officers of the Association: President, Vice

President, Secretary, Assistant Secretary, Treasurer, and Assistant Treasurer. These six (6) officers and four (4) additional Directors at Large and the immediate past president (as described elsewhere in this document) shall constitute the Board of Directors of the Association. The Board of Directors shall meet regularly each month and at the call of the President. At each meeting of the Board of Directors, the agenda for the membership meeting that follows shall be prepared and approved by the Board. Meetings of the Board of Directors shall be open to any current member of the Association on a non-voting basis. Board meetings, and board votes, may be conducted in person or via electronic means at the discretion of the president. If the board becomes aware of additional facts pertinent to a position already taken, or if a simple majority of the membership petitions the board, then the board can recommend a new vote.

2. All Directors of the Association shall be members as defined in these by-laws. All persons elected to office in the Association shall maintain their membership status through their term of office.
3. The President shall be the executive officer of the Association and the presiding officer at meetings of the Association and of the Board of Directors.

The President may represent the Association at civic, other public functions, and in correspondence. The President may appoint other members to act on her/his behalf. Subject to the approval of the Board of Directors, the President shall have authority, or delegate specific authority to others, to execute contracts.

The President is the spokesperson for the Association on formal positions adopted by the membership.

The President shall, subject to the approval of the Board of Directors, appoint the chairs of all the standing committees of the Association (e.g., Budget, Nominations, Community Outreach, Historic Preservation and Land Use, Holiday Festival, Parks and Beautification, Transportation, Youth and Education and Fundraising and Grants) including such vacancies as may occur. The President may serve as an ex-officio member of all standing committees.

The President may create ad hoc committees as is necessary to fulfill the purpose and mission of the Association.

It shall be the President's responsibility to ensure that notices, meeting agendas and minutes are distributed to participants in a timely manner.

4. The Vice President shall act for the President in case of the absence of the President. The Vice President shall perform such other duties as the President or the Board of Directors may assign.

5. The Secretary shall be responsible for the recording of the minutes of all meetings of the Board of Directors and of the membership of the Association and shall be responsible for insuring their distribution to members prior to each membership meeting. The Secretary shall maintain a list of active positions adopted by the membership. The Secretary shall engage in correspondence on behalf of the Association and at the direction of the President. The Secretary shall also perform such other duties as the President or the Board of Directors may assign.
6. The Assistant Secretary shall perform the duties of the Secretary in their absence and other duties as may be delegated by the Secretary. The Assistant Secretary shall perform such other duties as the President or the Board of Directors may assign.
7. The Treasurer shall collect all the funds of the Association and disburse the funds as stated in accordance with the approved budget, and in these by-laws, and maintain accurately the financial records of the Association, and shall be a signatory on all accounts of the Association. The Treasurer is responsible for preparing and filing all relevant tax filings and for the maintenance and renewal of ***Directors and Officers Insurance*** and ***General Liability Insurance***.

The Treasurer shall prepare a draft budget for presentation to the Board for approval at its July meeting. The draft budget shall contain statements of proposed expenditure for both operating expenses and community projects and shall disseminate the proposed budget to the membership at the September membership meeting of the Association, as well as by mail, newsletter, or electronic communication to solicit comment from the membership. The budget shall then be presented for approval to the membership at the October membership meeting.

The Treasurer working with the Assistant Treasurer shall ensure that a qualified independent review of the Association's financial records is conducted within the first quarter following the end of the fiscal year. The Treasurer shall perform such other duties as the President or the Board of Directors may assign.

10. The Assistant Treasurer shall perform the duties of the Treasurer in their absence and other duties as may be delegated by the Treasurer. The Assistant Treasurer shall perform such other duties as the President or the Board of Directors may assign.
11. The Immediate-Past President who has successfully completed his/her term may serve as a voting member of the board for a one year term. The current President may appoint the immediate Past President to serve in any vacant role or in any role on a committee. In the event that neither the current President nor current Vice President then fulfill their term, the Immediate Past President, as defined previously, will be offered the office of Acting President until a special election which will be held at the

first possible opportunity as called by the Acting President.

12. The Directors at Large shall perform such duties as may be assigned by the President or the Board of Directors.
13. Officer and Director duties are further described in the role descriptions posted on the CHA of RVA website.

ARTICLE VI. NOMINATIONS, ELECTIONS, AND TERMS OF OFFICE

1. A Nominating Committee and its chair shall be recommended by the President for the approval of the Board of Directors no later than the May meeting. The committee shall be composed of at least two current members of the Board of Directors and two persons who have not served on the Board for at least two years. No person who shall be a candidate for office shall serve on the Nominating Committee. It shall be the committee's responsibility to recruit the most qualified member(s) for each vacant position and to provide an orientation of the position's responsibilities.
2. A slate of officers and Directors at Large shall be presented by the Nominating Committee at the September meeting of the membership. The slate of officers and Directors at Large shall be published in the October newsletter. Nominations may be made from the floor at the membership meetings in September and October.
3. All nominees shall be members of the Association at the time of their nomination.
4. Elections shall be held at the November membership meeting after the nominations are closed in October. Voting will be held by ballot. Where there is one candidate only for an office, that candidate may be elected upon motion properly made and seconded.
5. The President shall appoint two or more tellers to assist in the vote count. The results of the vote shall be announced before the adjournment of the November Meeting.
6. All officers and Directors at large shall be elected by a plurality of those members present and voting.
7. Terms of office for all Officers and Directors at Large shall run from January 1 to December 31. The term of office for officers shall be one (1) year. Officers may be reelected for up to three terms (fiscal years) at which point a year must pass before they would be eligible again for election to that position. This provision does not apply to officer positions that are automatically filled (President, Treasurer, Secretary roles). The term of office for Directors at Large shall be two (2) years. Two (2) Directors at Large shall be elected in even years and two (2) Directors at Large shall be elected in odd years.

8. In the event the President is unable to complete his term, the Vice President shall succeed to the position of President for the remainder of the unexpired term and shall be eligible for nomination and election to the office of President in the year immediately following such succession.
9. In the event any other officer or a Director at Large shall fail to complete their terms, the Board of Directors shall propose replacement officers or Directors at Large to the membership at the next membership meeting after allowing a 10 day notice to the membership. Nominations may also be made from the floor for such replacement and elections held pursuant to the provisions of this article at this meeting.
10. The Vice President, Assistant Treasurer, and Assistant Secretary shall automatically succeed the President, Treasurer, and Secretary, respectively, in the year following their tenure as Vice President, Assistant Treasurer, or Assistant Secretary.

ARTICLE VII. MEETINGS

1. Regular meetings of the membership shall be held in the months of January, February, March, April, May, July, September, October and November. Other fundraising, social events and special meetings that further the purpose and mission of the Association may be proposed by the Board of Directors to the membership.
2. The President of the Association may call special meetings of the Association, other than regularly scheduled meetings. The President shall also call a special meeting of the Association upon receipt of a petition signed by fifteen (15) members of the Association so requesting. The petition shall state the purpose for which the meeting is requested. The President will provide timely notice of special meetings (between 7 and 14 days).
3. Ten percent (10%) of the members of the Association, but no less than twenty (20) members, shall constitute a quorum for membership meetings. A majority vote of the eligible members present (see article IV, item 2) at any meeting shall be necessary to pass any measure.
4. When possible the agenda will be distributed prior to membership meetings.
5. Positions approved by the membership shall be maintained by the Secretary. If the Board becomes aware of additional facts pertinent to a position already taken, or if a simple majority of the membership petitions the board to revisit a position already taken, then the board can recommend a new vote.

ARTICLE VIII. BOARD OF DIRECTORS

1. The Board of Directors shall meet regularly and at the call of the President. The

Board shall review various measures that they deem important to advance the Association's purpose. The President shall preside at meetings of the Board and only vote in case of a tie. A quorum shall consist of a majority of Board members. A quorum shall be required to vote on any measure.

2. The Board of Directors shall be responsible for the ongoing operation of the Association. The Board may expend no more than five hundred dollars (\$500) if timeliness and necessity compel the Board to spend said money outside the budget and without approval of the membership. All expenditures for non-budgeted items must be brought to the membership's attention at the subsequent meeting and explained.

Board expenditures exceeding five hundred dollars (\$500.00) must be approved by the membership at a membership meeting if said expenditures are not included in the approved budget. The spending amount must be announced with a seven (7) day notice to the membership by mail, newsletter, or electronic communication before any action of approval at a membership meeting.

3. The Board shall implement those policies and activities approved by the membership, as evidenced by a resolution duly moved, seconded and passed at a membership meeting.
4. If any Officer or Director at Large misses three consecutive or a total of six meetings of the Board and Membership within one fiscal year, the Board of Directors shall be empowered to recommend to the general membership that the Officer or Director be replaced. Any Board member desiring to resign shall submit a notice of resignation to the President or Vice President.

ARTICLE IX. COMMITTEES and APPOINTMENTS

1. The following shall be the standing committees of the Association: Budget, Nominations, Historic Preservation and Land Use, Parks and Beautification, Transportation, Community Outreach, Holiday Festival, and Fundraising and Grants, Youth and Education. The Chair of each standing committee shall be recommended by the President and approved by the Board of Directors.
2. The Membership Chair shall maintain an up-to-date roster of the membership; such roster shall be available at all membership meetings. The roster shall include basic contact information such as name, address, phone, e-mail, and initial date of membership.
3. Each Chair so appointed shall then appoint all such committee members as may be necessary to effect the work of the committee.

4. Each Committee Chair shall propose to the Board of Directors a committee procedure guide for the operation of their standing committee. Such guides will be subject to the approval of the Board of Directors.
5. The Historic Preservation and Land Use committee shall meet routinely and shall review the following topics and report their recommendations to the Board and membership:
 - a. Requests for zoning changes or Special Use Permits
 - b. New construction
 - c. Changes to footprint, façade or roofline of existing structures
 - d. Change to setback requirements
 - e. Other issues related to historic preservation

The committee will have the authority to request, without further approval by the Board or Membership, one month's delay or continuance from the Commission of Architectural Review (the "CAR"), on behalf of the Association, regarding items on the CAR agenda.

6. The President shall also appoint, subject to the approval of the Board of Directors, an Editor of the Association's newsletter, membership lead and such other positions as may be deemed necessary to carry out the purposes of the Association. These positions are encouraged to function as ex-officio members of the board (participate but not vote).
7. Each committee shall maintain minutes of their meetings.

ARTICLE X. CONTRIBUTIONS AND FINANCES

1. The fiscal year shall run from January 1 through December 31.
2. The amount of membership dues may be changed upon the recommendation of the Board of Directors and approval by vote of the membership.
3. The membership shall vote at the October membership meeting on the budget prepared by the Treasurer. The budget submitted by the Treasurer shall contain anticipated revenue, an operating budget for the day-to-day expenses of the Association, and a special projects budget. No funds shall be expended by the Association unless first approved by the membership as part of the budget or as a separate resolution during the fiscal year, or as stipulated in article VIII.2 by the board.
4. The Treasurer shall receive all dues and all other receipts and deposit them in a banking account of the Association in a timely manner. A portion of the association's cash assets may be invested in an interest-bearing account.

5. The Board of Directors shall have the authority to authorize the expenditure of monies from the Association's operating account as set out in an approved budget, subject to other provisions as set forth in these by-laws.
6. The Treasurer shall be authorized to sign all checks for expenditures included in the approved annual budget or additional expenditures approved by the membership. The Treasurer may sign checks for expenditures up to and including \$500.00. Any checks above \$500 require two signatories. The list of authorized signatories includes The President, the Vice President, the Treasurer and the Assistant Treasurer.
7. All requests for community projects and capital funds must be submitted in writing to the Fundraising and Grants Committee. The Fundraising and Grants Committee shall follow established guidelines for the application and grant process to fund community activities consistent with the Association's purpose and mission. The Committee will present grants in an amount greater than \$500 to the membership for approval.

ARTICLE XI. PARLIAMENTARY AUTHORITY

Roberts Rules of Order, Current Edition, shall govern the operations of the Association in all cases to which they are applicable and in which they are not inconsistent with these by-laws. These by-laws shall govern in case of such inconsistency.

ARTICLE XII. AMENDMENTS

These by-laws may be amended at any meeting of the Association by a vote of two-thirds of those present, provided that the proposed amendments have been submitted in writing to the members at least seven days prior to the date of the regular or a special membership meeting. Such distribution of the proposed amendments shall be by mail, newsletter, or electronic communication. In the event that the by-laws are amended, the updated version shall be distributed to the membership by electronic communication and posted on the Association's website as soon as possible.