

CONSTITUTION AND BY-LAWS

OF

THE VENABLE NEIGHBORHOOD ASSOCIATION
(As Amended and Restated and Adopted January 15, 2020)

CONSTITUTION

ARTICLE I. NAME, AREA REPRESENTED AND PURPOSES

Section 1. *Name.* The name of the organization is The Venable Neighborhood Association.

Section 2. *Area Represented.* The Association shall represent persons maintaining a permanent residence in the City of Charlottesville in the area approximately bounded by Emmet Street to the West, Barracks Road and Preston Avenue to the North, Tenth Street to the East and University Avenue/Main Street to the South (the “Venable Neighborhood”).

Section 3. *Purposes.* The purposes of the Association are to (i) maintain and improve the Venable Neighborhood as a wholesome, pleasant and safe place to live; (ii) cultivate good neighbor relations and neighborhood spirit; (iii) promote equitable principles and fair and open procedures; and (iv) represent Association members to any and all organizations including, without limitation, private businesses, voluntary organizations, governmental organizations and their agents with regard to any and all matters encompassed by these purposes.

Section 4. *Restrictions.* Notwithstanding any other provision of these Articles:

(1) No part of the Association's net earnings shall inure to the benefit of any director, Officer, member or employee of the Association, except that reimbursement may be made for reasonable expenses incurred on behalf of the Association.

(2) The Association shall not engage in any activities not permitted to social welfare organizations exempt from income taxation under Section 501(c) (4) of the Internal Revenue Code.

ARTICLE II. MEMBERSHIP

Section 1. . *Voting Members.* Any person who (i) is at least eighteen (18) years of age, (ii) maintains a permanent residence in the Venable Neighborhood area or operates or owns a business with an office in the Venable Neighborhood, and (iii) attends any annual meeting or special meeting of the Association, shall be Voting Members of the Association.

Section 2. *Associate Members.* Any other person who is at least eighteen (18) years of age and who agrees to support the purposes of the Association may become an Associate Member of the Association. Associate Members shall not vote but shall otherwise be entitled to the rights, privileges and responsibilities of Voting Members as provided in this Constitution and the By-laws of the Association.

ARTICLE III. MEETINGS

Section 1. *Regular and Annual Meetings.* The Association shall hold at regular meetings of the Members every year at dates, times and locations as set by the Board of Directors., The Board of Directors shall designate one such meeting as the annual meeting of the Association.

Section 2. *Special Meetings.* Special meetings of the Members may be called at any time by the President, two or more Directors or by written petition to the President signed by five or more Voting Members.

Section 3. *Notice.* Written notice of each meeting of the Members shall be given to each member at least five (5) days before the meeting, stating the place, day and time of the meeting and, in the case of a special meeting, the purpose or purposes of the meeting. Notice shall be sent to each member at the address listed in the Association's records and may be given by inclusion in the Association's newsletter or other publication.

Section 4. *Voting.* Each Voting Member shall be entitled to one vote on any matter on which members are entitled to vote. All votes must be cast in person. If a quorum is present and except as otherwise provided for the election of Directors and Officers, the affirmative vote of a majority of the members present at the meeting shall be the act of the members of the Association.

Section 5. *Quorum.* A quorum for the transaction of business shall consist of at least three (3) officers of the Association and at least ten (10) other Voting Members.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. *Duties.* The business and affairs of the Association shall be managed by, or under the direction of, a Board of Directors.

Section 2. *Composition, Election and Term of Office.* The Board of Directors shall consist of the Officers enumerated in Article V and such number of at-large directors as are elected at the Annual Meeting by plurality vote of the Voting Members present at such meeting. Each director shall serve until his or her successor has been duly elected and qualified or until his or her sooner death, resignation or removal in accordance with this Article. All directors shall be eligible for reelection without limitation as to the number of successive terms. All members of the Board of Directors shall be Voting Members of the Association.

Section 3. *Nominations.* The Board of Directors shall appoint a nominating committee of three directors to prepare and submit to the Annual Meeting of Members a slate of Officers and at-large directors to be elected at the Annual Meeting. Other nominations may be made from the floor by any Voting Member present at the Annual Meeting.

Section 4. *Removal.* Any director may be removed at any time, with or without cause, by such vote as would suffice for his or her election, given in person at a special meeting of the members called expressly for that purpose, at which a quorum is present.

Section 5. *Vacancies.* Any vacancy in the Board of Directors caused by death, resignation, removal, disqualification, or otherwise, may be filled by the majority vote of the remaining directors then in office, though less than a quorum, at any regular or special meeting of the Board of Directors.

Section 6. *Quorum.* A quorum for the transaction of business by the Board of Directors shall consist of at least two (2) Officers and one-third (1/3) of the at-large directors then in office.

Section 7. *Committees.* The Board of Directors may, by resolution of a majority of the directors present at a meeting at which a quorum is present, create such committees consisting of one or more directors and one or more other Members for such purposes and with such authority as the Board may deem necessary or advisable.

ARTICLE V. OFFICERS

Section 1. *Designation.* The Officers of the Association shall be a President, Vice President, Treasurer, and Secretary, and Communications Director, all of whom shall be Voting Members of the Association, members of the Board of Directors and elected by the Voting Members as provided in Article IV.

Section 2. *Duties.* The Officers of the Association shall have such powers and duties as described in the By-laws, as well as such powers and duties as generally pertain to their respective offices and as are delegated to them from time to time by the Voting Members.

Section 3. *Subordinate Officers.* The Board of Directors may from time to time establish such additional officers with such duties as the Board determines to be appropriate.

ARTICLE VI. BY-LAWS

Section 1. *Establishment.* The Association shall adopt By-laws containing definitions, rule and regulations necessary or appropriate for the implementation of the purposes of the Association and the provisions of these Articles. The initial By-laws shall be adopted by the affirmative vote of a majority of the Voting Members present at a meeting at which a quorum is present.

Section 2. *Amendment.* The By-laws may be altered, amended or repealed upon resolution of the Board of Directors or petition signed by at least five (5) Voting Members and approval by the affirmative vote of a majority of the Voting Members present at any regular or special meeting at which a quorum is present, provided that the notice for such meeting contains the text of the alteration, amendment or repeal proposed.

ARTICLE VII. AMENDMENTS TO ARTICLES

Section 1. *Proposals.* Any proposed amendment to these Articles shall be submitted to the Board of Directors in writing signed by at least five (5) Voting Members.

Section 2. *Recommendation.* The Board shall consider any such proposed amendment and submit the amendment, together with its recommendation, to the next regular meeting of the Members; provided, however, that if the next regular meeting of the Members is to take place within 30 days of the delivery of the amendment to the Board, the Board may, in its discretion, submit the proposed amendment to the next succeeding regular meeting of the Members. The notice for the meeting at which the proposed amendment is to be considered shall contain the text of the amendment and a statement of the Board's recommendation.

ARTICLE VIII. DISSOLUTION

In the event of liquidation or dissolution of the Association, any assets of the Association remaining after provision of all obligations of the Association shall be distributed to one or more organizations qualified at the time as exempt under Section 501(c) (3) or Section 501(c) (4) of the Internal Revenue Code as the Board of Directors may determine.

BY-LAWS

ARTICLE I. FISCAL YEAR AND DUES

Section 1. *Fiscal Year.* The fiscal year of the Association shall begin on January 1.

Section 2. *Dues.* There are no Annual Dues for Voting Members or Associate Members. Although there is no requirement of payment of Annual Dues, the Board may establish and recognize levels of contributions to the vitality of the Association, which presently are as follows: Individual Membership, \$10.00; Sustaining Membership, \$30.00; Patron Membership, \$50.00. Sustaining and Patron Members may be designated as such annually in a newsletter or other publication of the Association.

ARTICLE II. PRINCIPAL OFFICE

The principal office of the Association shall be located at the residence of the President or at such other location as the Board of Directors may from time to time determine.

ARTICLE III. CONDUCT OF MEETINGS

Section 1. *Duties of Officers.* The President shall preside as Chair at all meetings of the Board of Directors or members. In the absence of the President, the Vice President or such other Officer as may be designated by the Board shall preside as Chair. The Secretary shall keep a record of the proceedings of all meetings and is responsible for all records of the Association. The Treasurer is responsible for the collection and disbursement of funds as authorized by the Board and shall present a financial report at each meeting of the Board of Directors. The Communications Director is responsible for all electronic and written communication of the Association with its Members, including social media posts, publication of newsletters, and direct messages about specific issues and events.

Section 2. *Meetings.* Regular meetings of the Board of Directors may be held at such times and places as may be fixed from time to time by the Board. Notice of regular meetings need not be given. Special meetings of the Board shall be held whenever called by the President or by any two or more directors. Notice of the time and place of each such special meeting shall be mailed to each director, addressed to his or her residence or principal place of business, at least three (3) days before the date the meeting is to be held; or such notice shall be delivered personally or by telephone at least twenty-four (24) hours prior to the meeting. Notice of any adjourned or recessed meeting of the directors need not be given. Any Voting or Associate Member may attend any regular or special meeting of the Board of Directors.

Section 3. *Waivers of Notice.* Anything in these By-laws or in any resolutions adopted by the Board of Directors to the contrary notwithstanding, proper notice of any meeting of the Board of Directors shall be deemed to have been given to any director if such notice shall be waived by him or

her in writing before or after the meeting. A director who attends a meeting shall be deemed to have had timely and proper notice, unless he or she attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4. *Resignations.* Any director may resign at any time, orally or in writing, by notifying the President or the Secretary. Such resignation shall take effect at the time therein specified; and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE IV. CONTRACTS, BANK ACCOUNTS AND CHECKS

Section 1. *Execution of Contracts and Other Documents.* The Board of Directors or any duly authorized committee of directors, except as required by law or these Bylaws, may authorize any officer or officers, agent or agents, in the name of and on behalf of the Association, to enter into any contract or execute any deed or other instrument, and any such authority may be general or confined to specific instances.

Section 2. *Checks, Drafts, Etc.* All checks, drafts and other orders for payment of money out of the funds of the Association shall be signed on behalf of the Association in such manner as shall from time to time be determined by resolution of the Board of Directors or of any duly authorized committee of directors.

Section 3. *Deposits.* The funds of the Association not otherwise employed shall be deposited from time to time to the order of the Association in such banks, trust companies or other depositories as the Board of Directors or any duly authorized committee of directors may from time to time select.