

September 8, 2005

BYLAWS OF THE GINTER PARK RESIDENTS ASSOCIATION

ARTICLE I – NAME

This Association takes as its name the title of the original 1909 organization committed to the betterment of this community, The Ginter Park Residents Association, hereinafter referred to as the Association.

ARTICLE II –PURPOSE

The purposes of this non-profit Association are to define, represent, articulate and advance the interests of this community with respect to public safety, general welfare of the community, educational and social activities, and historical preservation.

ARTICLE III – MEMBERSHIP

1. The membership area is defined as the interior area of the City of Richmond bounded as follows: Beginning at the corner of Brook Road and Laburnum Avenue, thence west to Hermitage Road, thence south to Westwood Avenue, thence east to Brook Road, thence south to Brookland Parkway, thence east to Ladies Mile Road, thence north following Ladies Mile Road, to the eastern alley of Edgewood Avenue, thence north following North Avenue and Chamberlayne Avenue to Azalea Avenue, thence west to Brook Road, thence South to the point of beginning.

2. The membership area shall contain four districts as follows:

- a) The area bounded by Brook Road, Laburnum Avenue, North Avenue, Chamberlayne Avenue and Azalea Avenue
- b) The area bounded by Laburnum Avenue, Chamberlayne Avenue, Westwood Avenue, Moss Side Avenue, Ladies Mile Road, and Edgewood Avenue
- c) The area bounded by Brook Road, Brookland Park Boulevard, Ladies Mile Road, Moss Side Avenue, Westwood Avenue, Chamberlayne Avenue, and Laburnum Avenue
- d) The area bounded by Brook Road, Laburnum Avenue, Hermitage Road, and Westwood Avenue.

3. Non-voting membership in this Association is free and automatically includes all persons living within or leasing or owning property within the membership area.

4. Persons who live in or lease or own residential property within the membership area shall become voting members of this Association by remitting the annual dues to the Treasurer. Individuals, businesses, or organizations that own or lease non-residential property within the membership area are entitled to a single voting membership provided full annual dues payment is received and accompanied by the name of the individual designated to act as the sole representative vote in all matters presented to the Association voting membership.

5. The privileges that accompany voting membership will be determined and maintained by the Board of Directors.

6. The cost, structure, and timeframe of annual dues for voting membership shall be set by the Board of Directors by September 30 each year.

7. All adults of any dues-paying household shall be voting members of this Association.

8. Individuals not eligible for a voting membership may pay annual dues to become an Affiliate Member. Such membership requires the payment of annual dues (set as the same level of a voting member) and includes all voting member privileges set by the Board, except the ability to vote.

ARTICLES IV – MEETINGS OF THE MEMBERSHIP

1. There should be at least three (3) general meetings of the Association, one of which will be an annual meeting in November for the purpose of reviewing the year, electing officers and members of the Board of Directors, and conducting other business as needed.

2. Special or additional meetings may be called by a majority of the Board of Directors, the President with the consent of a majority of the Board of Directors, or 15 members of the Association who submit their request in writing. Printed notice about the meeting is required to be provided to all voting members at least two business days in advance of the meeting.

3. Fifteen (15) voting members of the Association shall constitute a quorum for a general meeting.

4. Proxies will not be permitted in determining the quorum or in voting at any membership meeting.

5. Resolutions shall be approved by a simple majority of those voting members present.

ARTICLE V – OFFICERS AND THEIR DUTIES

1. The elected officers of this Association shall be a President, Vice President, Secretary, Treasurer, and Immediate past President, each elected for a term of one year, but eligible for re-election. Their attendance at Board meetings is expected.

2. The Officers shall be elected by the Membership of the Association at its annual meeting each November. All nominees for these positions—whether proposed by the Nominating Committee or from the floor—must be voting members of the Association.

3. The President shall coordinate all activities of the Association, preside at all meetings of the Association and the Board of Directors, be the spokesperson for the Association, and (unless requesting a Board-approved alternate) serve as the representative to the City Neighborhood Teams Process.

4. The Vice President shall preside in the absence of the President, coordinate the work of all General Committees supporting calendared events (e.g., Spring Clean-up, Holiday Party, etc.), and perform such other duties as may be assigned by the President.

5. The Secretary shall prepare and keep minutes of all meetings of the Association and the Board of Directors, maintain Board and Committee chair rosters, compile a Board operations and policy manual, and assist with official Association correspondence.

6. The Treasurer shall collect and disburse all funds, maintain accurate records of the same, prepare an annual financial statement, maintain a current roster of the voting membership, prepare a proposed budget for the upcoming year, and provide monthly financial reports to the Board.

7. In the event of a vacancy in the office of President, the Vice President shall assume that office for the balance of the term. Vacancies in all other offices shall be filled by action of the Board of Directors.

8. Any officer may be removed from office upon a vote for removal by 75% of the members of the Board of Directors at a duly called meeting for which notice about the motion for removal was provided to the members of the Board at least ten business days in advance of the meeting.

ARTICLE VI – BOARD of Directors

1. The Board of Directors shall consist of the Association’s five officers (Article V), representatives—the number to be determined by the Board as adequate to meet the needs—of each of the membership districts (see Article III, 2; “District Representatives”), Chairpersons of all Standing Committees, the Newsletter Editor, and two at-large members.

2. The Board of Directors shall be elected by the Membership of the Association at its annual meeting each November.

3. Members elected to the Board of Directors shall serve terms of one year, beginning January 1, and may be re-elected.

4. The Board of Directors shall meet monthly, at the call of the President, or upon the call of three members of the Board.

5. The quorum required for Board action is 51% of the members of the Board then in office. When a District Representative or the Chair of a Standing Committee will be unable to attend a meeting, they are permitted to identify and provide a dues-paying substitute member from their District or Committee to attend on their behalf. This member will have full voting privileges for the meeting, provided that notice of the substitution is provided in writing, in advance, using the process/documentation to be set in place by the Board.

6. The Board of Directors shall authorize all expenditures of the funds of this Association, provided, however, that the Board of Directors may delegate this authority to the President or a sub-committee of the Board for sums below a figure which it establishes.

7. In addition to duties conferred elsewhere in these Bylaws, the Board of Directors shall act as advisor to the President, and the President shall consult with the Board of Directors prior to any public position statement on behalf of the Association not directed by the general membership.

8. Outside of a Board meeting, no business—unless otherwise authorized by the Board or these Bylaws—may be approved/authorized unless all of the following actions are completed:

- the issue, background, and a specific motion are stated and distributed by e-mail or other written method to all members of the Board;
- 2/3rds of the Board votes for approval of the stated motion; and
- the Board members’ votes are captured and recorded for the records of the Association.

ARTICLE VII – COMMITTEES

1. A Standing Committee shall:

- a) be created by action of the Board of Directors

- b) meet regularly and conduct the ongoing business of the Association
 - c) have a Chairperson approved by the membership of the Association who, as a result of the position, sits on the Board of Directors
 - d) report to the Board of Directors
 - e) have its membership approved by the Board of Directors
 - f) have a majority of its membership consisting of voting members of the Association.
2. As of the establishment of these Bylaws, the following Standing Committees exist:
- a) Executive Committee: consists of the officers; chaired by the President; meets quarterly to assess and guide the direction of the Board; has no authority to act on behalf of the Board or Association
 - b) Finance Committee: has a membership that includes the Treasurer, newsletter advertising coordinator, and membership coordinator
 - d) Planning & Zoning Committee: includes housing and blight and Beautification functions
 - e) Program Committee: responsible for coordinating and executing all details related to the Association's general meetings and the meetings of the Board of Directors; includes the Hospitality function
 - f) Public Safety: includes the Car Patrol, Crime Watch (and Block Captains), Court Watch, and CAPS (Community Assisted Public Safety) functions.
3. A General Committee shall:
- a) be created by action of the Board of Directors or a Standing Committee
 - b) meet to provide support to the membership of the Association
 - c) have a Chairperson approved by the Board of Directors
 - d) as determined upon creation, report to the Board or a Standing Committee
 - e) have a majority of its membership consisting of voting members of the Association
4. As of the establishment of these Bylaws, a Nominating Committee will be created and will be chaired by the Immediate Past President or by a member appointed by the Board of Directors in the event that the Immediate Past President position is not actively filled.
5. Standing Committees and General Committees (including those listed above) may be created or dissolved by approval of 2/3rds of the Board of Directors then in office.
6. A majority of the membership of any Committee constitutes a quorum for a meeting of that committee. No proxies of any kind will be permitted for votes of any Committee.

ARTICLE VIII – AMENDMENTS

These Bylaws may be amended by submission of a proposed amendment from a voting member at any general meeting of the Association. The Board of Directors shall consider the proposal and offer its recommendation at the next general meeting, provided such amendment and Board recommendation are announced to the membership in writing at least seven business days in advance of the general meeting at which a vote will be taken. At said meeting, the membership shall vote to adopt, amend, or reject the amendment. Approval of 2/3^{rds} of those voting members present must approve the amendment for it to be accepted.

ARTICLE IX – DISSOLUTION

In the event of the dissolution of the corporation, all of its properties not needed for the payment of its debts and expenses shall be transferred and conveyed to any one or more of the following organizations and to *no* others in such proportion as the Board of Directors in its discretion shall determine: a corporation, community chest fund or foundation created and organized under the laws of the United States or any state thereof, organized and operated exclusively for charitable, scientific and educational purposes, no part of the net earnings of which inures to the benefit of any private share holder or individual and no substantial part of the activities of which is carrying on for propaganda, or otherwise attempting to influence legislation, and which does not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

SAMPLE SET OF GPRA MEMBERSHIP PRIVILEGES

(Final set to be determined by the board in advance of each calendar year.)

CHARACTERISTICS & BENEFITS	NON-VOTING MEMBER	VOTING MEMBER
What initiates membership?	Residency in or ownership of property within the boundaries of the Ginter Park Residents Association	Residency in or ownership of property within the boundaries of the Ginter Park Residents Association <u>AND</u> payment of the required dues
Voting rights on general business of GPRA	No	Yes
Website access	Yes	Yes (Full, when appropriate)
Support in securing City services and resolving related issues	Yes	Yes
Opportunity to volunteer in support of GPRA Committees and activities	Yes	Yes
Attendance at general/informational meetings	Yes	Yes
Attendance at candidate and issue forums	Yes	Yes
Receipt of the GPRA newsletter	Yes	Yes
Inclusion within Crime Patrol coverage area	Yes	Yes
Inclusion within the GPRA clean-up coverage area	Yes	Yes
Attendance at meals (typically attached to general/informational meetings)	Yes; fee applies (as set by the Board)	Yes; no fee applies
Attendance at the annual Christmas Party	No	Yes; free
Discounts on GPRA-initiated activities and services (e.g., plaques, house and garden tours)	No	Yes; as set by the Board
Participation in annual yard sale	No	Yes; fixed registration fee as set by the Board (e.g., \$5)
Eligibility for neighborhood ‘competitions’ (e.g., “seen from the street”)	No	Yes
Ability to hold a Committee Chair or Board position	No	Yes