

November 17, 2020

AMENDED AND RESTATED BYLAWS OF  
THE GINTER PARK RESIDENTS ASSOCIATION

ARTICLE I - NAME

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

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 Association's area (the "Association 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. As of the date of these Bylaws, the Association Area shall contain ten districts as follows:

- a) **N1:** Bounded on the north by Azalea Avenue, on the east by Chamberlayne Avenue, on the south by Westminster Avenue, and on the west by Brook Road.
- b) **N2:** Bounded on the north by Westminster Avenue, on the east by Chamberlayne Avenue, on the south by Laburnum Avenue, and on the west by Brook Road.
- c) **N3:** Bounded on the north and east by North Avenue, on the south by Laburnum Avenue, and on the west by Chamberlayne Avenue.
- d) **E1:** Bounded on the north by Laburnum Avenue, on the east by Moss Side Avenue, on the south by Westwood Avenue, and on the west by Chamberlayne Avenue.
- e) **E2:** Bounded on the north by Laburnum and North Avenues, on the east by the alley east of Edgewood Avenue, on the south by Ladies Mile Road, and on the west by Moss Side Avenue.
- f) **S1:** Bounded on the north by Laburnum Avenue, on the east by Chamberlayne Avenue, on the south by Brookland Parkway, and on the west by Brook Road.
- g) **S2:** Bounded on the north by Westwood Avenue, on the east by Moss Side

Avenue, on the south by Ladies Mile Road, and on the west by Chamberlayne Avenue.

- h) **W1:** All of Confederate Avenue, south to Westwood Avenue, between Hermitage Road and Brook Road..
- i) **W2:** The south side of West Laburnum Avenue and all of Wilmington Avenue between Hermitage Road and Brook Road, excluding Ginter Place (which is established as a separate district for access to the private residences contained therein).
- j) **W3:** All condominiums and/or renters in Ginter Place.

By affirmative vote of the Board of Directors of the Association, the number and boundaries of the districts may be revised from time to time, without changing the boundary of the Association Area itself.

3. Residents shall become members of the Association by remitting the annual dues to the Treasurer. The dues are due in January for the current calendar year. Individuals, businesses, or organizations that own or lease non-residential property within the Association 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 membership.

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

5. The cost and structure of annual dues for membership shall be set by the Board of Directors as a part of the annual budget process.

6. 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 member privileges set by the Board, except the ability to vote.

#### ARTICLE IV - MEETINGS OF THE MEMBERSHIP

1. There shall be at least one (1) general meetings of the Association, 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. Additional general meetings will be at the discretion of the Board.

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 voting members of the Association who submit their request in writing. Printed notice about the meeting is required to be provided to all residents and 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.

6. Any resident of the Association Area may attend any general meeting of the Association.

## ARTICLE V - OFFICERS AND THEIR DUTIES

1. The 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 reelection. 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, self-nominated, or from the floor, must be 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, and be the spokesperson for the Association.

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, keep, and distribute minutes of all meetings of the Association and the Board of Directors, maintain Board and Committee chair rosters, manage and distribute a Board operations and policy manual, maintain any Association or Board insurance policies, assist with official Association correspondence, set up electronic meetings as necessary, and prepare and distribute agendas for board meetings.

6. The Treasurer shall collect and disburse all funds, maintain accurate records of the same, prepare and provide an annual financial statement, prepare annual tax filings and Association registrations and qualifications, 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 Board member may be removed from the Board 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), 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 every other month: January, March, May, July, September, and November, at the call of the President, or upon the call of three members of the Board. Meeting dates to be determined at the November meeting and will be published in the Association's newsletter and on its website.

5. The quorum required for Board action is 51% of the members of the Board then in office. If the Chair of a Standing Committee is unable to attend a meeting, they are permitted to

identify and provide a member in good standing from their 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, email or text in advance.

6. The Board of Directors shall authorize all expenditures of the funds of the Association, in accordance with the annual budget approved in January or as otherwise approved by the Board from time to time.

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<sup>2</sup>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; two-thirds 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 who is an elected person on the Board of Directors
  - d) notify the Board of Directors who its members are
  - e) have a majority of its membership consisting of members of the Association.
2. As of the date 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) Ways and Means Committee: consists, at a minimum, of the Ways and Means chair, Treasurer, Newsletter Advertising Coordinator, Garden Tour Coordinator, Progressive Dinner Coordinator, And Membership Coordinator; and meets quarterly
  - c) Nominating Committee: consists of Immediate Past President (acting as chair) and other members appointed by the President. In the event that the Immediate Past President position is not actively filled, the Board will appoint a replacement.
  - d) Communication Committee: consists, at a minimum, of the Communication Chair and Newsletter Editor. The Committee is responsible for developing, updating, and monitoring communication with the membership, including social networking accounts and electronic discussion groups, as well as recommending new ways for the Association to communicate with its members and other interested parties through alternative media.
  - e) Planning, Zoning & Beautification Committee: monitors and reports planning and zoning issues that impact the Association, and plans and organizes beautification projects in the Association Area.

- f) Social Committee: consists of Social Committee Chair, social event coordinators and volunteer members. Plans and organizes social events for the membership.
  - g) Public Safety: consists of Public Safety Chair and if they so desire, additional members. Responsible for monitoring and reporting safety concerns in the Association Area and surrounding areas.
  - h) District Representatives: consists of two co-chairs who are members of the Board of Directors. The members of this committee are the District Representatives. The co-chairs are responsible for keeping committee members abreast of Association business so that the District Representatives may communicate relevant information to their districts.
  - i) Membership: consists, at a minimum, of the Membership Chair and is responsible for maintaining the membership roster and recruiting additional members.
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 members of the Association
5. Standing Committees and General Committees (including those listed above) may be created or dissolved by approval by the quorum of the Board of Directors.

## ARTICLE VIII - AMENDMENTS

These Bylaws may be amended by submission of a proposed amendment from members 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. The affirmative vote of two-thirds of those members present must approve the amendment for it to be adopted.

## ARTICLE IX - DISSOLUTION

In the event of the dissolution of the Association, 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 or instrumentality of any local state or government created and organized under the laws of the United States or Commonwealth of Virginia, 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 shareholder or individual, 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.