

BY-LAWS OF THE BROWNSBURG COMMUNITY ASSOCIATION

ARTICLE I – NAME

The name of the organization shall be the **BROWNSBURG COMMUNITY ASSOCIATION (BCA)**.

ARTICLE II – NOT FOR PROFIT ORGANIZATION

The organization is a non-stock corporation, incorporated under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia, 1950 edition, as amended.

The corporation is a not-for-profit organization and is organized exclusively for charitable, religious, educational and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code and any amendments thereto. No part of the net earnings of, nor gifts to, the corporation shall inure to the benefit of any individual.

The organization is registered with the Virginia Office of Charitable and Regulatory Programs in accordance with the Virginia Solicitation of Contributions Law.

ARTICLE III – PURPOSES

The purposes for which this organization is formed are:

- A. To promote a sense of community spirit and civic pride in the Village of Brownsburg and the surrounding area by protecting, enhancing and preserving the quality of life in the Brownsburg community;
- B. To protect and preserve the designation of the Village of Brownsburg as a National Historic District and a Virginia Historic Landmark, in accordance with the standards of the National Register of Historic Districts and the Virginia Historic Landmarks Registry;
- C. To protect the Village of Brownsburg from any acts or decisions which threaten or endanger the residential and historical character of the Village, and to preserve the Village of Brownsburg from deterioration by neglect, indifference, or carelessness;

- E. To establish, maintain and operate a museum which would be open to the general public. The museum will be operated under the supervision of the Museum Advisory Committee.
- F. To raise funds to support the charitable causes which the organization wishes to support.
- G. To sponsor, arrange and hold periodic cultural and social events, including concerts, picnics and any other artistic performances at sites in or near the Village of Brownsburg;
- H. To publish and distribute a community directory and a community news-letter for the residents of the Village of Brownsburg and members of the Brownsburg Community Association;
- I. To maintain and improve the aesthetic and visual quality of the Village of Brownsburg by initiating, participating in, or arranging for landscaping or other topographical projects;
- J. To undertake on its own, or to support and assist in, projects of a public or governmental nature, which would be of benefit to the residents of the Village of Brownsburg, and the surrounding area, including, but not limited to, the repair and/or replacement of sidewalks in the community, maintenance and/or replacement of trees and other plants or shrubs within the public right-of-way on roads leading into the Village of Brownsburg, maintenance and improvements to the community water system, installation of equipment which will improve fire protection in the area, installation and maintenance of community signs, display of American and/or Commonwealth of Virginia flags and/or other patriotic symbols in the Village at appropriate times and occasions, and assisting in community trash collection and clean-up projects;
- K. To support other charitable projects or projects undertaken by other non-profit or Section 501(c)(3) organizations in the Brownsburg area or elsewhere. These charitable projects may include local fire and rescue brigades, scholarships to local high school students and donations to missions serving the local community.
- L. To do all other things, and to take any action, deemed necessary and proper in the furtherance of the aforesaid stated purposes of the organization.

ARTICLE IV – ADDRESS AND RESIDENT AGENT

The address of the principal office of the corporation shall be P.O. Box 82, Brownsburg, Virginia 24415. The Resident Agent of the corporation shall be the individual serving as the current President of the corporation, and the address of the Resident Agent shall be P.O. Box 82, Brownsburg, Virginia 24415.

ARTICLE V – MEMBERS

- A. There shall be only one class of membership. Membership in the organization shall be available to any individual, organization, association, or other entity, by the payment of annual dues, in such amount as, from time to time, may be established by the Board of Directors of the corporation, at their discretion.
- B. All members of the organization, in good standing, as hereinafter defined, shall have the right to vote at annual meetings of the corporation and in all elections for the selection of members of the Board of Directors; shall have the right to hold office and serve on the Board of Directors; shall be entitled to receive all publications and any other communications of the corporation; and shall have such other privileges as may be approved by the Board of Directors, at their discretion.
- C. Members in good standing shall be those members of the organization who have been certified by the Treasurer as having paid their current annual membership dues. Members who have not paid their current annual membership dues shall not be deemed to be in good standing and shall not be entitled to vote in any elections for the selection of members of the Board of Directors, or to hold office. Members who are not in good standing may be dropped from the rolls as members of the organization, subject to such policies and procedures as may be established by the Board of Directors from time to time.

ARTICLE VI—BOARD OF DIRECTORS

- A. The affairs of the corporation shall be under the direction and control of a Board of Directors, consisting of up to ten (10) members of the corporation, who are in good standing, as hereinbefore defined, three (3) of whom shall be elected each year, for a term of three (3) years, beginning in January of each year, at the annual meeting of the corporation, as hereinafter set forth. No Director may serve for more than two (2) consecutive terms, exclusive of any time served in filling any vacancy on the Board.
- B. The Board of Directors shall transact the business of the corporation, shall approve all expenditures on behalf of the corporation, and may fill any vacancies on the Board between elections, due to resignations, death, incapacity, or removal from office.
- C. No Director shall be entitled to, or shall receive, any compensation for attendance at meetings of the Board of Directors or at any meetings of committees of the Board, provided, however, that the Board of Directors may reimburse a Director for out-of-pocket expenses necessarily incurred by a Director in the performance of duties as a Director.

- D. Any Director who fails to attend two (2) consecutive meetings of the Board, without just cause, may be removed from the Board by majority vote of all other members of the Board, after giving due notice of such proposed action to the Director involved.

ARTICLE VII – MEETINGS

A. BOARD OF DIRECTORS MEETINGS

1. The Board of Directors shall hold regular Board meetings at least every other month, and such other regular or special meetings, as it may deem necessary.
2. Special meetings may be called at any time by the President, or upon the written request of any three (3) Directors. Such request shall state the purpose or purposes of the proposed special meeting. Business conducted at all special meetings shall be limited to the subjects stated in the call of the meeting and matters germane thereto. Advance notice of all special meetings of the Board shall be given to all Directors by the Secretary.
3. Any member of the organization, in good standing, as hereinbefore defined, shall have the right to attend and speak at any regular or special meetings of the Board, but only Directors may vote at such meetings.
4. The quorum for any regular or special meeting of the Board of Directors shall be a majority thereof.

B. ANNUAL MEETINGS

1. An annual general membership meeting of the organization shall be held in January of each year, the date, time, and place of which shall be determined by the Board of Directors, for the purpose of receiving reports from the officers of the corporation on the activities and financial condition of the corporation during the preceding year; to receive the report of the Nominating Committee; to elect the Board of Directors for the ensuing year; and to conduct such other and further business as may come before the meeting.
2. Notice of the date, time and place of the annual meeting shall be announced in advance, either by including a notice thereof in any news-letter published by the organization, or by written notice thereof by the Secretary to all members in good standing, as hereinbefore defined.

3. A majority of the votes cast by members present at the annual general membership meeting shall be necessary to elect any nominee for election to the Board of Directors. In addition to individuals nominated by the Nominating Committee, other nominations may be presented from the floor at the annual general Membership meeting by members in good standing, as hereinbefore defined, provided any such individuals so nominated have consented to having their names placed in nomination. If there are more candidates than positions to be filled in any election, then each voting member present shall be entitled to one vote for each position to be filled. Candidates receiving a majority of the votes cast shall be elected.

ARTICLE VIII – OFFICERS

A. GENERAL PROVISIONS

1. The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer, all of whom shall either be members of the Board of Directors or members of the organization in good standing, as hereinbefore defined.
2. Officers of the corporation shall be elected by a majority of the Board of Directors at the first meeting of the Board held subsequent to the annual general membership meeting of the corporation, and shall hold office for a period of one (1) year beginning in January of each year.
3. No officer shall be eligible to serve in the same office for more than two (2) consecutive terms, exclusive of any time served in filling a vacancy.

B. VACANCIES

In the event of the resignation, death, incapacity or removal from office of any officer during that person's term of office, the President shall appoint, at the next regular meeting of the Board of Directors, an individual to serve the remainder of an unexpired term, subject to the approval of any such appointment by a majority of the members of the Board of Directors.

C. DUTIES OF OFFICERS

1. **President.** The President shall preside at all business meetings of the corporation, including the annual general membership meeting, and at all regular and special meetings of the Board of Directors. The President shall exercise general supervision over the activities of the organization, in accordance with these By-Laws and any policies and procedures which the Board of Directors may, from time to time, adopt. The President shall appoint the chairs of all committees. The

President shall be an ex officio member of all committees and should be notified of all committee meetings. When necessary, the President may call special meetings of the Board of Directors. The President shall present a report of the prior year's activities, including actions of the Board of Directors, at the annual general membership meeting, and shall perform such other and further duties pertaining to the office or as may be assigned by the Board of Directors. The outgoing President, in the year following his or her term of office, may act in an advisory capacity to the incoming President and may be an ex officio member of the Board of Directors.

2. Vice President. The Vice President shall perform such duties as may, from time to time, be assigned by the President or by the Board of Directors. In case of the death, disability, resignation, removal from office, or absence of the President, the Vice President shall be vested with all of the powers, and shall perform all of the duties, of the President, including presiding at meetings of the general membership and of the Board of Directors.
3. Secretary. The Secretary shall record all votes, minutes and record of attendance at all general membership meetings and all meetings of the Board of Directors. The Secretary shall keep and maintain accurate and up-to-date lists of all committees and their members, members of the Board of Directors, and members in good standing of the organization as provided by the Treasurer, including addresses and telephone numbers. The Secretary shall handle all correspondence of the organization, in accordance with the directions of the Board of Directors, and shall mail notices of the annual general membership meetings and of special meetings of the Board of Directors, when required or as directed by the President or the Board of Directors. The Secretary shall maintain and have custody of all records of the corporation, unless the Board of Directors provides otherwise.
4. Treasurer. The Treasurer's responsibilities include;
 - i. receiving and disbursing all of the funds of the organization, subject to such policies and procedures as the Board of Directors may, from time to time, establish.
 - ii. disbursing funds by bank checks or by utilizing bank debit cards with proper expense documentation. Upon approval by the Board of Directors for such disbursements, the Treasurer shall render to the Board of Directors an account of all transactions and of the financial condition of the organization at each regular meeting of the Board of Directors.
 - iii. presenting an annual financial report at the annual general membership meeting.

- iv. providing to the Secretary, whenever requested, and at least once a year prior to the annual general membership meeting, a list of all members of the organization who are in good standing, as hereinbefore defined.

The Board of Directors may direct that an audit of the Treasurer's books and records be conducted at any time deemed necessary and proper.

The BCA Treasurer shall maintain separate bank accounts for the BCA and the Museum. The funds in the museum account shall only be used for operations associated with the museum.

ARTICLE IX – COMMITTEES

A. STANDING COMMITTEES

1. Nominating Committee. The President shall appoint, no later than August of each year, a Nominating Committee, consisting of at least three (3) members of the organization in good standing, as hereinbefore defined, for the purpose of securing nominations for the election of the members of the Board of Directors at the annual general membership meeting in November of each year. The report of the Nominating Committee shall be presented to the Board of Directors at least one (1) month in advance of the annual general membership meeting, and shall be included in any notice of the annual general membership meeting, as hereinbefore provided.

2. Museum Advisory Committee. The President shall appoint a Museum Advisory Committee (MAC) consisting of one or more members of the organization in good standing; with at least one member of MAC also being a member of the BCA Board. The MAC shall oversee all the operations associated with the Brownsburg Museum; including but not limited to;
 - i. Documenting and maintaining an inventory of materials relevant to the history of the village.
 - ii. Continuing to build upon a timeline of important events relevant to the town of Brownsburg and to respond to genealogy requests by acting as a clearinghouse between the inquirer and established local genealogy sources
 - iii. Operating and maintaining the physical structure of the BCA owned building which serves as the museum.

Reports, recommendations, and expenditures of the MAC shall be submitted to the Board of Directors for its consideration and approval.

B. SPECIAL COMMITTEES

The President may appoint special committees, as may be deemed necessary, with the approval of the Board of Directors, for any other purpose consistent with the purposes of the organization as set forth in these By-Laws. Any actions, reports, or recommendations of any special committees shall be submitted to the Board of Directors for its consideration, evaluation, and/or further action or approval.

ARTICLE X. – AMENDMENTS TO THESE BY-LAWS

These By-Laws may be amended by at least a two-thirds vote of the Board of Directors, at any regular or special meeting thereof, provided that advance written notice of any proposed amendment or amendments shall be given to all members of the Board of Directors of any such regular or special meeting of the Board at which such proposed amendment or amendments shall be considered.

REVISED AND UP-DATED AS OF 25th OCT 2019