

# **BYLAWS OF THE BROWNSBURG COMMUNITY ASSOCIATION**

## **Preamble**

These By-Laws of the Brownsburg Community Association (the “Bylaws”) are subject to and governed by the laws of the Commonwealth of Virginia applicable to non-stock Associations (“Virginia Law”) and by the Articles of Incorporation of the Brownsburg Community Association (the “Articles”). In the event of a conflict between these Bylaws and Virginia Law, Virginia Law shall control. In the event of a conflict between these Bylaws and the Articles of Incorporation of the Brownsburg Community Association, these Bylaws shall control.

## **Article 1**

### **Not For Profit Organization**

- 1) The Brownsburg Community Association is a non-stock corporation, incorporated under Chapter 10 of Title 13.1 of the Code of Virginia, 1950 edition, as amended (the “Association”).
- 2) The corporation is registered with the Virginia Office of Charitable and Regulatory Programs in accordance with the Virginia Solicitation of Contributions Law.
- 3) The principal office of the corporation shall be at P.O. Box 82, Brownsburg, VA 24415.
- 4) The mailing address of the corporation shall be P.O. Box 82, Brownsburg, VA 24415.
- 5) Hereafter within this document the corporation will be referred to as the Association.

## **Article 2**

### **Purposes**

- 1) The Association is organized and shall be operated exclusively for charitable, religious, educational, and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”). Specifically, the Brownsburg Community Association shall:
  - a) Promote a sense of community spirit and civic pride in the Village of Brownsburg and the surrounding area;
  - b) 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) Preserve the Village of Brownsburg from deterioration by neglect, indifference, or carelessness;

- d) 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;
- e) Undertake on its own, or to support and assist in, projects of a public or governmental nature, which would be beneficial to the residents of the Village of Brownsburg, and the surrounding area, including, but not limited to the enhancement of public safety, 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, 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 along roadways;
- f) 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;
- g) Provide a community newsletter for the residents of the Village of Brownsburg and members of the Brownsburg Community Association;
- h) Raise funds from public, governmental, educational, and other sources to support other charitable causes which the Association wishes to support;
- i) Support other charitable projects or projects undertaken by other non-profit or Section 501(c)(3) organizations in the Brownsburg area or elsewhere consistent with mission and goals of the organization. These charitable projects may include local fire and rescue companies, scholarships for local high school students and donations to missions serving the local community;
- j) Consider thoroughly any potential donations (including property and or other assets) made to the Association which are specifically designed to improve the image and standing of the Village of Brownsburg. This could include recreational or educational institutions such as meeting halls or common public spaces;
- k) Do all other things, and to take any action, deemed necessary and proper in the furtherance of the previously mentioned stated purposes of the Association.

### **Article 3**

#### **Brownsburg Community Association Membership**

- 1) There shall be only one class of membership. Membership in the organization shall be available to any individual, family, or business by the payment of annual dues, in such amount as, from time to time, may be established by the Board of Directors of the Association, at their discretion.
- 2) All members of the organization, in good standing, as hereinafter defined, shall have the right to vote at annual meetings of the Association 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 Association; and shall have such other privileges as may be approved by the Board of Directors, at their discretion (including discounts on Association events and merchandise).
- 3) 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.

#### **Article 4**

##### **Board of Directors**

- 1) General Powers. The activities and affairs of the Association shall be managed by the Board of Directors (the "Board"). The Board of Directors shall transact the business of the Association, shall approve all expenditures on behalf of the Association, and may fill any vacancies on the Board between elections, due to resignations, death, incapacity, or removal from office. A Board member if appropriate, will participate in any other Brownsburg focused meetings which may be of interest to the community.
- 2) Composition. The Board shall consist of up to nine (9) members of the Association, 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 Association, as hereinafter set forth. The specific number of Directors within the threshold established under these Bylaws shall be set from time to time by resolution of the Board.
- 3) Term. Each Director shall serve for a term of 3 years. A Director may serve subsequent terms without limitation.

- 4) Manner of Selection. The Board of Directors shall bring names forward at the December monthly meeting from a search of the membership for election to the Board of Directors at the annual meeting in the ensuing year.
- 5) Resignation of Directors. Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the Association, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 6) Removal. Any Director who fails to attend two (2) consecutive meetings of the Board without just cause will receive an inquiry of intent from the Secretary. If no response is received after the 3<sup>rd</sup> meeting missed, the Director involved may be removed from the Board by a majority vote of the remaining Directors, after giving due notice of such proposed action to the Director involved.
- 7) Vacancies. A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.
- 8) Compensation. The Directors shall receive no compensation for their service as Directors but may receive reimbursement for expenditures incurred on behalf of the Association.

## **Article 5**

### **Meetings**

- 1) Board of Director Meetings.
  - a) The Board of Directors shall hold regular Board meetings every month, and such other regular or special meetings, as it may deem necessary.
  - b) Special meetings may be called at any time by the President, or upon the written request of any two (2) 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.
  - c) Any member of the Association, 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.

- d) The quorum for any regular or special meetings of the Board of Directors shall be a majority thereof.

2) Annual Meetings.

- a) 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 Association on the activities and financial condition of the Association during the preceding year; to elect the Board of Directors for the ensuing year; and to conduct such other and further business as may come before the meeting.
- b) Notice of the date, time and place of the annual meeting shall be announced in advance, by including a notice thereof in any newsletter published by the organization and by postings at area post offices.
- c) 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 brought forward by the Board of Directors, 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 6**

**Officers**

- 1) Officers of the Association. The officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected by the Board. Other officers and assistant officers may be elected or appointed by the Board, such officers, and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary.
- 2) Election and Term. The officers of the Association shall be elected by a majority of the Board of Directors at the first monthly meeting of the Board held after the annual general membership meeting of the Association. Unless an officer dies, resigns, or is removed from

office, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected. 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.

- 3) Resignation. Any officer may resign at any time by delivering written notice to the President, a Vice President, the Secretary, or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 4) Removal. Any officer or agent elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.
- 5) Vacancies. A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.
- 6) Powers and Duties.
  - a) President. The President's responsibilities include:
    - i) The President shall be the chief executive officer of the Association, and subject to the Board's control, shall supervise and control all the assets, business, and affairs of the Association.
    - ii) The President shall preside over meetings of the members and the Board.
    - iii) The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Association or are required by law to be otherwise signed or executed by some other officer or in some other manner.
    - iv) The President shall be an ex officio member of all committees and should be notified of all committee meetings.
    - v) When necessary, the President may call special meetings of the Board of Directors.
    - vi) The President along with the Secretary shall manage all correspondences of the Association.
    - vii) 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.
    - viii) The President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time. 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

- b) Vice President. The Vice-President's responsibilities include:
- i) In the event of the death of the President or his or her inability to act, the Vice President shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. Vice Presidents shall have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts, or other instruments.
  - ii) The Vice Presidents shall perform such other duties as from time to time may be assigned to them by the President or the Board.
- c) Secretary. The Secretary's responsibilities include:
- i) The Secretary shall record all votes, minutes, and record of attendance at all general membership meetings and all meetings of the Board of Directors documented on the Google Drive.
  - ii) The Secretary will provide an inquiry of intent to any Director who fails to attend two (2) consecutive meetings of the Board without just cause.
  - iii) The Secretary shall keep and maintain accurate and up-to-date lists of all committees and their members and for members of the Board of Directors documented on the Google Drive.
  - iv) The Secretary along with the President shall manage all correspondences of the Association.
  - v) The Secretary shall maintain and have custody of all records of the Association unless the Board of Directors provides otherwise.
  - vi) The Secretary shall promote a membership drive prior to the annual meeting.
  - vii) The Secretary shall provide advanced notice of all special meetings of the Board.
  - viii) The Secretary shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board.
- d) Treasurer. If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board may determine. The Treasurer's responsibilities include:
- i) The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws.
  - ii) 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) The Treasurer will present an annual financial report at the annual meeting.
  - iv) The Treasurer shall be responsible for picking up the mail received by the Association.

- v) The Treasure shall provide to the Board of Directors prior to the annual meeting, a list of all members of the Association who are in good standing, as hereinbefore defined.
  - vi) The Treasure will perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board.
  - vii) 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 Board may authorize support from an accountant to help the Treasurer upon a majority vote of the Board of Directors.
- e) Communications Director. The Communications Director shall serve as an ex officio member of the Board of Directors. The Communications Director responsibilities include:
- i) The Communications Director shall publish the Brownsburg Community Association email as needed.
  - ii) The Communications Director shall promote the Association's events.
  - iii) The Communications Director shall collect and archive photographs documenting Brownsburg area community events on the Google Drive.
  - iv) The Communications Director shall provide to the Board of Directors prior to the annual meeting, a copy of the email distribution list used for the Association's email newsletter.
  - v) The Communications Director shall support where necessary the Association's website and social media presence. The Board may authorize outside support to manage the Association's website upon a majority vote of the Board of Directors.
- 7) Compensation. The officers of the Association shall receive no compensation for their service as officers but may receive reimbursement for expenditures incurred on behalf of the Association.

## **Article 7**

### **Administrative Provisions**

- 1) Books and Records. The Association shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of the Members and Board, and any minutes which may be maintained by committees of the Board; records of the name and address and class, if applicable of each member and Director, and of the name and post office address of each officer; and such other records as may be necessary or advisable. All books and records of the Association shall be open at any reasonable time to inspection by any Member of three months standing or to a representative of more than five percent of the membership. Records will be maintained on the Google Drive.
- 2) Accounting Year. The accounting year of the Association shall be the calendar year.

- 3) Amendment. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted at any time by the vote of a majority of the number of Directors in office, provided that advance written notice of any proposed changes shall be given to all members of the Board of Directors of any such regular or special meetings of the Board at which such proposed changes shall be considered.

These Bylaws were adopted by resolution of the Board on \_\_\_\_\_.

Yes                      No

Coleen Cosgriff – President  
Marguerite Guilford – Vice-President  
Vern Lochausen – Secretary  
John Siegfried – Treasurer  
Kim Edwards  
Michael Strickler

\_\_\_\_\_  
Secretary