

BYLAWS OF
THE ROXSHIRE CIVIC ASSOCIATION

This edition incorporates revisions as approved by the membership at the Annual Meeting held on Tuesday, October 23, 2018.

ARTICLE I - NAME

SECTION 1: The name of this corporation shall be Roxshire Civic Association

SECTION 2: The principal office of the Corporation shall be located at the home of the President. The mailing address of the Corporation shall be the home of the President and/or P.O. Box 2616, Midlothian, VA 23113. The principal office of the Corporation shall be located in the County of Chesterfield, Virginia. The Association may have such other offices as the Board of Directors may determine from time to time.

The Corporation shall have and continuously maintain in the Commonwealth of Virginia a registered office, and a registered agent whose office is identical with such registered offices as required by the corporate code of the Commonwealth of Virginia.

ARTICLE II - PURPOSE

SECTION 1: The purpose of this Association shall be to unite the citizens of the area in Chesterfield County known as Roxshire in all civic efforts, with such efforts being directed toward making this community a better place in which to live. This includes engaging in any other activities, as requested by the general membership, that may affect the Roxshire Community, and such other persons or organizations as the Board of Directors of the Association may select; soliciting, receiving, holding and maintaining, a fund or funds; and developing and maintaining a budget and authorizing expenditures as the Board of Directors may direct in order to carry out the objectives and purposes of the Association.

ARTICLE III - GOVERNMENT

SECTION 1: The Constitution of the Association consists of the Articles of Incorporation of the Association as filed with the State Corporation Commission.

SECTION 2: The government of this Association shall be vested in the Board of Directors, consisting of the four elected Officers, six elected Directors, and the immediate past prior President of the Association. Each Board member shall have one vote with the President casting his/her vote only if necessary to break a tie. For the purposes of these Bylaws the term "Director" shall refer to elected Directors as defined in Article VI. The term "Board member" refers to all members of the Board of Directors. All Board members must be current residents of Roxshire and shall relinquish their position upon moving from this subdivision.

ARTICLE IV - MEMBERSHIP

SECTION 1: Any household in the area known as Roxshire, Chesterfield County, Virginia, or in those geographical areas immediately surrounding or adjacent to Roxshire subdivision as the Board of Directors may approve, may join the Association upon payment of dues. Any adult over the age of 18 who resides in a household that has joined the association may become a member of the Association upon the household's payment of dues.

SECTION 2: Each household that has joined the Association ("member household") shall have one vote in all corporate matters, including, but not limited to, the election of Officers.

SECTION 3: Any member whose dues are in arrears shall cease to be a member of the Association upon majority vote of the Board of Directors.

SECTION 4: The Board of Directors, by affirmative vote of a majority of all members of the Board may suspend or expel a member for cause after an appropriate hearing before the Board. Prior to any such expulsion, termination, or suspension of any members written notice shall be given to the affected member of such proposed action.

SECTION 5: Any member may resign by filing a written resignation with the Secretary.

SECTION 6: A former suspended or expelled member may be reinstated by filing a written request with the Secretary and upon an affirmative vote of a majority of the Board of Directors, with such terms as the Board, may deem appropriate.

SECTION 7: Membership in the Association is not transferable and is not assignable.

ARTICLE V - FISCAL YEAR AND DUES

SECTION 1: The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each calendar year.

SECTION 2: The annual dues for the upcoming fiscal year shall be proposed by the Board to the general membership at the annual membership meeting ("Annual Meeting") and passed by an affirmative vote of 50 percent of the attending member households. Dues shall be considered in arrears unless received by the Treasurer by December 31 or three months after the date of the Annual Meeting, whichever occurs later.

SECTION 3: The annual dues of new households joining after June 30 and prior to October 31 shall be 50 percent of the annual dues provided for in Section 2. Any household joining the Association during the months of November and December shall pay no dues for that fiscal year and shall instead pay dues for the upcoming fiscal year. The reduced dues provided by this Section shall apply only to the fiscal year during which a household first joins the Association.

SECTION 4: Dues are not transferable or refundable.

ARTICLE VI - ELECTED DIRECTORS

SECTION 1: Each Director shall hold office for the term for which he/she is elected and until a successor is elected and qualified.

SECTION 2: The Directors shall be elected annually by an affirmative vote of 50 percent of the attending member households at the Annual Meeting.

SECTION 3: Any Director may be removed by an affirmative vote of 50 percent of all the member households of the Association in good standing. Prior to any such removal written notice shall be given to the affected Director of such proposed action. If any Directors are so removed, a new Director(s) may be elected at the same time. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

SECTION 4: In the event a Director resigns his/her position, the Board, by a majority vote of the members present, may appoint a new Director to fill the unexpired term.

ARTICLE VII - OFFICERS

SECTION 1: The Officers of the Association shall be a President, a Vice President, a Secretary, a Treasurer, and any such other Officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such Officers to have the authority and perform the duties prescribed by the Board.

SECTION 2: The Officers shall be elected annually by an affirmative vote of 50 percent of the attending member households at the Annual Meeting.

SECTION 3: Any Officer may be removed by an affirmative vote of 50 percent of all the member households of the Association in good standing. Prior to any such removal, written notice shall be given to the affected Officer of such proposed action. If any Officer is so removed, a new Officer may be elected at the same time. An Officer elected to fill a vacancy shall serve the unexpired term of his/her predecessor in office.

SECTION 4: In the event an Officer resigns his/her office, the Board, by a majority vote of the members present, may appoint a new Officer to fill the unexpired term.

SECTION 5: The President shall be the principal executive Officer of the Association and shall, in general, supervise all the business and affairs of the Association. He/she shall preside at all meetings of the members and the Board of Directors. He/she may sign, with the Secretary or any other proper Officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed except in cases where the signing and execution thereof shall be expressly delegated by the Board, these Bylaws or the statute to some other Officer or agent of the Association. He/she shall co-sign,

with the Treasurer, all checks for the amounts in excess of \$1500. In general, he/she shall perform all duties incidental to the office of President and such other duties as may be prescribed by the Board from time to time.

SECTION 6: In the: absence of the President or in the event of his/her refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such duties as from time to time may be assigned to him/her by the President or the Board of Directors.

SECTION 7: The Treasurer shall have the charge and custody of, and be responsible for, all funds and securities of the Association; receive and give receipts for monies due and payable to the Association from any source whatsoever; and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article XII, Section 3 of these Bylaws; shall pay all bills due and payable by the Association; and in general perform all duties incidental to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the Board of Directors. The Treasurer shall have the unilateral signature authority on checks up to \$1500. Above this amount, the co-signature of the President shall be required.

SECTION 8: The Secretary shall keep the minutes of all meetings of the general membership and the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the Corporation records and the seal of the Association and see that the seal of the Association is affixed to all documents the execution of which, on behalf of the Association under its seal, is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each member which shall be furnished to the Secretary by such members; and in general perform all duties incidental to the office of Secretary and any such duties as from time to time may be assigned to him/her by the President or Board of Directors.

ARTICLE VIII - ELECTIONS

SECTION 1: Within 60 days before the Annual Meeting the Board of Directors shall appoint at least three members of the Association to a nominating committee.

SECTION 2: The nominating committee shall nominate at least one candidate for each office and available position on the Board of Directors. No member of the nominating committee shall be eligible for any office by action of the nominating committee. A President who has served a full term may succeed himself/herself for one additional consecutive term. There shall be no similar restriction on the number of times other members of the Board of Directors may succeed themselves.

SECTION 3: Elections shall be held at the Annual Meeting. Additional names may be placed in nomination from the floor.

SECTION 4: Proxies will not be recognized. If there is more than one candidate for an office or Directorship, voting for that position shall be by secret ballot.

SECTION 5: The term of all Officers shall be one fiscal year.

SECTION 6: The term for all Directors shall be two fiscal years, with three Directors being elected at each Annual Meeting to fill the Directorship of those Directors completing their terms.

SECTION 7: The candidate for each officer position receiving the highest number of votes shall be declared elected. The three candidates for Director positions receiving the highest number of votes shall be declared elected.

SECTION 8: All nominees for Officers and Directors shall be members of the Association and, if elected, must remain members during their term. Any Officer or Director failing to maintain membership during his/her term shall be removed from their position. The unexpired term for such Officers shall be filled according to Article VII Section 4 of these Bylaws; any unexpired term for such Directors shall be filled according to Article VI, Section 4 of these Bylaws.

ARTICLE IX - MEETINGS

SECTION 1: The affairs of the Association shall be managed by its Board of Directors. The composition of the Board of Directors shall be in accordance with the provisions of Article III, Section 2.

SECTION 2: The Board of Directors shall schedule a full membership meeting at least once each fiscal year, referred to elsewhere in these Bylaws as the Annual Meeting. Five percent of the member households entitled to vote, represented in person, shall constitute a quorum at a meeting of the membership. If a quorum is present, the affirmative vote of the majority of the member households represented at the meeting and entitled to vote on the subject matter shall be the act of the membership, unless the vote of a greater number is required by law, the Articles of Incorporation, or these Bylaws. Less than a quorum may adjourn any meeting.

SECTION 3: Notice of the Annual Meeting with the proposed slate of Officers and Directors shall be delivered to each member at least ten days and no more than 60 days prior to said meeting. The Annual Meeting shall be in either September or October as the Board of Directors shall decide. If, for any reason, the Annual Meeting is not held at such time it shall be called in accordance with the provisions of Section 4 of this Article, and a meeting so called shall be specifically designated as the Annual Meeting.

SECTION 4: Special meetings of the membership may be called by the President, the Board of Directors, or a majority of the member households entitled to vote at the meeting.

SECTION 5: Written notice, delivered to each member, stating the place, day, and, hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called,

shall be given not less than 10 and no more than 60 days before the date of the meeting (except if a different time is specified in the Bylaws or by Virginia law).

SECTION 6: Meetings of the Board of Directors shall be held at least once every quarter at prearranged dates or at the call of the President. A majority of the Board shall constitute a quorum for doing business. Proxies are not authorized for these meetings.

SECTION 7: The act of a majority of the Board present at a meeting at which a quorum of the Board is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

SECTION 8: Special meetings of the Board of Directors shall be called by the President, or Secretary, if requested by a majority of the members of the Board.

SECTION 9: Special meetings of the members shall be called when petitioned in writing by fifty percent of the member households in good standing. These meetings must be held within 30 days upon presentation of the petition to the President or Secretary.

ARTICLE X - COMMITTEES

SECTION 1: Board Committees. The Board of Directors, by resolution adopted by a majority of the Board, may designate one or more committees, each of which shall consist of two or more Board members. These committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Association, but the delegation thereto of authority shall not relieve the Board of Directors or individual Board members of any responsibility imposed upon it or them by law.

SECTION 2: Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Association may be designated by a resolution adopted by a majority of the Board members present at a meeting at which a quorum of the Board is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Association, and the President shall appoint committee chairpersons. Any committee member may be removed by the President or the Board whenever in their judgment the best interests of the Association shall be served by such removal.

SECTION 3: Each member of a committee shall continue as such until his/her successor is appointed, unless the committee shall be sooner terminated or unless such member be removed from such committee, or unless such member shall cease to qualify as a member of the Association.

SECTION 4: Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE XI - DELEGATIONS

SECTION 1: Delegations or special committees shall be appointed by the President, subject to the approval of the Board of Directors, to represent the Association at any convention, meeting or assembly as may be necessary. Such delegations or committees shall exercise only those powers vested in them by the Board.

ARTICLE XII - INSTRUMENTS, FUNDS AND CONTRIBUTIONS

SECTION 1: The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Association, and authority may be general or confined to specific instances.

SECTION 2: All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by the resolution of the Board of Directors in the absence of provisions made therefor in these Bylaws.

SECTION 3: All funds of the Association shall be deposited from time to time to the credit of the Association in such banks or trust companies, or other depositories as the Board of Directors may select.

SECTION 4: The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or device for the general purpose or for any special purpose of the Association.

ARTICLE XIII - BOOKS AND RECORDS

SECTION 1: The Association shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of meetings of its members, Board of Directors and committees having any of the authority of the Board, and shall keep at the registered or principal office a record providing the names and addresses of the members in the Association, and the member households entitled to vote. All books and records of the Association may be inspected by any member or his agent, or attorney for any proper purpose at any reasonable time.

ARTICLE XIV - PARLIAMENTARY AUTHORITY

SECTION 1: Robert's Rules of Order, Revised shall govern all proceedings in which they are applicable and not inconsistent with these Bylaws.

ARTICLE XV - SEAL

SECTION 1: The Board of Directors shall provide a corporate seal which shall be in the form of a circle and have inscribed thereon the name of the Association and the words "Corporate Seal".

ARTICLE XVI - WAIVER OF NOTICE

SECTION 1: Whenever any notice is required to be given under the provisions of law, the Articles of Incorporation or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVII - AMENDMENTS

SECTION 1: These Bylaws may be amended by a majority vote of the member households present at any membership meeting, provided notice of the proposed amendment has been given in accordance with Section 2 of this Article.

SECTION 2: Upon a two-thirds vote of the Board of Directors, one notice of the proposed amendment shall be given to every member in writing at least 10 days, and no more than 60 days, before the membership meeting at which it is to be acted upon.