

Bylaws

- Bylaws provide an overall framework for your organization and outline general rules that govern the day-to-day operation of the group.
- They should state the organization's purpose, mission, and structure.
- Bylaws are just an instruction manual for your group.

The following is a general outline for writing bylaws:

Article 1 - Name of organization

Article 2 - Purpose of organization

Article 3 – Membership

Article 4 - Regular Membership Meetings

Article 5 - Board of Directors

Article 6 - Board Meetings

Article 7 – Officers

Article 8 – Committees

Article 9 - Records and Reports

Article 10 - Fiscal Year

Article 11 - Contracts, Checks, Deposits, Funds

Article 12 - Changes to Bylaws

(Proposed) Bylaws of Westwood Civic League

PDF produced 05/29/2018
(- text unchanged from DRAFT of 11/28/2017)

Article 1 – Name

The name of this organization shall be **WESTWOOD CIVIC LEAGUE**
(herein referred to as the Civic League).

Article 2 – Purpose of the organization

Section 1. Purpose. The purpose of the Civic League shall be to organize to protect, enhance and improve living conditions and values of, and to foster harmonious community within, the Westwood community of the City of Richmond, by all proper means, including, but not limited to,

- the encouraging of a sense of individual and community pride and obligation in the stewardship &/or ownership of residential property in Westwood,
- initiating or supporting such programs and undertakings as may serve to enhance and maintain property values in Westwood particularly, or as a part of the surrounding community, and opposing programs and undertakings inimical thereto;
- to liaise with representatives of city government & administration on the Westwood community's behalf;
- to connect & enable communications in the Westwood community - between its residential owners &/or residents, along with neighborhood businesses & other community stakeholders – promoting positive interaction & sociability for its members;
- providing a means to foster resident & visitor safety, & civic improvement; and
- provide a forum to respond to issues of common concern and further the interests of the community / neighborhood.

Section 2. Boundaries.

The boundaries of the Westwood community shall be defined to include real property located as follows: all residential properties within a southern boundary on the north side of Patterson Avenue, a western boundary on the east side of Glenburnie Street, an eastern boundary on the west side of Willow Lawn Drive & a northern boundary defined by the City of Richmond boundary with Henrico county (as reflected by north side of Stokes Lane / south side of 5200 block of Wythe Avenue).

Article 3 – Membership

Section 1. Civic League membership is open to all owners of real property of a residential nature located within the Westwood community (as defined), and to permanent residents* in the Westwood community (as defined) who have attained the voting age of the Commonwealth of Virginia.

** An individual is deemed to be a “permanent resident” once having maintained primary residence at current address for at least the last 3 consecutive months.*

Section 2. Admission to Membership / Voting Rights

Any person eligible for membership under this article shall become a member in good standing and general voting rights be conferred upon them whilst their personal eligibility is maintained.

- see also: Article 3, Section 4 - Member fees & dues.

Each permanently-resident individual household member in the Westwood community, having attained voting age, shall have one (1) vote in any matter before the general Civic League membership.

Section 3. Meeting/Event Participation.

Only members in good standing shall be given communications regarding Civic League business.

Only members in good standing shall be invited and admitted to Civic League meetings & events – unless granted otherwise by special one-off exception (case-by-case) by the Board of Directors (BoD), or by a majority vote in any meeting of the general membership.

Section 4. Membership Fees & Dues.

Dues and any special assessments shall be set by the membership and shall be effective at the annual meeting.

* The annual membership dues are *optional / voluntary - by donation* (suggested donation is \$10.00 per individual).

Section 5. Member communications & official notifications

Official notice to the membership shall consist of notification by standard mail or by a written/printed hand-delivered message, & may be supplemented by email, by posting on nextdoor.com (directed to the Westwood community/neighborhood only), & by posting on any website maintained by the Civic League. Notices shall be given prior to meetings as required by these Bylaws. Communication notices shall be overseen and carried out by the secretary with the assistance of Street Captains (and any communications committee) in a timely manner. The Secretary shall maintain member/resident contact information.

Article 4 – Regular Membership Meetings

Regular General Membership meetings of the Civic League shall be scheduled no less than biannually, at such time as noticed by the President or Secretary to all members by means detailed in these Bylaws not less than 15 days nor more than 30 days before the date of the scheduled general meeting.

Section 1. Annual General Meeting (AGM)

The annual general meeting (AGM) shall be scheduled no less than annually &, ideally, in the calendar month of September, or (if postponed or cancelled by reason of weather or unforeseen circumstances) on the next reasonably possible day thereafter. The AGM shall be for the purpose of electing the Board of Directors (BoD) as outlined elsewhere in these Bylaws, receiving reports of officers and of committees (if any), and for other business that may arise.

The secretary shall direct notice of the annual general meeting to each member, or to their residential address, not less than 15 days nor more than 30 days before the date of the annual general meeting.

Section 2. Quarterly General Meetings (QGM)

The Board shall attempt to convene three optional quarterly meetings each year (between AGMs) as is convenient; for the purpose of conducting any outstanding or timely general business & discussion; continuing to foster sense of community spirit & unity, education & development; & to further communication/information flows between surrounding community & our city representatives – both elected, administrative and emergency services – with locally relevant guest speakers/presentations.

The secretary shall direct notice of quarterly general meetings to each member, or to their residential address, not less than 15 days nor more than 30 days before the date of the quarterly general meeting.

Section 3. Special Meetings

A special meeting may be called by the president, three members of the Board of Directors, or upon written request of 10 members of the Civic League who are in good standing. (The parties requesting the special meeting are required to provide notice to members in accordance with these Bylaws. Except in cases of emergency, at least 10 days' notice shall be given.)

Those calling said special meeting shall notify the president &/or board at least 15 days before the date of said special meeting - by registered mail sent to the president's &/or board members' residential addresses; & thereafter shall provide notice of the meeting to the remainder of the community's members, or to their residential addresses), not less than 10 days before the date of said special meeting.

Only such business as is stated in the notice may be transacted at a special meeting.

Section 4. Quorum

Twenty (20) members shall constitute a quorum at any annual meeting, quarterly meeting or special meeting. Should quorum not be reached at the appointed meeting start time then a delay of start shall be allowed for up to 30 minutes. Should quorum still not be achieved then the meeting shall be cancelled & scheduled business matters deferred to the next quarterly meeting (unless a special meeting be called in the interim).

Section 5. Majority Vote

A majority vote shall be required for the passage of any business matters and elections requiring a vote, with the sole exception of changes to Bylaws (- see Article 12).

Should a vote be tied the officer chairing the meeting will cast an additional deciding vote.

Section 6. Order of Business (OoB)

The OoB at any general meeting shall not include the reading of the minutes of the preceding general meeting unless a motion is made to do so from the floor. The minutes may be reviewed at the meeting by any Civic League member. An electronic copy shall be provided to any member upon request; for members without electronic mail, a hard copy will be made available for review by the Secretary to the member at a convenient time and place as determined by the Secretary. The minutes shall become a part of the Civic League's official records after a motion is made to approve them.

Article 5 – Board of Directors (BoD)

Section 1. Board Composition.

The BoD (whose service will be entirely on an honorary/unpaid basis) shall include up to eight (8) members – made up of the four Officers of the Civic League which are President, Vice-President, Secretary, Treasurer; and up to three (3) at-large members, elected at the annual general meeting, plus 1 ex-officio member.

Section 2. Ex-Officio board members

There shall be one ex-officio board members as follows:

- i) Immediate Past President of the Westwood Civic League

Providing they are currently resident of the Westwood neighborhood (as defined), & if not holding an elected office, the above shall be considered an ex-officio member of the Board (non-voting) and shall not be counted for purposes of determining quorum of board meetings or determining majority of the board. All eight constitute the BoD, although only seven are voting members. These directors shall perform duties prescribed by these Bylaws and by the parliamentary authority adopted by the organization.

Section 3. Responsibilities of the Board.

The BoD shall exercise control over the financial affairs of the Civic League, plan community events, generally supervise the work of the Civic League including any convened committees & appointed street captains, and report its collective activities to the membership.

Members of the BoD shall perform such other duties as needed or requested by the President.

The organization shall indemnify and hold harmless the directors from liability for any action taken in good faith in the furtherance of the purposes of the Civic League.

Section 4. Election of Board Members.

Any member in good standing is eligible to hold office, although more than one household member is prohibited from holding office.

The directors shall be elected by majority vote of the membership at the annual meeting. The term of office shall be from election or appointment until the next convened annual general meeting.

Section 4.A. At a general meeting preceding the AGM (by no more than 4 months) a Nominating Committee (NC) of not less than three (3) participants (including, & chaired by, any current member of the Board if available except the current Civic League President) shall be elected by members present - with at least 2 participants elected from general membership. It shall be the duties of this Committee to encourage, seek and receive (in cooperation with the secretary) nominations, from across the Westwood community, of candidates to be elected at the AGM.

- The NC may make multiple nominations for the BoD various offices.
- If possible, the NC shall make the nominations public 15 days prior to the AGM.
- Nominations for the Civic League's Board, including self-nominations, shall be permitted from the floor [or by electronic mail] up to and including the AGM.
- Each nomination must be seconded by at least one member in good standing.
- Candidates must, prior to the election, accept the nomination & sign off that, if elected, they do agree to serve in the role for which they are nominated.

Section 4.B. The Civic League shall elect a BoD as described in these Bylaws at the AGM by secret ballot. The full term of office shall be from the election at AGM until the next convened AGM, with a maximum of two consecutive terms served in the same office/position.

Voting for each position will be done one at a time (order: Pres > VP > Sec > Treas > at large) on blank paper ballots - with opportunity given between each vote for previously unsuccessful candidates to nominate for any subsequent roles yet to be voted upon.

Section 5. Mid-term vacation of board seat.

A vacancy in any office, with the exception of President, due to actual or constructive resignation, shall be filled by appointment by the BoD. A vacancy in the office of President shall be filled by the Vice-President. The BoD may hold an election at any regular or special meetings to fill vacant positions.

Section 5.A. Should any board member during the course of their term either (if a resident) move from the Westwood neighborhood or (if a residential property owner) sell their residential property in the Westwood neighborhood, they shall immediately & automatically be deemed to have resigned from their board position & any office – which shall be ratified at the next Board meeting immediately following this change.

Section 5.B. A vote by the majority of the voting members of the BoD shall be required to remove an officer from that position prior to the expiration of the term of office for which that member has been elected or appointed.

Section 5.C. Any member of the BoD may be removed from the Board for cause by a two-thirds majority vote of the members in good standing present at a General or Special Meeting (minimum of 20 members must be present) provided that a written notice as provided by these Bylaws, with a statement of justification, has been furnished to the Civic League members at least fifteen (15) days prior to the meeting and the BoD member facing removal has been given the opportunity to appear at the General or Special Meeting to address the issue(s) raised.

Article 6 – Board Meetings

The directors shall attempt to meet quarterly - or as often as they deem necessary.

Section 1.

There are up to seven (7) voting members of the Board: made up of four Officers of the Civic League and up to three (3) at-large members.

The Immediate Past President serves on the Board in an ex-officio (non-voting) capacity.

If the Board is fully convened, four (4) voting members shall constitute a quorum of the Board. (Should less than the 7 voting positions be filled then a simple 50% or more of positions filled will constitute quorum.) Should a vote be tied the officer chairing the meeting will cast an additional deciding vote.

Section 2.

The BoD shall meet no less than quarterly. Between General Membership meetings, the BoD may meet as often as necessary. In cases of urgency where deferral of vote on an issue until a scheduled meeting will result in a missed opportunity, members of the BoD may make motions and vote on said motions by telephone or electronic mail, provided that all members of the BoD have received the motion in writing (at least by email) in advance of the vote, and the motion and vote are recorded in the minutes of the next General Membership meeting, or at a Special Meeting, or by electronic mail and other means if the matter is of sufficient importance and urgency that interim communication is necessary.

Article 7 – Officers

There shall be a president, vice-president, secretary and treasurer.

Section 1

The officers shall be elected by majority vote of the membership at the annual meeting, and shall serve no more than two consecutive terms in the same office/position/role. The full term of office shall be from AGM of election to the following AGM.

Section 2

The officers shall have the duties and powers which generally pertain to such officers, which are hereafter conferred by the directors and are allowed by law.

Generally speaking the roles may at least involve some or all of the following:

Section 2.A. Duties of the **President**

The President shall be the chief executive official of the Civic League and shall take care that its Bylaws and decisions are faithfully observed and executed. In addition, the President shall have the following specific duties: chair of the BoD of the Civic League; coordinate the activities of officers, leaders, and committees; provide for the performance of the duties of any other office or position of the Civic League during the temporary absence or disability or the incumbent until the vacancy shall have been filled in the manner provided by these Bylaws; appoint as needed special committees and representatives of the Civic League whose appointment or election is not otherwise provided for in these Bylaws; co-sign checks with the Treasurer; & communicate with the membership by leaflet/newsletter, email, nextdoor.com or other media; Oversee the schedule of meetings and activities – arranging for regular meetings - time and place as necessary; developing meeting agendas; contacting each person who has a part during the meeting and encourage their preparedness; arrival at least 30 minutes before meetings to set up/prep room; and exhibit good leadership qualities as a role model to the members of the Civic League.

The President is an ex-officio member of all and any committees (except the nominating committee) and as such shall be given notice of all committee meetings and has the right to be in attendance as an ex-officio (non-voting) member at those meetings, with the exception of the Nominating Committee, but is under no obligation to attend.

The President, or his/her designee, may present views of the Civic League at public forums or in written communications to elected or appointed officials, provided that prior authorization for such action has been given by a majority vote of members in good standing at a General Membership or Special meeting or by the BoD of the Civic League.

At the expiration of the President's term of office, all moneys, books, documents, records, letters, keys and property held or owned by the Civic League shall be turned over to the elected successor.

Section 2.B. Duties of the **Vice President (VP)**

The VP shall assist the president in the administration of the affairs of the Civic League and shall undertake such duties as the President may assign. The VP should arrive at least 30 minutes before meetings to set up/prep room; is responsible for introducing new members and guests at meetings, and co-sign checks with the Treasurer or President if either is not able to do so.

In addition, the VP may have the following specific duties: should the President be absent from a meeting, the VP will preside. In the event of a vacancy in the office of the President, the VP shall assume the office of the President for the remainder of the term of office. Should the VP also be unable to assume or continue in the office of President, the Secretary shall fill the vacancy of the VP and become the President for the remainder of the term.

Section 2.C. Duties of the **Secretary**

The Secretary shall be responsible for preparing & maintaining the records of all Civic League meetings, including an accurate roll of members, minutes & agendas, giving notices on behalf of the Civic League as directed by the BoD, & keeping all records & documents of the Civic League with the exception of the financial books & records. The Secretary shall, if/when necessary, solicit member dues by hand-delivered written communications to members (supplemented by other discrete means if required - including standard mail & electronic mail).

In addition, the Secretary may have the following specific duties: Reading at meetings letters of information or any other correspondence to (and from) the Civic League BoD or generally; contacting members who have missed several meetings and extending invitations for them to rejoin/attend next meeting/s.

The Secretary shall accurately and completely record the proceedings of all meetings of the Civic League, including general meetings and of the BoD, including minutes and agendas***. The Secretary shall incorporate in the Bylaws all duly adopted amendments. The Secretary shall transmit promptly all resolutions and relevant matters to the relevant officers in accordance with the references. The Secretary shall conduct normal correspondence of the organization except such correspondence that is the proper duty of the President. The Secretary shall send out regular notices as prescribed elsewhere in these Bylaws.

The Secretary, at the expiration of the term of office, shall turn over to the successor all books, records, documents, letters, and property held or owned by the Civic League in the Secretary's possession.

*** It is a good practice to keep minutes of meetings that describe what happened and the decisions made. It provides a written record and helps people stay informed and on track. Minutes need not be in any particular form but should be clear about any decision made, list who was present and, if requested, state the name of anyone opposed to the decision made. Minutes should be signed by the secretary of the meeting and accepted by the board at the next meeting.

In the extremely unlikely event that both the VP and Secretary should be unable to assume or continue in the office of President through to the end of the elected term, the Treasurer shall fill the vacancy the VP/Secretary were unable to fill and thus become the President for the remainder of the term.

Section 2.C. Duties of the **Treasurer**

The Treasurer shall maintain Civic League financial records, collect membership dues/donations, and record all receipts and payments of the Civic League. (Should mandatory membership dues be implemented, the Treasurer shall maintain a current and accurate roll of members in good standing and will provide such to other members of the Board.) The payment of expenses of the Civic League shall be approved by the BoD and funds shall be disbursed by check drawn on the Civic League bank account(s) duly co-signed by two of three of the Treasurer & President or VP.

The Treasurer shall provide an accounting of Civic League finances to the general membership at least at the AGM and shall be prepared to provide an accounting of Civic League finances to the BoD at each BoD meeting. In addition, the Treasurer shall have the following specific duties: planning a budget and presenting to the Civic League for approval; preparing a financial report for the year and presenting it to the Civic League general membership; providing written financial reports for the Secretary to include with the minutes; opening/maintaining a Bank Account****

The Treasurer, in compliance with tax reporting requirements of non-profit organizations, will file a yearly return with the Internal Revenue Service. The Treasurer, at the expiration of the term of office, shall turn over to the successor all books, records, documents, letters and property held or owned by the Civic League in the Treasurer's possession.

**** Opening a Bank Account: Most neighborhood associations eventually accumulate money and will need to open a bank account for the organization. The problem with using a member's personal social security number to open an account is that the person becomes liable for paying taxes on the additional money reported. Therefore, your group should get a tax identification number.

To get this number, complete form SS-4 (Application for Employer Identification Number). Forms can be picked up at the Internal Revenue Service Office.

The secretary of your neighborhood association, along with anyone else who will be signing on the account (i.e. President & VP), must sign bank signature cards. Along with your tax ID number, you will need other papers such as bylaws and minutes proving the legitimacy of your organization. Identification, such as a driver's license, credit cards, or passport, is required to open any type of account.

Article 8 – Committees

Section 1. Committees, Standing or Adhoc/Special, may be appointed by the BoD deemed necessary to carry on the work of the Civic League. Committees may include, but are not limited to, the list of examples below. The BoD shall have the power to add any other standing committees deemed necessary. The BoD shall appoint members to each committee and such members shall serve at the pleasure of the directors & each committee shall be chaired by a current BoD member-at-large, if available.

Section 1.A. Welcoming/Hospitality Committee.

Duties of this committee may include providing information on the community to new residents, invite new residents (&/or residence owners) to join local communication channels such as nextdoor.com, inviting/encouraging/welcoming new residents/owners to join the Civic League and obtaining contact information of new residents/owners. The Welcoming Committee chair shall work with the Secretary, Communications Chair (& Street Captains) to be notified of the incoming of new residents & to pass to them any new contact information obtained.

Section 1.B. Communications Committee.

Duties of this committee may include monitoring changes in the community and collection of relevant contact information of Civic League members as changes occur to be passed along to the Secretary. The Communications Chair shall ensure communications are made in a timely fashion according to the Civic League calendar or as otherwise directed by the BoD – and may maintain a roster of street captains who shall operate in their respective streets/blocks as contact points & as a means of dissemination of information to be distributed to Civic League members in good standing for events, meetings and other Civic League business as designated by the Secretary, President or by the BoD.

Section 1.C. Social Activities/Events Committee.

This committee's chair may coordinate all social activities initiated/supported/sponsored by the Civic League; solicit nominations for members to serve on the committee to assist the chair in planning, organizing and conducting social events of interest to the members; developing & presenting a budget & schedule for social events to the BoD; work to ensure budget guidelines are met & coordinate expenses with the Treasurer.

Section 1.D. Neighborhood Beautification Committee.

This committee's chair may coordinate any neighborhood beautification/improvement activities initiated/supported/sponsored by the Civic League; solicit nominations for members to serve on the committee to assist the chair in planning, organizing, facilitation & recruiting of members to participate in performance of such projects/events; source materials & equipment necessary to execute said projects; develop & presenting a budget & schedule of works to the BoD; work to ensure budget guidelines are met & coordinate expenses with the Treasurer.

Section 1.E. Nominating (ad hoc/special) Committee.

It shall be the duties of this Committee to encourage, seek and receive (in co-operation with the secretary) nominations, from across the Westwood community, of candidates to be elected at the AGM.

Section 2. The existence, purpose and scope of committees of the Civic League shall be made known to members in good standing at General or Special meetings, or by the Secretary/Communications Chair via normal means as outlined in these Bylaws.

Section 3. All committees shall file written/typed, electronic copies of reports with the BoD at least annually. All reports shall be available for review by any Civic League member in good standing.

Article 9 – Records & Reports

Permanent paper records of the Civic League should be kept, including (but not limited to) records of meetings (including notification of meetings, agendas, attendance & voting results), membership, correspondence of the Civic League (incoming & outgoing), bank statements & other financial records, & record of any contracts/agreements entered into on the Civic League's behalf.

Inactive (past years') records should be consolidated and archived/stored in the possession of the current President of the Civic League. Active (current year's) records are permitted to be retained in the possession of current BoD members as required by their role/function.

Article 10 – Fiscal Year

The fiscal year of the Civic League will begin on October 1st and end on September 30th.

Article 11 – Contracts, Checks, Deposits, Funds

Section 1.

The President of the Civic League will be the sole authorized executor of contracts on behalf of the Civic League as duly authorized by majority votes of the General Membership, Special Membership or BoD meetings.

Section 2.

Checks written on behalf of the Civic League from its bank account(s) shall be co-signed by 2 of 3 of the following directors: Treasurer & President or Vice-President. Such expenditures will need be pre-authorized (or retrospectively ratified) by majority votes of General Membership, Special Membership or BoD meetings.

Section 3.

Deposits of moneys/checks received on behalf of the Civic League will be deposited in a checking account to be opened at the West End branch of the Chesapeake Bank on Patterson Avenue, Richmond. Such deposits should be made within seven (7) days of receipt.

Article 12 – Changes to Bylaws

Section 1. Amendments to the Bylaws may be proposed by the BoD or by petition signed by at least 10 members in good standing of the Civic League.

Section 2. The members may make additional, & amend or repeal existing Bylaws upon a two-thirds (2/3) vote***** at a general meeting or any special meeting called pursuant to the provisions or Article 4. No change shall be made unless written notice of the proposed nature of the amendment has been given to the members in good standing of the Civic League as set forth in these Bylaws at least thirty (30) days before the meeting at which the amendment is to be offered.

***** with required quorum of twenty (20), minimum attendance would require at least 14 supporting votes

The secretary and president shall make notice of any adopted changes in Bylaws to the membership within 30 days on their adoption.

Section 3. Any amendment to the Civic League Bylaws takes effect immediately upon passage unless otherwise provided for in that amendment.

Article 13 – Procedures

Section 1. The rules contained in the current edition of “Robert’s Rules of Order Newly Revised” shall govern the Civic League in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Civic League may adopt.

TRANSITION MOTION:

These Bylaws shall become effective upon their date of adoption by the BoD except that all current Officers and Board Members of the Civic League shall remain in office until their term expires or as otherwise provided in these Bylaws. The Bylaws are ratified by the qualified members in good standing by attending membership meetings, taking part in discussions/votes therein &/or making payment of membership dues/donations.

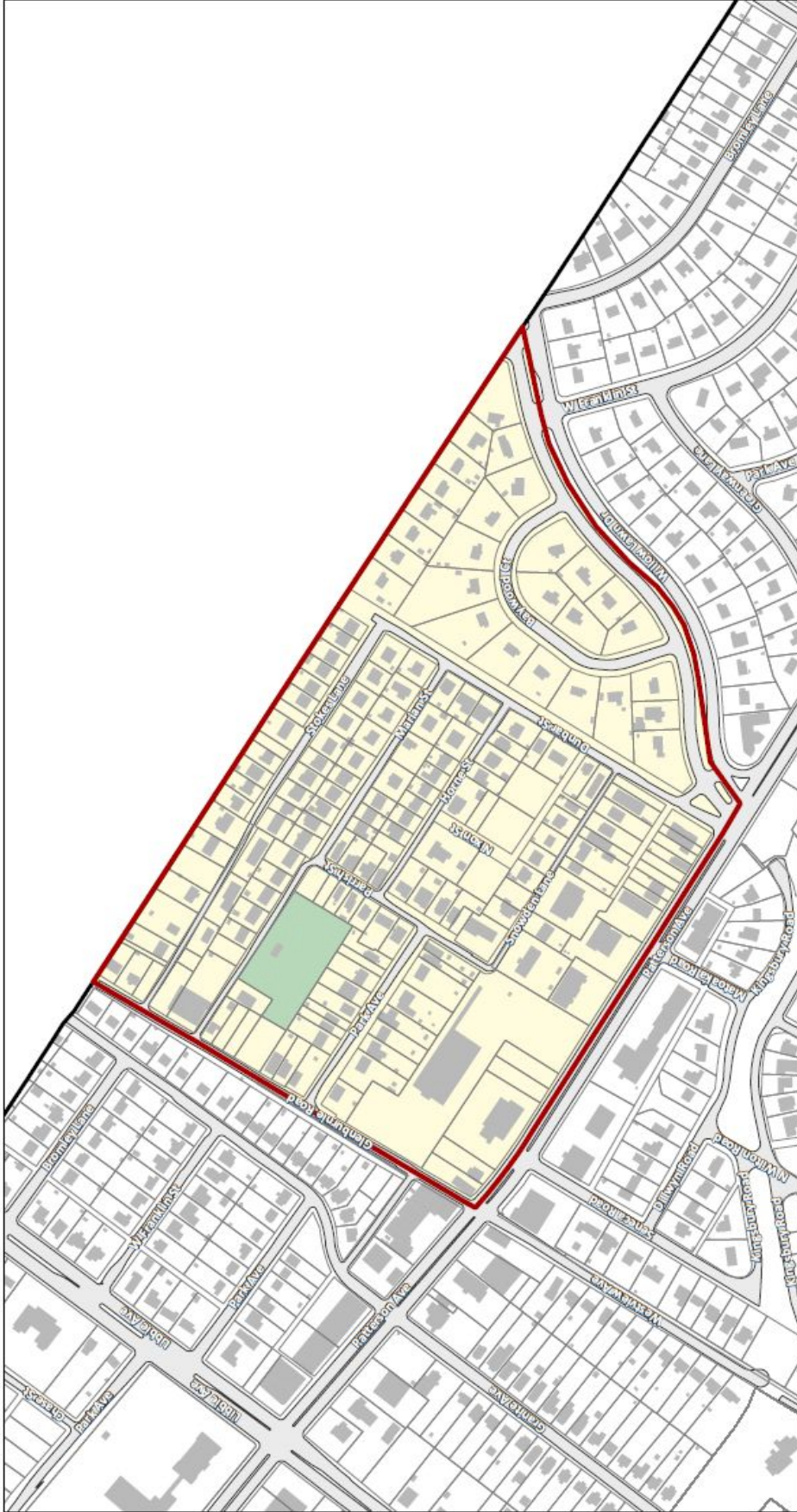
These by-laws are adopted as of:

_____ (month) (day) (year)

Signed: _____
(Member of Board of Directors)

_____ (President)

(Member or Witness)



Location Reference



-  Association Boundary
-  City Boundary
-  Parcels
-  Buildings
-  Parks & Open Space
-  Water



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Westwood Civic League



City of Richmond, VA
Geographic Information Systems



