

**AMENDED BY-LAWS
OF
CARILLON CIVIC ASSOCIATION
Adopted February 19, 2012**

I. NAME AND LOCATION

A. Name.

The name of the organization shall be the Carillon Civic Association, hereinafter referred to as the “**Association.**”

B. Boundaries.

The boundaries of the Association are the James River on the south; the Powhite Parkway (Route 76) on the west; the Downtown Expressway (Route 195) on the north; and South Sheppard Street, Blanton Avenue, Rugby Road and Pump House Drive on the east.

II. MEMBERSHIP

A. Eligibility and Privileges.

1. Member

a. Membership in the Association shall be granted to any person eighteen (18) years of age or older who resides in, leases, or owns property within the boundaries of the Association who is current in the payment of membership dues.

b. No person, whether as a resident, corporation, LLC, or other legal entity, shall hold more than one (1) voting membership.

c. Each eligible person having paid the yearly dues as established by the Board of Directors shall be a Member in good standing and shall be known as “**Member.**”

d. All Members in good standing shall have one (1) vote in all matters presented to the Association membership.

e. Members in good standing who reside within the boundaries of the Association can serve on the Board of Directors, serve as an Officer, and chair a committee.

f. Other Member privileges may be determined by the Board of Directors.

2. Associate Member

a. The Board of Directors may grant persons who are interested in the Association, but who are not eligible to become Members, status as Associate Members.

b. Associate Members are non-voting members and cannot serve on the Board of Directors, serve as an Officer, or chair a committee.

- c. Associate Members must pay the annual dues as established by the Board of Directors and shall have privileges as determined by the Board of Directors.

B. Membership Year and Dues.

1. The membership year is the calendar year beginning on January 1 and ending on December 31.
2. The annual dues amount shall be set yearly by the Board of Directors and communicated to the membership no later than December of each year.
3. Applications for membership will be accepted year-round.

III. MEMBERSHIP MEETINGS

A. Annual Meeting.

1. The Annual Meeting shall be held in the month of April of each year in a location in Richmond, Virginia, at the date, time, and place selected by the Board of Directors and announced in the notice of the meeting.
2. Election of the Members to serve as Directors to fill vacancies caused by the expiration of the term of the incumbent Directors shall occur at the Annual Meeting in the manner provided in these By-Laws.
3. A slate of candidates for the position of Director shall be presented to the membership at the Annual Meeting. Members may nominate from the floor Members to be added to the slate of candidates to be voted on by the membership in the election.
4. Other business as determined by the Board of Directors may be presented for discussion and voting upon by the Membership.

B. Special Meetings.

1. Special Meetings may be called by the President, the Board of Directors, or by a petition signed by at least one-tenth (1/10) of the Members.
2. Notice of the Special Meeting shall state the purpose or purposes for which the meeting is called. Only business within the purpose or purposes described in the meeting notice may be conducted at a Special Meeting.

C. Meeting Notices.

1. All Members shall be notified in writing of the date, time, and place of all meetings.
2. Notice of the meeting shall be given at least ten (10) days, but not more than sixty (60) days, before the meeting.
3. When the purpose of the meeting is to discuss and vote upon an amendment to the Articles of Incorporation, a plan of merger, a proposed sale of assets pursuant to Virginia Code § 13.1-900, or the dissolution of the Association, a member shall be given no less than twenty-five (25) or more than sixty

(60) days' notice of the meeting.

4. Notices shall be delivered to the electronic or physical address listed on the Association's membership rolls.

5. Members who attend a meeting shall be deemed to have had timely and proper notice unless they attend for the express purpose of objecting to the transaction of business because the meeting was not lawfully called or convened.

D. Record Date and Members List.

1. The Record Date for determining Members eligible to vote at meetings shall be as follows:

a. Annual Meeting and Special Meetings called by the Board of Directors - The Record Date shall be five (5) days prior to the date of the meeting.

b. Special Meeting called by a Member - The Record Date shall be the day that the first Member signs the petition.

2. The Membership Chair shall certify the list of Members in good standing and provide the Members List to the Board of Directors prior to each Annual or Special Meeting. Errors in the list should be immediately reported to the Membership Committee.

3. The Membership Chair, or if unavailable, either a member of the Membership Committee or a Director appointed by the President, shall verify the voting status of each person attending the Annual or Special Meeting or at any other membership meeting at which a vote will be taken.

4. The Members List so prepared shall be available for inspection by any Member beginning two (2) business days after the notice of the meeting was given and continuing through the meeting. The notice of the meeting shall state where the Members List may be inspected prior to the meeting. The Members List shall also be available at the meeting.

5. Two Inspectors of Elections may be appointed by the President to assist the Membership Chair or other member of the Membership Committee in determining the Members with standing to vote.

E. Conduct of Business at Meetings of the Members.

1. The President, or if the President is not available, the Vice President, shall preside over all meetings. Should neither Officer be present, the Board of Directors shall appoint a Member to serve as "**Presider.**"

2. The Secretary shall be responsible for taking the minutes of every meeting. If the Secretary is unable to attend the meeting, a Member present shall be appointed to take the minutes of the meeting.

3. The first item of business shall be determining who among those attending are listed on the Members List and whether a quorum of those so listed is present. A quorum shall be one-tenth (1/10) of those Members whose names appear on the Members List. If a quorum exists at the beginning of the meeting, the meeting can be convened. A quorum must be present for each vote taken. Notwithstanding the foregoing, if less than a quorum is present, by the vote of a majority of the Members present and entitled to vote, the meeting may be adjourned to another fixed time and place, without further notice.

4. The President or in the absence of the President, the Vice President, or the Presider (the three collectively referred to hereafter as the "Presider") shall determine all procedural issues at the meeting, including how voting will occur.

5. With the exception of the election of Directors, the affirmative vote of a majority of Members present and voting shall constitute official action of the Association unless a greater vote is required by the Virginia Non-Stock Corporation Act or the Articles of Incorporation.

6. The election of Directors shall not require a majority vote. Members nominated for the vacant position(s) of Director who receive the greatest number of votes shall be elected, even if the total votes cast for each Member is less than a majority of those present and voting.

IV. BOARD OF DIRECTORS

A. Authority of the Board of Directors.

All powers granted under the Virginia Non-Stock Corporation Act shall be exercised by the Board of Directors subject to any limitations in the Articles of Incorporation and these By-Laws. The governance, management, general planning, and supervision of the activities of the Association shall rest with the Board of Directors.

B. Nomination of Candidates for Director.

Members of the Board of Directors shall be elected from a slate presented by the Nominating Committee and/or from nominations from the floor at the Annual Meeting. The Nominating Committee shall confirm the qualifications, availability, and willingness of each nominee on the slate to serve prior to the announcement of the slate of candidates.

C. Terms of Directors.

1. The Board of Directors shall be composed of no less than nine (9) and no more than thirteen (13) members. Directors shall be elected at the Annual Meeting and shall take office at the first Regular Meeting of the Board of Directors in May following their election.

2. Each Director shall serve a three (3) year term. The terms of the Directors shall be staggered such that as nearly equal in number as possible of the Directors are elected to the Board of Directors in any one year with the exception of the first election following the adoption of these By-Laws. In such election, all positions of Director, except those then serving who have not served out their full term, shall be elected. Once so elected, as determined by the Board of Directors, as nearly equal in number as possible of Directors shall be selected on a random or volunteer basis to serve a one (1) year term, a two (2) year term, or a three (3) year term.

3. Directors shall hold office until their successors have been elected or such earlier time as a Director shall resign, die, be removed or become disqualified.

4. When a vacancy occurs during the term of a Board member, the Board of Directors may fill the seat by the affirmative vote of the majority of the remaining Directors. Should an appointment to fill the vacancy not be made by the Board:

a. The Board has authority to conduct business with less than the minimum of nine (9) Directors required in the By-Laws, but no less than the number stated in the Articles.

- b. The Members may elect at the Annual Meeting a member to serve for the unexpired term.
5. No decrease in the number of Directors by amendment to these By-Laws shall change the term of an incumbent Director.
6. Any Director may be removed, with or without cause, at an Annual or Special Meeting by a vote with a majority of Members present and eligible to vote.
7. A Director may resign at any time by delivering written notice to the President, the Secretary, or Board of Directors. The resignation is effective when the notice is delivered unless the notice provides for a later effective date.

D. Meetings of the Board of Directors.

1. Regular Meetings of the Board of Directors shall be held at such time and place as the Board of Directors may designate. There shall be no fewer than six (6) Regular Meetings per year. Through Association publications and other means, the meeting schedule, locations, and times of the meetings shall be communicated to Members.
2. A Regular Meeting shall be held not less than ten (10) days prior to the Annual Meeting for the purpose of receiving, approving, and/or amending the report from the Nominating Committee of the slate of candidates to serve as Directors. The Board of Directors may transact such other business at such time as may properly come before the Meeting.
3. The Board of Directors may hold a Special Meeting at any time. Such meeting may be called by the President or by a Director.
4. Unless there is an emergency, every Director shall receive notice of the time, place, and location of all Board meetings at least twenty-four (24) hours before a meeting. Such notice may be given in the form of electronic transmission consented to by the Director to whom the notice is given, or it may be delivered to the residence of the Director. The Board may adopt a schedule for all Regular Meetings, and notice of this schedule shall constitute notice of the Meeting as provided herein.
5. Neither the business to be transacted during, nor the purpose of, any Regular Meeting needs be specified in the notice. The purpose of a Special Meeting must be specified in the notice. Directors who attend the Board meeting shall be deemed to have had timely and proper notice thereof unless they attend for the express purpose of objecting to the transaction of any business because the Board meeting is not lawfully called or convened.

E. Attendance at Board Meetings.

1. Every Director shall attend all Board Meetings, both Regular and Special.
2. When attendance is not possible, a Director must provide prior notification to the President or Secretary. A Director's absence for two (2) Board Meetings in a quarter or three (3) Board Meetings in a calendar year without such prior notification and/or without excused absence granted by the President may be cause for removal.
3. The first quarter of the Board year begins in the month of May.

4. A Director who is present at a Board Meeting or a committee meeting of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless the Director (1) objects at the beginning of the meeting (or promptly upon his arrival) to holding or transacting business at the meeting; or (2) votes against, or abstains from, the action taken because of a conflict of interest. The minutes shall reflect the actions taken by such Director.

5. Directors may participate in a Board Meeting or a committee meeting of the Board of Directors by telephonic, electronic or digital conferencing provided that all persons participating in the meeting can hear each other. Participation in a Board Meeting pursuant to this paragraph shall constitute presence in person at such Board Meeting for the purposes of a quorum.

6. Directors may vote by proxy if attendance at a Board Meeting or a committee meeting of the Board of Directors is not possible. To exercise this prerogative, a Director must execute a written instrument, signed and dated by the Director, authorizing another Director to act for him on any matter coming to a vote at the meeting. The proxy is effective when received by the Director who is authorized to act pursuant to the proxy. The proxy can be revoked at any time unless the proxy states that it is irrevocable. A proxy can be delivered in person or by any other means of service, including electronic communications.

F. Quorum and Voting.

1. A quorum for transacting business at a Board Meeting shall consist of a majority of Directors who are currently serving. The act of the majority of the Directors present at a Board Meeting at which a quorum is present shall be the act of the Board of Directors unless specified otherwise in these By-Laws or by law.

2. A Director who participates in the Board Meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened shall not be counted in determining a quorum.

G. Executive Session.

At the discretion of the President, or upon vote of the majority of the Directors participating in the Board Meeting, the Board may meet in Executive Session to consider personnel actions or other sensitive issues. An Executive Session is a meeting at which only Directors, and those invited into the meeting by the Directors, are present.

H. Actions between Board Meetings.

Whenever an action must be taken between Board Meetings, and there is insufficient time to call a Special Meeting of the Board, the Directors may authorize an Officer to take the necessary action by voting by electronic ballot. The electronic ballot must state the proposed action, indicate the vote of the Director, and be signed and dated. At the meeting of the Board of Directors following such action, the action must be reported in the minutes of the Board of Directors.

V. OFFICERS AND THEIR DUTIES

A. Officers.

The Officers of the Association shall be the President, Vice President, Secretary and Treasurer. An Officer may

hold more than one office, but the same person may not serve as President and Secretary or President and Treasurer. The Officers shall have such authority and perform such duties as generally pertain to their office and as may lawfully be provided by these By-Laws or by resolution of the Board of Directors not inconsistent with these By-Laws.

B. President.

The President shall be the Chief Executive Officer of the Association with general supervision of, and responsibility over, the affairs and agents of the Association, unless otherwise specified in the By-Laws. The President shall appoint, subject to the ratification of the Board of Directors, persons to serve as Chair of the following Standing Committees: Beautification, Block Captains, City Liaison, Communications, Community Development, Donations, Fundraising, Historian, Membership, Nominating, Programs and Events, and Safety. The President shall preside at meetings of the Members, as well as at Board Meetings.

C. Vice President.

The Vice President shall preside in the absence of the President at all meetings and shall perform such duties and have the authority as may lawfully be required or be conferred by the President or the Board of Directors. In the case of disqualification or inability of the President to act, the Vice President shall exercise all of the functions and duties of the President.

D. Secretary.

The Secretary shall be responsible for minutes of the Association, including minutes of all meetings of the Members and the Board of Directors. The Secretary is custodian of the minutes until they are archived and become historical records, at which time the Historian becomes custodian of such records.

E. Treasurer.

The Treasurer shall have custody of all monies and securities of the Association and shall deposit the same in the name, and to the credit of, the Association in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Association as may be required, keep books and records of accounts, and maintain compliance with IRS and the Virginia Department of Taxation requirements.

F. Additional Duties Assigned to Officers.

The Board of Directors may prescribe by resolution any additional duties to be performed by each Officer.

G. Election and Term of Office.

Officers shall be elected annually at the Regular Meeting of the Board of Directors in May to serve a one (1) year term. They shall hold office until a successor has been elected or such earlier time in the event of resignation, death or removal.

H. Absence, Disqualification or Inability of Officer.

Whenever an Officer other than the President is absent, disqualified, or unable to act, the Board of Directors may by resolution delegate the powers of such Office to any other Officer or Director.

I. Removal of Officer.

Any Officer may be removed at any time by a two-thirds (2/3) vote of the Board of Directors when the removal is considered to be in the best interest of the Association.

J. Resignation.

Any Officer may resign the office at any time. Such resignation is to be made in writing and such resignation is effective when the notice is delivered unless the notice provides for a later effective date.

K. Filling Vacant Officer Position.

Should an Officer vacancy occur, the Board of Directors may elect a Director to serve the unexpired term of that Officer.

VI. FINANCIAL OPERATIONS

A. Checks, drafts, notes and orders for the payment of money that exceeds an amount determined annually by the Board of Directors shall be signed by the President and the Treasurer or such other person or persons as the Board of Directors may from time to time authorize. Checks, drafts, notes and orders for less than this amount shall be signed by the President, the Treasurer or other such person or persons as the Board of Directors may from time to time authorize.

B. The fiscal year of the Association shall begin on the 1st day of September and end on the 31st day of August of the following year.

C. The operating budget shall be adopted annually by the Board of Directors at a Regular Board Meeting held prior to the beginning of the fiscal year.

D. The books and records of the Association (including its committees) shall be reviewed annually by a Financial Review Committee appointed by the President or the Board of Directors. At least one member shall not be on the Board of Directors. The committee shall submit a report to the President and the Board of Directors within four (4) months of the end of the fiscal year.

E. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks or other depositories as the Board of Directors may select.

VII. COMMITTEES

A. Standing Committee.

1. A Standing Committee is a single Member (Chair) or group, as defined in the Association's description of a committee Chair and committee responsibilities.

2. There shall be Standing Committees which shall be chaired by a Director or a Member, as designated by the President. The Standing Committee Chairs' duties are to manage the following Association functions: Beautification, Block Captains, City Liaison, Communications, Community Development, Donations, Fundraising, Historian, Membership, Nominating, Programs and Events, and Safety.

3. A Committee Chair shall be appointed for a term of one (1) year, but may be reappointed without limit.

5. The Historian shall serve as the custodian of the records of the Association, including (but not limited to) those that are official documents and those that may be deemed to be historical records.

B. Special Committee.

The President may create such Special Committees, and appoint Chairs of such committees, as deemed necessary for the operation of the Association. These may include (but are not limited to) the Chair of the Arts in the Park Committee (a subcommittee of the Fundraising Committee) and the National Night Out Committee (a subcommittee of the Safety Committee or the Program and Events Committee).

VIII. CONFLICTS OF INTEREST

Each Director shall adhere to the conflict of interest policy adopted by the Board and exercise all duties and responsibilities with due respect for the fiduciary duties imposed on Officers and Board members under the Virginia Non-Stock Corporation Act.

IX. CONTRACTS AND AGREEMENTS

A. The Board of Directors is responsible for all financial transactions of the Association.

B. The Board shall develop a policy for the procurement of goods and services, which shall include when written documentation or a contract will be required to be entered into prior to the purchase of the goods and services.

C. The Board of Directors, by resolution, may authorize any Officer to enter into any contract or to execute and deliver any instrument in the name of the Association. Such authority may be general or confined to specific instances.

X. INDEMNIFICATION

The Association may indemnify its Officers and Directors as provided in the Articles of Incorporation and the Virginia Non-Stock Corporation Act. The indemnification provided in this section shall not apply to a Director or Officer whose conduct or action was not done in good faith, was not reasonably believed by the Director or Officer to be in the best interests of the Association, and for which such Director or Officer had no reasonable basis to believe that such conduct or action was lawful.

XI. REPRESENTATION

While everyone is encouraged to speak or write regarding matters affecting the Carillon neighborhood, only the Board of Directors or its appointed representatives shall make any representations that they are speaking for the Association or on behalf of the Association on any matter.

XII. ADOPTION, REVIEW, AND AMENDMENTS OF THE BY-LAWS

A. These By-Laws shall take effect immediately upon adoption.

B. These By-Laws shall be reviewed periodically by the Board of Directors in order to determine if

amendments are required.

C. These By-Laws may be amended at any Annual Meeting of the Association or at a Special Meeting of the Association called for the purpose of considering revisions or amendments to the By-Laws, provided the text of the proposed revision(s) or amendment(s) has been submitted electronically or digitally or by hard copy in a manner reasonably calculated to reach the voting Members of the Association at least ten (10) days prior to the meeting. A quorum of ten (10) percent of the voting Members is required at the meeting. If approved by a two-thirds (2/3) vote of the Members, the revision(s) or amendment(s) shall be adopted.

XIII. NON-STOCK CORPORATION ACT

To the extent that these By-Laws are silent, the provisions in the Virginia Non-Stock Corporation Act shall control the operations and governance of the Association.

XIV. DISSOLUTION

Upon dissolution of the Association, any balance of monies or property remaining after the payment of debts shall be turned over to a charitable, social welfare, or other tax-exempt organization selected by the Association's Board of Directors.

XV. PARLIAMENTARY AUTHORITY

The Board may adopt rules of order for the conduct of the meetings of the membership and rules of order for the conduct of the Board of Directors.