



BY-LAWS

Approved by Membership February 21, 2006

**Historic Jackson Ward
Association
The Jackson Center
501 N. 2nd Street
Richmond, Virginia 23219**

ARTICLE I - Name and Location

Section 1

The name of this organization shall be the Historic Jackson Ward Association, hereinafter referred to as the Association or HJWA. The area may be referred to as Jackson Ward or Historic Jackson Ward or Jackson Ward Old and Historic District. This Association shall operate as an independent, volunteer, nonprofit organization.

Section 2

The boundaries of the neighborhood represented by the Association shall be from the CSX tracks north of I-95 to the north, the north side of Broad Street to the south, 3rd Street to the east, and Belvidere Street to the west, within the boundaries of the City of Richmond, Virginia.

ARTICLE II – Mission

Section 1

The mission of the HJWA shall be to unite, protect and advance the interests of the neighborhood in order to realize its potential and improve the quality of life in the neighborhood and community.

ARTICLE III - Fiscal Year

Section 1

The fiscal year of the Association shall begin on January 1st and end on the following December 31st.

ARTICLE IV - Membership

Section 1

Membership in the Association shall be granted to any person 18 years of age or older, residing in, leasing or owning property within the designated Jackson Ward boundaries of the City of Richmond, Virginia that are described in Article I, Section 2.

Section 2

Membership shall be granted to a business, school, trade group, or public, private or governmental organization in the designated Jackson Ward area. Each shall designate a sole representative to vote in all matters presented to the Association voting membership.

Section 3

Each eligible member, having paid all dues owed, shall be a member in good standing and have one (1) vote in all matters presented to the Association membership and shall be known as a Voting Member.

Section 4

Membership dues shall be payable annually on January 1st of each calendar year or at the time a new member joins the Association. A person joining on or after November 1st of any year shall pay full annual dues in the amount approved at the time of payment, which will cover the balance of that calendar year as well as the following calendar year.

Section 5

Non-voting Associate membership shall be open to the general public as a Friend of the Association at a rate set by the Board of Directors.

Section 6

The HJWA Board of Directors shall annually review and recommend, for the approval of the voting members attending the Annual Meeting of the Association, the amount of dues payable to be effective on January 1st of the following calendar year.

Section 7

All members in good standing shall be eligible to vote and chair special committees; members in good standing who also reside within the boundaries of the neighborhood shall be eligible to serve on the Board of Directors.

ARTICLE V - Meetings

Section 1

The Annual Meeting of the Association membership shall be held during the month of October of each calendar year at a time and place determined by the HJWA Board of Directors for the purpose of electing Directors to serve on the Association Board of Directors and to report to the membership the activities and financial status of the Association.

Section 2

A minimum of six (6) Membership Meetings shall be convened by the Board of Directors in each calendar year at a date, time and place determined by the HJWA Board of Directors for the purpose of presenting information deemed valuable by the Board of Directors and to respond to concerns and interests of the membership.

Section 3

Special Meetings of the Membership may be called by the HJWA Board of Directors or any twenty-five (25) Voting Members who submit a written request to the Board of Directors. When such Special Membership Meetings shall be requested, the President or his/her designee shall notify, reasonably (see Article VI, Communications) in advance of such a meeting, the membership of the Association and shall state in the notification the purpose, date, time and place of said meeting. No business shall be transacted at a Special Meeting except as stated in the meeting notice.

ARTICLE VI - Communications

Section 1

The Board of Directors shall report the business of the Association to the membership and all other appropriate persons or organizations at the time of the Annual Meeting of each calendar year.

Section 2

Written notice stating the date, time and place of Membership Meetings, and in the case of Special Membership Meetings the purpose or purposes for which the meeting is called, shall be distributed to each voting member and to all other appropriate persons or organizations not less than two (2) days nor more than (30) days before the date of the meeting.

ARTICLE VII - Nominations and Elections

Section 1

The entire Board of Directors shall meet as a Nominating Committee no later than August 1st of each calendar year to select nominees to be asked to serve on the Board of Directors. In order to maintain an interest in the purpose of the Association, it is the Association's policy to solicit nominations from the neighborhood and to maintain a representative cross-section, while considering the skills needed for specific duties and individual interests and ability to serve.

Section 2

The Vice President shall confirm the availability and willingness of each nominee to serve prior to the announcement of the nominations to the membership prior to the Annual Meeting.

Section 3

Directors shall be elected at the Annual Meeting in October of each calendar year.

ARTICLE VIII - Board of Directors

Section 1

The Board of Directors shall have all the powers and duties necessary for the administration of the affairs of the Association.

Section 2

The Board of Directors shall be composed of no fewer than eight (8) Directors and no more than twelve (12) Directors, each elected to serve a three (3) year term of office and composed of a representative sample of the Association population that reflects the diversity of the neighborhood. In order to prevent, if possible, the contingency of a complete slate of new Directors occurring at any one time, Directors shall be elected for staggered terms.

Section 3

A minimum of four (4) Directors shall be elected each year at the Annual Meeting and take their seat on the Board of Directors on January 1st of the following calendar year.

Section 4

Vacancies occurring on the Board of Directors between Annual Membership Meetings shall be filled by a simple majority of the Board of Directors approving the President's nominee to serve until the end of that calendar year when the vacancy shall be filled at the next Annual Meeting to serve the unexpired term of office.

Section 5

Fifty (50%) percent plus one (1) of the duly elected Directors shall constitute a quorum of any meeting of the Board of Directors at which a vote is taken regarding Association resources, activities, or policy. In the absence of a quorum at any meeting of the Board of Directors, the President may elect to arrange for another meeting date, time and place. The vote of a Director who has been

excused from attendance may be cast by proxy by another Director provided written consent has been provided by the absent Director at the beginning of the meeting. No permanent proxies may be issued.

Section 6

Any action by the Board of Directors required or permitted to be taken at any meeting may be taken without a meeting if, with a reasonable effort to reach all board members, a minimum of a quorum of the Board of Directors shall individually or collectively consent in writing or by telephone call to such action. Any such action consent shall be filed with the written minutes of the proceedings of the Board of Directors.

Section 7

Meetings of the Board of Directors shall be held in a public place monthly at a date, time, and place determined by the President, and at such other times as may be determined by the President or any majority of Directors who submit a written request to the President. Prior to a Board meeting, Association members may submit agenda items to any member of the Board.

Section 8

Directors are responsible for attending all meetings of the Board. A Director who is absent from two (2) consecutive monthly meetings of the Board of Directors or a total of four (4) monthly meetings of the Board of Directors each calendar year, unless satisfactorily performing and reporting their assigned responsibilities and excused by the President, shall automatically forfeit their Director position in the Association. No motion by the Directors shall be necessary to effect such a forfeiture, but declaration thereof may be made upon motion of any Director.

Section 9

In case of absence from a regular monthly meeting of the Board of Directors, each Director shall send a written report to the President and/or send a Committee member to make the report in the absence of the Director.

Section 10

The Immediate Past President shall serve on the Board of Directors in an ex-officio position for one (1) calendar year after serving as President.

ARTICLE IX - Officers and their Duties

Section 1

The President shall be the Chief Executive Officer of the Association and shall exercise supervision over all its affairs. The President shall call attention to such subjects as in the President's opinion require action and shall be responsible for ensuring that described duties are performed in a proper and timely manner in the best interests of the Association. Between regular monthly meetings of the Board of Directors, the President shall obtain the approval of a quorum of the entire Board on matters which involve finance or policy change.

Section 2

The Vice President shall in the absence of the President perform all the duties of the President, and shall serve as an ex-officio member of all committees.

Section 3

The Treasurer shall be custodian of all funds of the Association and shall deposit the money and other valuables of the Association in a bank approved by the Board of Directors. The Treasurer shall keep a true and accurate record of all monies received and disbursed by the Association and shall present at each monthly meeting of the Board of Directors, each monthly meeting of the membership, and at the Annual Meeting of the Association a complete record of all monies received and disbursed. The Treasurer shall keep a true, accurate and current record of all Voting Members and the date of dues payment.

Section 4

The Secretary shall keep the minutes of all meetings of the Board of Directors and the Association membership, as well as all other official Association history, correspondence and records. The Secretary shall submit Association meeting minutes to the Board for approval at the next Board meeting, and approved minutes shall be distributed at the following Association meeting for approval by the membership. The Secretary shall arrange for the permanent storage of records at a site approved by the Board of Directors.

Section 5

In the event the President and the Vice President are unable to perform the duties of the President of the Association, a majority of the remaining Directors shall elect a President to fulfill those obligations.

ARTICLE X - Election of Officers

Section 1

Officers of the Association shall be a President, a Vice President, a Treasurer and a Secretary.

Section 2

The entire Board of Directors shall elect, by written ballot, the Officers of the Association from the Directors.

Section 3

The Officers shall assume their responsibilities on January 1st of each calendar year to serve a one-year term. If the President becomes unable to perform the duties of the office, the Vice President shall become President for the expired term.

ARTICLE XI - Committees

Section 1

There shall be Standing Committees, chaired by a member of the Board of Directors or a non-Board member as designated by the President of the Association, whose duty it is to manage each of the following Association functions. Standing Committees shall be:

- Public Safety
- Membership
- Events.

The Board of Directors shall determine the responsibilities of each Standing Committee, and may add additional Standing Committees as are deemed necessary.

Section 2

No Director shall serve as the Chair of more than one (1) Standing Committee. Each Director who is not an Officer shall serve on at least one (1) Standing Committee.

Section 3

A Committee Chair shall be appointed for a term of one (1) year, but without limit as to reappointment.

Section 4

The Committee Chair may and should be encouraged, when appropriate, to seek active committee members from the membership of the Association.

Section 5

A Committee decision shall not become official business of the Association until it is presented to the Board of Directors by the Chair of the committee and approved by the Board of Directors.

Section 6

The President may appoint such Special Committees from the Board of Directors and the Membership as deemed necessary for the operation of the Association.

ARTICLE XII - Parliamentary Authority

Section 1

Robert's Rules of Order, current issue, shall be the parliamentary authority for this Association when they are not in conflict with the By-laws of the Association.

ARTICLE XIII - General Provisions

Section 1

No individual, group, or entity, shall represent, or hold itself out as representing this Association, for any purpose whatever without the express consent of the Board of Directors. Any member whom the Board of Directors shall determine has committed any such unauthorized representation shall automatically, upon the determination of a majority of those voting of a quorum of the Board of Directors, forfeit membership in the Association.

Section 2

The term "majority vote" as used in these by-laws shall mean a majority of a quorum of the Board of Directors.

ARTICLE XIV - Amendments

Section 1

These by-laws may be amended at any Annual Meeting of the Association, or at any Special Membership Meeting of the Association called for the purpose of

considering amendments of the by-laws, provided the text of the proposed amendment has been submitted in writing to the voting members of the Association at least five (5) days prior to the meeting, if it is approved by a two-thirds majority of the members present, it shall be adopted.