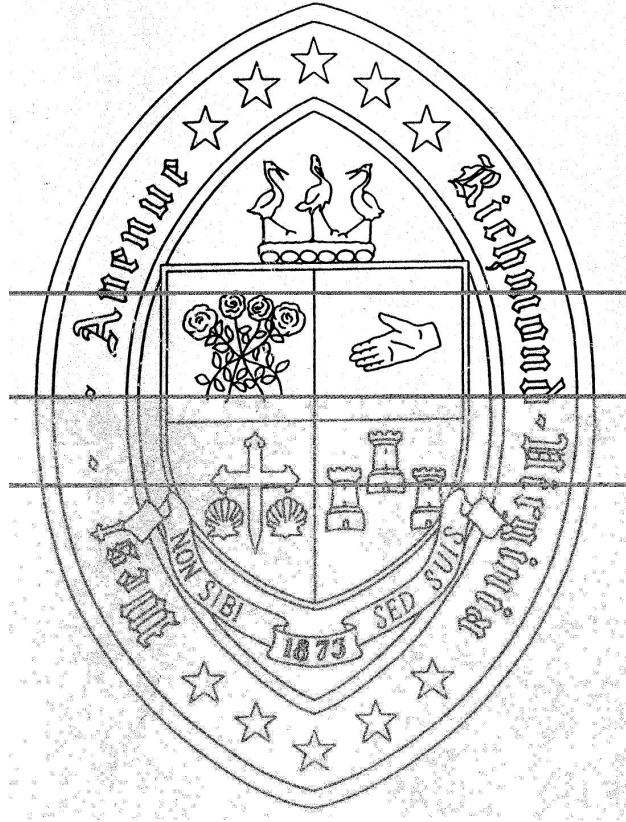


Bylaws of the West Avenue Improvement Association



Approved March 20, 2006

Table of Contents

Article 1 - Name.....	3
Article 2 - Purpose.....	3
Article 3 - Membership.....	3
Article 4 - Voting	4
Article 5 - Board of Directors	4
Article 6 - Meetings and Organization	6
Article 7 - Committees	7
Article 8 - Contracts, Checks, Deposits and Funds	9
Article 9 - Amendment of Bylaws	9
Article 10 - Dissolution	10
Article 11- Prohibitions	10
Article 12 – Conflict of Interest	10
Addendum.....	12

Article 1 - Name

The name of this organization shall be “The West Avenue Improvement Association of Richmond, Virginia” (WAIA).

Article 2 - Purpose

Section 1 – Purpose

The WAIA shall be dedicated to the orderly development, preservation and restoration of the neighborhood and shall work to maintain and promote the quality of life of its residents.

Section 2 – Jurisdiction

The jurisdiction of the WAIA shall encompass the geographical area bounded generally by the west line of Harrison Street between Franklin Street and Park Avenue; the north line of Park Avenue between Harrison Street and Stuart Circle; the east line of Stuart Circle between Park Avenue and Franklin Street; and the south line of Franklin Street between Stuart Circle and Harrison Street (the “WAIA Jurisdiction”).

Article 3 - Membership

Section 1 – Eligibility for Membership

- A. Any individual at least 21 years old.
- B. Individual must reside and/or own property within the boundaries of the WAIA.
- C. Individual must be a current dues payer.

Section 2 - Types of membership

- A. Active.
 1. See Section 1 above.
 2. Only active members will vote. (See section on voting.)
 3. When Active members no longer reside and/or own property within the boundaries of the WAIA, their membership status will automatically convert to the Friend of WAIA status for the duration of dues paid period. Individual may continue being a Friend by electing to, and paying dues.
- B. Friends
 1. Anyone nominated by an Active member.
 2. Friends may attend all WAIA sponsored social functions.
 3. Friends may not bring up and/or address issues at meetings.
- C. Honorary
 1. List of Honorary members will be made at the Board’s discretion.
 2. Honorary members may attend all WAIA sponsored functions by invitation.

Section 3 – Membership Dues

- A. Dues will be established by the Board of Directors on an annual basis, presented to the membership at the Spring meeting, and confirmed at that meeting by simple majority.
- B. Dues will be paid on a per property basis.
- C. Dues are due at the beginning of the fiscal year (see Article 6 for reference).

Article 4 - Voting

Section 1 – Eligibility

Only those members who have paid dues for the current membership year will be eligible to vote. Dues must be paid no later than one (1) week prior to the scheduled date of a vote.

Members are entitled to cast a total of one (1) vote for each residential property they own within the WAIA Jurisdiction. Regardless of the number of owners there is one (1) vote per residential property. The right to cast the vote associated with a residential property may be delegated to a tenant of the property who must be a member. The delegation must be made in writing to the Treasurer at least one week prior to the vote.

Owners of nonresidential property are not eligible to vote.

Eligible members will have the right to vote on election of the Board of Directors and approval of any amendments to the Bylaws that may be presented by the Board.

Section 2 – Quorum

A quorum shall consist of a representative from twenty (20) percent of the member residential properties. The required majority of votes cast at a meeting, at which a quorum is present, shall constitute the action of the members.

Section 3 – Absentee Voting

- A. All absentee votes must be documented in writing.
- B. A standard absentee ballot form must be provided to document the vote.
- C. All absentee ballots must be delivered to the Secretary of the Association no later than 3 days prior to the meeting where elections are to be held.
- D. Absentee ballots shall not count toward a quorum.
- E. Absentee balloting is allowed for the election of the members to the Board of Directors only.

Article 5 - Board of Directors

Section 1 - Number, Qualifications and Restrictions on the composition of the Board

The Board of Directors of the WAIA (Board), also known as the Council of Mayors, shall be composed of the Officers and all resident former Mayors.

- A. No more than one member per household may serve on the Board at a given time.
- B. All Board members must be active members of WAIA

C. Attendance: Board members are expected to attend all Board meetings; however, a Board member who fails to attend three consecutive meetings in their term without an excused absence shall be deemed to have resigned.

D. The Board shall meet on the call of the Mayor or at the written request of any five members. A quorum shall consist of five members of the Board, including at least two current Officers.

Section 2 - Officers of the Board, terms and qualifications

A. The Officers of the Association are:

1. Mayor
2. Vice mayor
3. Secretary
4. Treasurer

B. Mayor, Vice mayor and Secretary shall serve one (1) year terms. It is generally expected that, for the sake of continuity, each of these officers will transition to the next higher office (e.g. Treasurer to Secretary, Secretary to Vice-mayor and Vice-mayor to Mayor) subject to resignations, and the nomination process outlined in Article 7.

C. The Treasurer may be excepted from the one year term limit on his/her concurrence and may be eligible to stand for re-election.

D. One month prior to the Annual meeting the Mayor shall request the junior former Mayor to chair a committee of three former Mayors to effect nominations at the ensuing general election.

E. The duties of the Officers of the Board are defined in the WAIA Standard Operating Procedures.

Section 3 - Powers

There shall be a Board of Directors of the WAIA, which shall supervise and control the business, property and affairs of the WAIA, except as otherwise expressly provided by these Bylaws.

Section 4 - Elections and Term of Office

A. Officers shall be elected by the membership at the annual meeting of the WAIA, pursuant to procedures set forth in Article 7, Nominating Committee.

B. No nominations from the floor will be accepted (see also Article 7. section 1, Nominating Committee).

C. Each Member Household will have the right to vote for one candidate for each open position. Member Households cannot vote for a candidate more than once during a balloting round.

D. Member Households will not be required to vote for all open vacancies.

E. In the event of a run-off, absentee voters are not eligible to participate in any run-off voting rounds.

F. In the event of a vacancy occurring in the office of Vice-Mayor, Secretary or Treasurer during the term of office of said officers, the board of Directors shall be empowered to fill the vacancy for the unexpired term.

Section 5 - Resignation

Any director may resign at any time by giving written notice to any currently serving Officer. Such resignations shall take effect at time specified therein, or, if no time is specified, at time of acceptance thereof as determined by the Mayor. Resignation must be submitted in writing and presented to the Mayor except in cases where a Board Member fails to meet minimum attendance requirements.

Section 6 - Removal

The Board has at its discretion the right to remove a Board member with due cause. Two-thirds of the Board members in office must approve the removal motion.

Section 7 - Executive Session of the Board

- A. Allowed to protect the integrity of WAIA or the privacy of an individual.
- B. Any Board member has the right to call for an executive session. Once in session, the board members must evaluate the reason(s) given for calling the session and conduct a vote to continue the session.
- C. Decisions reached in executive session are to be communicated to the membership as soon as possible.

Section 8 - Compensation

Board members may be reimbursed for actual expenses incurred on behalf of WAIA. No other compensation will be provided.

Article 6 - Meetings and Organization

Section 1 – Rules Governing Meetings

- A. Roberts Rules of Order stand unless they are in conflict with the [WAIA] Bylaws; in case of a conflict, the Bylaws rule.
- B. A minimum of one week's notice, including an agenda, is required for all meetings.

Section 2 – Membership Meetings

- A. Regular Meetings
 1. The WAIA will meet twice a year with the Spring meeting being the Annual Meeting.
 2. The Association meeting date for the Spring meeting will occur in March or April and the Fall meeting will occur in October. Meetings are to [be] published on the WAIA calendar as early in the calendar year as possible. .
 3. A written reminder for the Spring and Fall meetings is to be published no more than 30 days and no less than 7 days prior to the meeting.
- B. Special Meetings or Member Requested Vote
 1. To call a special meeting a petition containing signatures representing 20 percent of the member properties as of the date of the petition must be delivered to one of the officers of the Board.
 2. The agenda for special meetings will be limited to a single topic.

3. Likewise, the general membership may call for a vote on a specific issue or concern either not presented by the officers and board or as an appeal to a decision of the Board. Such a request must be made in writing to the Mayor and signed by 25 percent of the membership. The entire membership must be advised of the “call for a vote” at least 14 days prior to any meeting. The decision resulting from such a vote will be final and binding for the Association.

Section 3 – Fiscal Year

The fiscal year of the WAIA will be from May 1st to April 30th.

Article 7 - Committees

Section 1 – Standing Committees

The standing committees of the WAIA are as follows:

Standing Committee	Purpose
Executive	The Executive Committee is composed of the officers of the Association and the most recent ex-Mayor with the purpose of conducting the business of the Association in accordance with the bylaws. The Executive Committee will report its decision(s) in a timely manner to the Board.
Garden Tour and Beautification	<p>The Garden Tour and Beautification Committee is responsible for planning and executing the annual garden tour and related activities (Spring Cleanup, Spring Cocktail Party, Yard Sale, etc.). The Garden Tour has been an every spring affair for over 60 years and is a key objective of the Association.</p> <p>Along with the Garden Tour, this committee is responsible for developing projects to be funded by the Association, the City of Richmond or other sources to provide an aesthetic environment in the neighborhood, including “common areas” such as the light posts, alleys, apartment tree boxes, etc.</p> <p>The Garden Tour and Beautification Committee is also responsible coordinating for the Fall Alley Cleanup.</p>
Parking and Traffic	<p>The primary objective of the Parking and Traffic Committee is to monitor and address any issues that arise with the permit parking system of the Fan District area in order to ease parking and traffic congestion for the streets included in the Association boundaries.</p> <p>This committee will work closely with other committees which may affect the parking and traffic conditions of the WAIA.</p>

VCU Relations	The objective of the VCU Relations Committee is to forge a closer relationship between the Association and the University by representing the interests of the Association in community meetings chaired by representatives of the University. This Committee will also monitor development such as the construction and/or renovation of University properties adjacent to the boundaries of the Association which may affect the aesthetic environment of the Association.
Communications	The objective of the Communications Committee is to provide residents with current information about the Association via such means as newsletters, the website and the email group list. A member of this committee will assume the role of Association Archivist/Historian to maintain the documented history of the Association.
Non-Residential Institutions/Rental Relations	The Non-Residential Institutions/Rental Relations Committee is responsible for monitoring and reporting to the appropriate authorities any legal violations and other offenses occurring on rental properties within the boundaries of the Association. This committee will work to forge a closer relationship between the Association and any commercial institution adjacent to the boundaries of the Association. It is responsible for identifying and reporting to the appropriate authorities any incidents, issues, etc. which may affect the aesthetic environment of the Association.
Welcome/Membership	The objective of the Welcome/Membership Committee is to greet new residents and provide helpful information (bylaws, directory, etc.).
Zoning/Code Enforcement	The Zoning/Code Enforcement Committee is responsible for monitoring and reporting to the appropriate authorities any zoning and code violations within the boundaries of the Association.
Events/Social	This group is to develop plans for events other than the Garden Tour related events that take place throughout the year. The objective for this committee is to encourage broad participation by WAIA members in events that have helped bring neighbors together over the years (summer picnics, Halloween, Fall Cocktail Party, etc.). The successful conduct of such events contributes greatly to the feeling of belonging that has traditionally characterized "Stork Alley."
Nominating Committee	The Nominating Committee, whose members are appointed by the Mayor, and chaired by the most recent former Mayor residing in the neighborhood, shall solicit, publicize and present to the Association, the names of qualified candidates who have confirmed that they wish to run for the officer positions of the WAIA in accordance with the requirements as identified in Article 3 (Membership) of these bylaws. Any member of the Association wishing to be considered for the ballot will submit his or her name in writing to the Committee Chair.
Public Safety	The objective of the Public Safety Committee is to improve the safety and security of residents and property within the Association through the dissemination of crime reports and other projects as deemed appropriate.

Section 2 – Committee Membership

Any current member of the Association is eligible to serve on a standing committee.

Each member of the Board, with the exception of the most recent resident former Mayor must serve on at least one committee. The most recent resident former Mayor is exempt from the requirement to serve on a committee although he or she may choose to serve on any standing committee.

Section 3 – Committee Chairs

The Mayor will appoint the chair of all standing committees with approval from the Board. The committee chair of standing committees will serve (1) year without limit as to reappointment. In the event of a committee chair vacancy, the Mayor must fill vacant chairs for the interim term within 60 days of the announcement of the vacancy. Committee chairs can be replaced by the Board with due cause.

Section 4 – Committee Scope and Powers

All standing committees report to the Board and committee size, powers, duties, and functions are as assigned by the Mayor or the Board.

Section 5- Special Committees

The Mayor, with approval of the Board, may establish special committees to address a specific need. Special committee size, powers, duties, and functions are assigned by the Mayor or the Board. The Board shall reassess the status of all special committees at the first board meeting following the installation of new officers.

Article 8 - Contracts, Checks, Deposits and Funds

Section 1 - Contracts

The Mayor, with prior approval of the Board of Directors, may execute contracts on behalf of the WAIA.

Section 2 – Signing Authority

The Treasurer, and if the Treasurer is unavailable, the Mayor may sign checks up to and including five hundred (500) dollars. Checks written for amounts over five hundred (500) dollars will be cosigned by the Mayor.

Section 3 – Records and Reporting

The Treasurer is responsible for the management of WAIA funds. A record of all funds received and disbursed during the current fiscal year will be summarized and presented in writing at each Board meeting and both membership meetings.

Records of the WAIA will be maintained by the Archivist with the exception of financial records less than three (3) years old which will be maintained by the Treasurer.

Article 9 - Amendment of Bylaws

Section 1 - Review

The Mayor will seek the sense of the Board on the need for a review of the bylaws at least every year evenly divisible by five. In the event a review is deemed necessary the Mayor will charter a special committee to complete the review.

Section 2 - Amendment

These Bylaws may be amended or revised by an affirmative vote of two-thirds of the voting members present in person at any regular or special meeting of the members. A written notice of the proposed amendment must be distributed to the membership at least one week in advance the meeting.

Section 3 - Communication

It will be the responsibility of the WAIA Communications Committee to inform the membership of proposed or enacted changes to these Bylaws.

Article 10 - Dissolution

- A. Should the Association be dissolved, the following shall guide the distribution of the assets.
- B. Transfer the records to a local museum, foundation or like organization willing to archive the historical documents of the organization.
- C. At the discretion of the Board, any remaining cash should be distributed to one or more local organizations designated as a 501(c)3 (defined in the code of the 1954 IRS).
- D. All other assets should be auctioned off with proceeds to be included in the cash distribution.

Article 11- Prohibitions

The following criteria will be used by the WAIA for prohibiting certain activities and procedures.

- A. The Association will not endorse political candidates
- B. The Association will not discriminate upon race, creed, age, gender or culture or demonstrate any preference there upon.

Article 12 – Conflict of Interest

- A. Officers, Board of Directors and Committee Members shall conduct WAIA affairs in such a manner as to avoid any possible conflict of interest with their duties and responsibilities as members of WAIA and shall adhere to and actively strive for maintaining the highest ethical standards of conduct in all matters of the Association.
- B. A conflict of interest exists when an Officer, Board Member, or Committee Member participates in the deliberation and resolution of an issue, including elections, before the Association while at the same time the Officer, Board Member, or Committee Member (or immediate family member) has other personal, financial, professional interests that

- could predispose or bias the Officer, Board Member, or Committee Member to a particular election, view or goal.
- C. Any potential conflict of interest on the part of any Officer, Board Member, or Committee Member, or their immediate family shall be disclosed to the Officers, Board Members, or appropriate Committee Members as soon as possible after the conflict of interest is realized.
 - D. Unless the (Officer,) Director (or Committee Member) is informed by the Board that the conflict of interest is minor, the Trustee shall (i) recuse him/herself from discussions and voting on the matter, (ii) refrain from using any personal influence on the matter, and (iii) not be counted in determining a quorum for the meeting.
 - E. If the Board has reasonable cause to believe that a Board Member has failed to disclose an actual or possible conflict of interest, it shall inform the Board Member of the basis for such belief and afford the Board Member an opportunity to explain the alleged failure to disclose. If, after hearing the response of the Board Member and making such further investigation as may be warranted in the circumstances, the Board determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall consider appropriate disciplinary and corrective action. The violation of the conflicts of interest policy is a serious matter and may constitute “cause” for removal of a Board Member or the termination of any transaction, contract or agreement affected by any such violation.
 - F. Any person addressing the Association, Board of Directors, Officers, or Committees has a duty to disclose their personal, professional, or financial interest regarding the matter at hand.
 - G. A conflict of interest policy statement should be presented to the Officers, Board and committee members annually and at the formation of any special committee or when a new member joins the Board or a committee.”

Addendum

These items to be placed in an appropriate section of the document:

- A. All references to Roberts Rules of Order shall be understood to refer to the most current version of the document unless otherwise stated.
- B. All instances of the term “bylaws” shall be understood to refer to the most current version of the WAIA Bylaws unless otherwise stated.