

Bylaws

Of

Pocono Civic Association, Incorporated.

A Virginia Non-Stock Corporation

These Bylaws shall constitute the Code of Rules adopted for the regulation and management of the affairs of the corporation. The power to alter, amend, or appeal these Bylaws shall be vested in the Board of Directors of the corporation.

ARTICLE I

Name and Purpose

The name of the corporation shall be POCONO CIVIC ASSOCIATION, INCORPORATED. The purposes for which the corporation is organized are:

To exercise, and protect the privileges, and interests of the residents of Pocono Subdivision ~~and Sunset Valley subdivision~~, Chesterfield County, Virginia; to foster interest in the civic affairs of the community; to encourage civic activity; to develop good citizenship; to inquire into, and seek reformation of civic abuses; to provide, establish, equip, maintain and operate recreational, park, playground and other facilities for the residents of Pocono Subdivision, ~~and Sunset Valley Subdivision~~, Chesterfield County, Virginia; to encourage and stimulate interest in the establishment of such facilities; to provide an organized forum for discussions of matters of community interest, and to do all things which may be necessary or convenient for the accomplishments of the foregoing purpose.

Commented [JL1]: Adds Sunset Valley for consistency.

ARTICLE II

Membership

The members of the civic association shall be designated as General Members.

SECTION A. GENERAL MEMBERS

1. Qualifications. In order to qualify for General Membership in the corporation, a person shall be:

- a. A natural person over the age of eighteen (18), and
- b. An owner or resident of residential property located in Pocono Subdivision, or Sunrise Valley Subdivision, Chesterfield County, Virginia
- c. A renter ~~of more than twelve (12) consecutive months~~ of a property owned by a resident of either Pocono Subdivision or Sunrise Valley Subdivision, Chesterfield County, Virginia.

2. Election to Membership. A qualified applicant for General Membership in the corporation shall be considered upon ~~submission of annual dues or~~ nomination by any member, ~~submitted to the President of the corporation in such form as may be prescribed by the President. The President shall report the nomination to the Board of Directors at the next meeting. The Board of Directors may refer the nomination to a membership committee for investigation and recommendation or may act thereon without such referral.~~ Decisions on election to membership shall be vested in the exclusive discretion of the Board of Directors. ~~Election shall be by a majority vote of directors. Affirmative vote on such a nomination shall result in an invitation to the applicant.~~ Upon performance of the obligation of General Membership, as set forth herein, the applicant shall become a General Member of the corporation. Unless removed for good

Commented [JL2]: In practice, membership is granted upon receipt of dues payment.

cause by a majority vote of the Board of Directors, General Members shall remain General Members of the corporation so long as they remain qualified and meet the obligations of General Membership as they may be imposed from time to time. General Membership shall be nontransferable. The membership year shall run from January 1 to December 31 of the same calendar year.

3. Obligations of General Membership.

- a. General Members shall pay such annual dues as may from time to time be established by the Board of Directors. The membership shall generally be payable by December 31 each year for membership during the following year. Payment of such dues shall entitle an otherwise qualified General Member to membership in the corporation for the entire membership year. Annual dues for the membership year shall be \$25.00 per household. Such dues shall continue at such rate from year to year unless changed by the Board of Directors of the corporation.
- b. The Board of Directors may from time to time, by resolution, establish initiation fees and/or a share system to raise additional funds for the purpose of the corporation.

Commented [JL3]: This allows for situations where people pay their dues during the membership year (for example, if they've just moved in).

4. General Membership Participation. General Members of the corporation may participate in all activities, undertakings, and events of the corporation.

5. Meeting of the General Members.

- a. Regular Meetings. Regular meetings of the General Members shall be held quarterlybiannually in November, February, May, and August, on such dates, at such time, and at such places as may be established by the Board of Directors. Special circumstances may require changes to this schedule of regular meetings as determined by the Board of Directors.
- b. Annual Meeting. The second-meeting of the calendar year shall be the Annual Meeting of the General Members, and directors shall be elected at that meeting except under special circumstances.
- c. Special Meetings. Special meetings may be held at the call of the Board of Directors
- d. Notice of Meetings. Written notice stating the place, day, and hour of the meeting and in the case of a Special Meeting, the purpose for which the meeting is called, shall be distributed to the membership via posting on the Pocono Civic Association message board, website, newsletter, and/or email list reasonably in advance of the meeting. at the entrance to Pocono Subdivision not fewer than five (5) nor more than fifteen (15) days before the date of the meeting. Notice may also be given either in person, in writing, or by electronic means, to each General Member entitled to vote at such meeting.

Commented [JL4]: The time boundaries on this are unusual and prohibitive.

6. Vote of General Members. General Members shall have voting rights as follows:

- a. In any family residing at the same residence, such member family shall have one vote in any matter wherein a vote of the membership shall be required. In any such family wherein there is only one member of the corporation, such member shall have only one vote.

b. The vote of the membership shall be required for all of the following purposes:

- i. For the election of the directors of the corporation, except that such vote shall not be required to fill vacancies occurring during the term of any director, and the vote of the membership shall be required.
- ii. Dissolution or other fundamental reorganization of the Association

Commented [JL5]: I have made significant edits to this section to 1) clarify how votes can be cast (not just in person), 2) clarify when a vote is required, and 3) clarify that the board should err on the side of neighborhood input even when a vote is not required or taken

iii. ~~Sale, lease, exchange, or other disposition of substantially all of the assets of the Association~~

iv. ~~As~~ may be prescribed by law.

~~b.c.~~ The board of directors may, in its discretion, submit additional matters to the Members for a vote.

d. Any member in good standing may submit to the Board of Directors in writing any ~~issue topic or resolution~~ such member wishes to bring before the General Membership for a referendum vote. Any such issue must be legal and supported in writing (signatures required) by at least fifteen percent (15%) of the General Membership.

i. ~~Any resolution approved by a majority of the members voting shall be deemed adopted. Adoption of a resolution shall constitute an expression of the will of the membership; however, the timing, manner, and extent of implementation of any adopted resolution shall be subject to the Association's operational capacity, financial resources, legal obligations, and administrative capabilities, as determined by the Board of Directors.~~

~~Resolutions~~ Any issue requiring ~~or resulting in~~ a change in the Bylaws of the corporation will require a sixty-six percent (66%) vote of the General Membership.

~~e.ii.~~ ~~Resolutions or topics~~ Any such issue must be submitted to the Board of Directors at least ten (10) days prior to a regular quarterly meeting in order to receive consideration.

~~d.e.~~ Voting by members shall be at a duly called and constituted meeting of General Members. A General Member entitled to vote may vote in person or may vote by proxy executed in writing by the member or his duly authorized attorney in fact. No proxy shall be valid after eleven (11) months from its date unless otherwise provided in the proxy.

7. Nominations and Election of Directors and Officers.

a. The ~~President Board~~ each year ~~in September shall begin to prepare a list of nominees for the Board seats to be presented at the Q4second biannual meeting. shall appoint a nominating committee, which shall at the Annual Meeting in November present a list of nominees for the Directors to be elected for two-year terms.~~

b. ~~Directors shall be elected for two-year terms.~~

~~b.c.~~ Nominations may be made from the floor at the Annual Meeting providing that the nominee has given prior consent to being nominated.

~~e.d.~~ Election shall be by secret ballot if more than the minimum number is nominated. If only the minimum number is nominated, the election can be by a show of hands.

~~d.e.~~ At the ~~Q4 Annual~~ Meeting, or as soon as thereafter as convenient, the Directors shall elect from their number a President, ~~Vice President~~, Secretary, ~~Corresponding Secretary~~ and Treasurer. The officers so elected shall hold office for one (1) year after which the Directors will elect each position to be filled again.

8. Committees of General Members

a. ~~Standing c~~ Committees ~~such are as follows:~~ Bylaws, ~~Audit~~, Education, Maintenance, Membership, Communication, and Social ~~may be established as needed to conduct or support the business of the Pocono Civic Association. This shall be accomplished as follows:~~

Commented [JL6]: As we are unable to fill 5 board seats (and have been unable to do so for quite some time) I think it is unrealistic to prescribe standing committees. I have proposed edits to make all of these optional.

- i. The Chairperson of each ~~standing~~ committee will be appointed by the President.
- ii. The Chairperson of each ~~standing~~ committee shall appoint the committee members.
- iii. All committees shall keep records of all transactions and functions and shall submit to the Secretary at each quarterly meeting a reporting of such.
- iv. All ~~standing~~ committees shall submit to the treasurer requests for money. All such requests are to be approved by the Board of Directors.
- v. The Chairperson of each committee is responsible for all funds received by his committee until remitted to the Treasurer. He shall keep an accurate record of all such funds and shall remit this record monthly to the Treasurer, along with any funds not spent.

~~b.—The Auditing Committee shall consist of a Chairperson and one member, both of whom shall be appointed by the President. The duties of this committee shall be, with the assistance of the Treasurer, to prepare a written audit of the books annually as of December 31. The report of this audit is to be given at the first regular Board of Directors meeting following the audit. The original audit is to become part of the minutes of the meeting. Copies of the written audit are to be given to the incumbent and previous Treasurers.~~

~~c.—The Nominating Committee shall consist of a Chairperson and one or more members, all of whom shall be appointed by the President. The duties of this committee shall be to present names of members at the Annual Meeting for consideration as directors. There shall be at least as many names submitted as there are vacancies on the Board of Directors. In selecting these nominees, consideration shall be given to geographic representation within Pocono.~~

~~d.—Any other committees deemed necessary by the Board of Directors may be appointed by the President.~~

ARTICLE III

Board of Directors

SECTION A. POWERS. The Board of Directors shall have general charge and management of the affairs, funds and property of the corporation. The Board of Directors shall carry out the purpose of the corporation according to its Articles of Incorporation and its Bylaws. The Board of Directors shall have the power to promulgate rules and regulations for the use of the property and facilities of the corporation. The Board of Directors shall have the power to determine whether the conduct of any member is detrimental to the welfare of the corporation and to fix the penalty for misconduct and any violation of the Bylaws or the rules of the corporation.

SECTION B. ELIGIBILITY. The Board of Directors of the corporation shall consist of ~~five~~^{three} (35) Directors, all of whom will be elected at the Annual Meeting of the Pocono Civic Association, each of whom shall hold office for a period of two (2) years.

SECTION C. TERMS. The terms of the Directors shall be staggered. ~~Three~~^{Two} (29) Directors shall be elected in one year and ~~two~~^{one} (12) Directors in the subsequent year. The annual election of the Board of Directors shall be in ~~November~~^{Q4}. Any vacancy in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors, though it may be less than a quorum of the Board of Directors.

SECTION D. MEETINGS OF THE BOARD OF DIRECTORS. Meetings of the Board of Directors, regular or special, may be held at such time and place, and upon such notice as a resolution of the Board of Directors may prescribe. A quorum of the Board of Directors shall be three (3) Directors. A majority vote of those present shall carry any matter under consideration by the Board of Directors.

SECTION E. INDEMNIFICATION. Each person now or hereafter elected a Director or officer of the Association (and his/her heirs, executors and administrators) shall be indemnified by the Association against all cost and expenses, including all attorneys' fees, imposed upon or reasonably incurred by him in connection with or resulting from any action suit, proceeding or claim to which he/she is or may be made a party by reason of being or having been, a Director or officer of the corporation (whether or not a Director or officer at the time such costs or expenses are incurred by or imposed upon him/her), except in relation to matters as to which he/she shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his/her duties. The corporation shall make any other or future indemnity to any such person that may be authorized by Articles of Incorporation or any resolution adopted before or after the event by members of the Association.

ARTICLE IV

Officers

The officers of the corporation shall consist of a President, ~~Vice President~~, Secretary, ~~and Treasurer, and Corresponding Secretary~~. At its Annual Meeting ~~in November~~ each year, or as soon thereafter as is convenient, the Directors shall elect the officers of the corporation. The officers so elected shall hold office for one (1) year. All officers of the corporation shall be elected from among the Board of Directors by the Board of Directors.

SECTION A. PRESIDENT.

1. He/she shall preside at all regular and special meetings.
2. He/she shall have the power to appoint or dissolve any temporary committee at any time.
3. He/she shall have the right to attend all committee meetings, but shall have no vote, only the privilege of voice.
4. As a member of the legislative body, he/she is entitled to vote only when there is a tie vote of the General Membership or of the Board of Directors.
5. He/she shall cosign checks.

~~SECTION B. VICE PRESIDENT.~~

- ~~1.—The Vice President shall assume the duties of the President in the latter's absence.~~
- ~~2.—The Vice President shall be authorized, in the absence of the President, to cosign checks drawn on the Association's bank accounts.~~

SECTION C. SECRETARY.

1. The Secretary shall be responsible for the written minutes of each meeting.
2. The Secretary shall keep and maintain a name and address file of all active members.
3. The Secretary shall attend, as ex officio, any committee meetings as directed by the President.
4. The Secretary shall be responsible for posting or otherwise communicating all notices of meetings.

SECTION D. TREASURER.

1. The Treasurer shall keep proper record of all receipts and disbursements.

2. The Treasurer shall deposit all money received in a general checking account in the name of the Association. The bank or banks used by the Association for deposits and financial transactions shall be approved by the Board of Directors.
3. The Treasurer shall manage any investment accounts held by the Association in accordance with and as directed by the Board of Directors.
4. The Treasurer, at each regular meeting of the Board of Directors, shall submit a written report of the receipts and expenditures since the last such report.
5. The Treasurer's records shall at all times be subject to audit by the Board of Directors or by ~~the an~~ Audit Committee.

~~5.—~~

~~SECTION F. FINANCE.~~

1. All financial assets will be maintained by the Treasurer in a suitable commercial institution.
- ~~1-2.~~ ~~Standard Operating Procedures for financial management and audit shall be established and followed by the Directors.~~
- ~~2-3.~~ ~~All checks will be made out by the Treasurer for the countersignature of either the President or the Vice President.~~
- ~~3-4.~~ ~~Monies collected on behalf of the corporation shall be promptly turned in to the Treasurer.~~ Any monies not turned in to the Treasurer shall be used only for the specific purpose for which it was collected. A record of such expenditures will be submitted promptly to the Treasurer for his/her records.
- ~~4.—The membership year shall run from January 1 through December 31.~~

~~a:~~

Commented [JL7]: This is not a subsection to Officers. This should stand alone.