

## **By-laws of the Downtown Neighborhood Association**

### ARTICLE I NAME

Section 1. The name of this Association shall be Downtown Neighborhood Association.

### ARTICLE II MISSION

Section 1. The mission of the DNA is to retain and expand the residential and business base, improve the appearance and perception of our area, and to cooperate with other community resources and agencies to ensure an adequate voice and representation for those we serve.

### ARTICLE III MEMBERSHIP

Section 1. Residents, businesses and property owners within defined boundaries; Belvedere Street on the West, Fifth Street on the East, Broad Street on the North and Canal Street on the South are eligible to be members of DNA.

Section 2. Membership shall be conferred annually on those presenting payment of the annual membership dues. Membership shall be for the fiscal year beginning January 1 and ending December 31. Membership shall terminate immediately upon his/her departure from the district.

### ARTICLE IV BOARD OF DIRECTORS AND OFFICERS

Section 1. The Board of Directors of the Association shall consist of a total of nine members to be elected for two year terms with five directors elected in one year, four the next, and so forth so that in any one year there will be a maximum of five new members elected to the Board.

a. The business and affairs of the Association shall be managed by the Board of Directors. The Board may adopt such rules for the conduct of their meetings and the management of the Association as they may deem necessary or proper.

b. The Board may fill vacancies on the Board by appointing temporary replacements. These appointments must then be approved by a majority of the members present at the next DNA meeting which has a quorum.

c. Any or all of the Directors may be removed for cause by a majority vote of the total Regular membership at a regular meeting or by action of the Board.

Section 2. Officers of the Association shall consist of the President, 1st Vice President, 2nd Vice President, Recording Secretary, Corresponding Secretary, Treasurer, Business Community Liaison, Resident Community Liaison and Immediate Past President or Officer at Large.

Section 3. Officers shall be elected at the annual meeting and shall serve for two years and thereafter until their successors are elected.

Section 4. The responsibilities of the officers shall be:

a. The PRESIDENT shall preside at all meetings; shall have general supervision of the affairs of the Association under the direction of the Directors; shall sign and countersign all contracts and other instruments of the Association; shall appoint temporary committees as needed to carry on the board's business; shall make reports to the Directors and members of the Association and perform all other duties incident to the office or those which are properly required by the Directors.

b. The 1st VICE PRESIDENT shall perform such duties as assigned by the President. The 1st Vice President, in the absence of the President shall perform the duties of the President. The 1st Vice President shall also perform such duties connected with the coordination of programs for the Association at the recommendation of the President and/or the Board of Directors.

c. The 2nd VICE PRESIDENT shall perform such duties as assigned by the President. The 2nd Vice President, in the absence of the President shall perform the duties of the 1st Vice President. The 2nd Vice President shall also serve as the official Media Relations Liaison for the Association.

d. The RECORDING SECRETARY shall keep or cause to be kept, the minutes of all proceedings of meetings of the members and the Board of Directors. The Recording Secretary shall direct the issuance of notices of all meetings of the Association and shall approve minutes thereof; shall have charge of the seal and the books of the Association; shall affix the corporate seal to all instruments requiring the same, and shall make such reports and perform all other duties incident to this office or those which are properly required by the Directors or the action of the Association.

e. The CORRESPONDING SECRETARY shall issue in the name of the Association or the Board of Directors, all official correspondence of the Association. The Corresponding Secretary shall also serve as the Association's Membership Director and chair the Association's membership committee, keep a current membership roster, the current Bylaws and other books and papers as the Board of Directors may direct.

f. The TREASURER shall oversee all funds and securities of the Association and deposit of same in the name of the Association in such bank(s) as the Directors may direct; shall oversee disbursements of the Association under the direction of the Directors. The books and accounts shall be open for inspection at all reasonable times to any Director. The Treasurer shall be bonded for such amounts as the Directors may determine.

g. The BUSINESS COMMUNITY LIAISON shall perform such duties assigned by the President and/or the Board of Directors to foster good relations with the business community, represent the Association's position to the business community and to be the advocate for the business community to the Association.

h. THE RESIDENT COMMUNITY LIAISON shall perform such duties assigned by the President and/or the Board of Directors to foster good relations with the resident community, represent the Association's position to the resident community and to be the advocate for the resident community to the Association.

i. The IMMEDIATE PAST PRESIDENT shall chair the Nominating Committee and serve as an officer-at-large by performing such duties as assigned by the President.

Section 5. All of the officers are charged with the solvency of the Association, and shall at no time incur an indebtedness without the approval of the Directors.

## ARTICLE V MEETINGS OF THE ASSOCIATION

Section 1. Regular monthly meetings shall be held on the 4th Tuesday of every month (except December) at 8:00 A.M. at The Woman's Club unless otherwise specified.

Section 2. Special meetings of the Association may be held on call of the Directors.

Section 3. Notice of all meetings of the Association shall be given at the direction of the Secretary. Notice of special meetings shall state the objectives of such meetings. Notice of all meetings shall be made to members not less than seven (7) days prior to the scheduled date of the meetings.

## ARTICLE VI COMMITTEES

Section 1. The President of DNA shall appoint Committees as necessary.

a. The Nominating Committee shall decide upon and submit to the President not later than December 1, of each election year a slate of officers and not more than one nominee for each full term vacancy in the Directors. The Committee shall also provide not more than one nominee for each interim vacancy created by resignation, removal or other withdrawal, at the request of and according to a schedule directed by the President. Each nominee selected must have given consent to be placed in nomination and be a member or eligible for membership in the Association. The Committee shall be chaired by the Immediate Past President of the Association and shall include no more than one additional officer.

b. The By-Laws Committee shall review and propose changes in the By-Laws and supporting governing rules.

c. The Membership Committee shall review all matters pertaining to membership in the Association and propose changes as appropriate for consideration by the Board of Directors.

## ARTICLE VII FINANCES

Section 1. The financial affairs of the Association shall be administered in accordance with the Association's charter and articles of incorporation.

Section 2. The fiscal year for the Association shall be from January 1 through December 31.

Section 3. The seal of the Association shall be a circular impression of the words "Downtown Neighborhood Association" and "Virginia" around the margin and the word "Seal" and the year "1997" in the center.

## ARTICLE VIII PARLIAMENTARY AUTHORITY

Section 1. The order of business at all meetings shall generally be governed by Robert's Rules of Order, Newly Revised.

## ARTICLE IX AMENDMENTS

Section 1. Upon recommendation by the Executive Committee, these By-Laws may be amended by the Board of Directors.

Section 2. The Officers may either approve or reject amendments by a majority vote.

Section 3. These By-Laws, when adopted, shall be effective upon the day of adoption.