

# **BURNS LANE RESIDENTS ALLIANCE BY-LAWS**

## **ARTICLE I Name**

This Alliance shall be known as the Burns Lane Residents Alliance (“Alliance”). The Burns Lane neighborhood, which includes Burns Lane, Goodwin Street, Powell Street, and one block of Jamestown Road (“Burns Lane Neighborhood”), is a neighborhood in the truest sense of the word. There are over 50 homes in our neighborhood, and we try to know our neighbors by name. We take pride in our neighborhood and our homes, the oldest of which dates to 1784 and the newest to 2013.

## **ARTICLE II Objectives/Mission**

The purpose of the Alliance shall be to foster a sense of community among those who own property and reside in the Burns Lane Neighborhood in Williamsburg, Virginia, and to conduct any and all lawful affairs not required to be specifically stated in the By-Laws. The Alliance is not a “property owners’ association” within the meaning of the Virginia Property Owners’ Association Act, Va. Code Ann. Sec. 55-508 *et seq.* (the Act), and, accordingly, the Alliance is not subject to the Act.

## **ARTICLE III Qualification of Membership**

1. Only property owners who have resided in the Burns Lane Neighborhood for at least sixty (60) days within the current year are eligible for membership. As this is a Residents Alliance, owners only owning a lot in the Burns Lane Neighborhood shall not, by virtue of the lot ownership alone, be eligible for membership. Only one membership is allowed for each property owner, no matter how many properties are owned or occupied by the owner.

2. All owners as defined in (1) above are eligible for membership. Membership shall be established by fulfilling the residency requirement defined in (1) above AND full payment of dues to the Treasurer.

3. The privileges of membership in the Alliance shall include eligibility to vote on all matters submitted to the membership, to make and second motions at a meeting of the Alliance, to hold office or other elected or appointed positions.

4. The amount of dues will be \$25.00 for members for the first year. In subsequent years, a majority vote of members shall determine the amount of annual dues.

## **ARTICLE IV Conduct of Business**

1. The Board of Directors shall appoint an Election Committee to oversee elections.

2. At annual meetings, members may be allowed to vote by secret ballot on all matters requiring votes.

3. At annual meetings, discussions may be held, but no votes or action taken without a quorum representation of twenty percent (20%), in attendance or by proxy, of the lots owned by members in good standing.

4. All business brought to a vote shall be governed by a simple majority vote, with the exception of an amendment to these By-Laws, which shall require a two-thirds majority.

5. Proxies are acceptable only if all of the following is provided on the proxy:

- a. Lot number and section number of the property owned by the member being represented.
- b. Issue date of the proxy.
- c. Expiration date of the proxy.
- d. Identity of the person authorized to cast a vote(s), or, if desired by the issuer, the specific vote to be cast.
- e. Signature of the member issuing the proxy.

6. Election of the Board of Directors shall not permit proxy votes. Absentee ballots will be permitted using an election form listing all nominated members.

#### ARTICLE V Board of Directors

1. The Alliance members shall, at the annual Alliance meeting, elect a Board of Directors consisting of at least seven (7) and not more than nine (9) members. Only one member of each member household, no matter how many properties are owned or occupied, shall be eligible for election to the Board of Directors or to any officer position. Only members may be elected to the Board of Directors. Candidates' names must be placed in nomination to be eligible for election to the Board of Directors. Any member in good standing may place his/her name in nomination.

2. Each member of the Board shall have one vote on actions taken by the Board, regardless of the number of lots owned.

3. The terms of the Board of Directors shall commence at the adjournment of the annual meeting at which they are elected and shall continue for two (2) years until the adjournment of the next succeeding annual meeting. The initial Board will have one (1) and two (2) year terms to ensure a rotated change in Board membership. Four members of the Board shall be elected in years that end in 0, 2, 4, 6, and 8, with the remaining members of the Board being elected in years that end in 1, 3, 5, 7, and 9. If a member of the Board resigns or is unable to serve any portion of his or her term due to death or disability, the members of the Alliance shall, at the next annual meeting, elect a new member to complete the remaining term of that member. If the Board chooses, the Board can fill the vacant Board position until the next annual meeting of the Alliance.

4. The Board of Directors shall exercise control over the financial affairs and shall have general supervision of the work of the Alliance. The Board may delegate certain work for day- to-day operation to committees consisting of Alliance members, within or without the membership of the Board, but will maintain overall control of the operation. The Board will receive reports and recommendations from these committees, the Secretary, and the Treasurer. It shall consider and act upon reports of committees and, if it deems necessary, may submit said reports to the membership for determination of action to be taken.

5. Except for discussion, the Board of Directors shall not conduct business of any type unless a quorum is present. A quorum for the Board shall be a majority of the elected members.

6. Members of the Board shall service on a voluntary basis and will not be compensated by the Alliance for services.

7. Members not in good standing shall not be permitted to serve on the Board of Directors. A member elected to the Board and failing to remain in good standing by paying annual dues shall be disqualified from serving on the Board until such time as good standing is reinstated or the Alliance membership has elected a replacement Board member. Disqualification because of not being in good standing does not create a vacancy, but a legitimate vacancy may be filled by the Board of Directors with another qualified member to fill the remainder of a term.

#### ARTICLE VI Officers

1. Officers of the Alliance shall be elected by the Board of Directors from the Board of Directors as elected by the Alliance. The election of Officers shall be made at the first Board of Directors meeting following the Alliance annual meeting. Officers serve for a one (1) year term, but may be re- elected.

2. An Officer may resign at any time by delivering written notice to the Board of Directors. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If an Officer resigns or is unable to serve any portion of his or her term due to death or disability, the Election Committee shall propose a Board Member to serve the remaining term of that Officer, which shall be subject to approval by the Board.

3. The Officers shall be: President, Vice-President, Treasurer, and Secretary.

#### ARTICLE VII Duties of Officers

1. All liabilities incurred by Officers in carrying out their responsibilities as officers, and that are incurred in accordance with the Alliance's objectives and mission set forth above in Article II and are approved in writing by another Officer, will be shared by the full membership of the Alliance.

2. President: The President shall be Chief Executive Officer of the Alliance. He/She shall likewise be the Chairman of the Board of Directors. It shall be his/her duty to preside at all meetings of the Alliance and at all meetings of the Board of Directors. He/She shall appoint all standing and special committees with approval of the Board of Directors and shall be a member ex officio of all such committees.

3. Vice President: In the absence or disability of the President, his/her duties shall be discharged by the Vice President. He/She will maintain a copy of the Alliance and Board records

4. Secretary: The Secretary shall be responsible for the preparation and maintenance of the records of the meetings of the Alliance and of the meetings of the Board of Directors; shall be responsible for the giving of all notices upon behalf of the Alliance or as otherwise directed by the Board, and shall be the custodian of all of the official books, records, and documents of the Alliance, except the financial

books and records. A record of available current mailing addresses of all members shall be maintained by the Secretary. These addresses shall not be distributed or used for other than Alliance business.

5. Treasurer: The Treasurer shall have control of all financial books and records of the Alliance including the records of membership fees and dues. He/She shall collect all membership dues and other monies due the Alliance. The Treasurer is authorized to meet the legitimate expenses of the Alliance and shall pay these expenses on voucher checks drawn against the bank accounts of the Alliance. The Board of Directors may, from time to time, set a maximum amount which is to be paid by a check to satisfy any charge; however, if the Treasurer finds it necessary to exceed this amount, he/she may do so only with the concurrence of the President. In the absence or disability of the Treasurer, checks may be drawn by the President. All checks shall be co-signed by another authorized Officer. The Treasurer shall, with the consent of the Board of Directors, invest from time to time any surplus funds of the Alliance, in securities of a character approved by the Board. The Treasurer, with the assistance of the Secretary, shall prepare and dispatch invoices for membership fees and other funds approved by the Board of Directors and shall maintain records of payments of these funds in coordination with the Treasurer.

#### ARTICLE VIII Meetings

1. The annual meeting of the Alliance shall be held in August, September or October of each year at such time and place as the Board of Directors may select. Special meetings may be called at other times by the Board of Directors. Members of the Alliance may request a special meeting of the Alliance by petition to the President or Secretary stating the reason for the desired meeting. The Board shall act on the petition within thirty (30) days. The Board decision shall be based on the number of signatures of members in good standing attached to the petition and the reason for the request. Any expense associated with the petition and notice thereof shall be borne by the petitioners. Notice of all Alliance meetings shall, at the direction of the Board of Directors, be distributed to all Alliance members by the Secretary not less than thirty (30) days prior to the meeting date.

2. Board of Directors meetings shall be called at the discretion of the President in coordination with the members of the Board. The Secretary shall cause notice of each Board meeting to be provided to each Board member. All meetings shall be open to all membership.

#### ARTICLE IX Committees

1. An Election Committee shall be established by the Board of Directors to oversee elections and solicit nominations for Board membership. The Election Committee shall distribute a list of nominees for Board membership to Alliance members in advance of the annual meeting. The inaugural slate of Board members will be presented prior to the first annual meeting and voted on by members at the first meeting.

2. Each standing or special committee of the Alliance shall make an annual report to the Alliance at its annual meeting.

#### ARTICLE X Treasurer's Report

1. The Treasurer shall provide a report to the Alliance at its annual meeting. The report shall be examined and financial records audited by the Board of Directors prior to or upon presentation to the Alliance at the annual meeting.

2. The fiscal year shall run from November 1 through October 31.

3. The annual budget shall consist of itemized proposed expenditures and estimated revenue of the calendar year.

4. The annual budget shall be adopted by majority vote of the members present at the Alliance's annual meeting. The budget proposed by the Board of Directors must be distributed ten (10) days prior to the meeting. The budget presented shall show the previous year's budget and the proposed budget for the calendar year.

#### ARTICLE XI Custody of Papers and Reports

1. Copies of all papers and reports read before the Alliance or submitted to it shall be lodged with the Secretary. All official reports shall become the property of the Alliance and shall not be published unless by consent of the Board of Directors. The Secretary shall record minutes of the annual meeting and shall transcribe the official copy for delivery to the incoming Secretary within thirty (30) days following the annual meeting. The newly-elected Secretary shall receive and maintain these minutes.

2. The Vice President shall maintain a copy of the Alliance and Board record described in the above paragraph.

#### ARTICLE XII Amendment

These By-Laws may be amended only by approval of two-thirds of the members present at a meeting of the Alliance at which a quorum of members is present, but no such change shall be made unless notice of the proposed amendment shall have been given by the Secretary to the members of the Alliance by mail at least thirty (30) days before the meeting at which the amendment is offered.