

BY-LAWS, STANDING RULES, and ARTICLES OF INCORPORATION  
of the  
FAN DISTRICT ASSOCIATION OF RICHMOND, VA., INC.

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ARTICLE I. NAME.

Section 1. The name of the Corporation shall be the Fan District Association of Richmond, Virginia, Inc., hereinafter referred to as FDA.

ARTICLE II. PURPOSE, DEFINITIONS AND CONSTRUCTION.

Section 1. Purpose. To fulfill the purposes as set forth in the Restated Articles of Incorporation, Article II, Sections 1-6, the FDA shall adopt Goals and Objectives, which by this reference are made part of these By-Laws.

Section 2. Definitions.

- (1) Administrative Expenses. Administrative expenses are those expenses that the FDA shall incur in the exercise of its powers and duties, including, but not limited to, Director's Insurance, recruitment and maintenance of membership, operation and maintenance of the FDA building, operation and maintenance of the FDA website, any costs associated with the environment within the FDA boundaries, any costs associated with enforcing the City of Richmond's Code of Ordinances within the boundaries of the FDA, and any costs associated with the Annual Meeting of the Membership.
- (2) Elective Year. The Elective Year shall run from Annual Meeting to Annual Meeting or as soon thereafter as the respective successors can be elected.
- (3) Fiscal Year. The Fiscal Year shall run from October 1 through September 30 of the following year.
- (4) Standing Committee. A Standing Committee, as defined in Article VII, Section 1 of these By-laws, is a single member (Chair) or group that shall be appointed by the Board of Directors and shall be re-appointed annually in accordance with this section. The group shall exist until such time as the By-laws are changed to eliminate the group or move it to a Special Committee. The scope and duties of these Committees shall be defined in the individual Committee Profiles incorporated herein by reference.
- (5) Special Committees. A Special Committee, as defined in Article VII, Section 2 of these By-laws, is a single member (Chair) or group that the Board of Directors has the authority to create to address specific needs of the organization. This Committee can be for a single purpose or project or can be to address a multi-year need. In any case, the Committees shall be reviewed annually by the Board of Directors and shall be re-appointed if the Board deems them necessary for the operation of the FDA. The scope and duties of these Committees shall be defined in the individual Committee Profiles incorporated herein by reference.

Section 3. Construction. Whenever the singular number is used in these By-laws and when required by the context, the same shall include the plural, and the masculine gender shall include the feminine and neuter genders, and vice versa.

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ARTICLE III. MEMBERSHIP.

Section 1. Membership Classification and Voting Classes.

- (1) Voting Class. The FDA shall have one class of voting members and such membership shall be open to any individual or organization residing in or owning real property in the Fan District; provided, however, that no individual or organization shall be eligible to hold more than one membership.
- (2) Classification.
  - a. Single Member. Consists of one voting member.
  - b. Family. Consists of all household members; however, voting is limited to two adult members.
  - c. Friend of the Fan. Consists of individuals or organizations who would like to be kept up-to-date on activities in the area and includes delivery of the Fanfare. This classification shall be non-voting.

Section 2. An organization making application for membership in the FDA shall be required to designate, in writing, one of its principals, partners, officers or trustees as the designated member. Said member shall exercise the privileges and obligations of membership on behalf of the organization of which he is a principal, partner, officer, or trustee until such time as proper written authorization changing the designated member is received by the FDA.

Section 3. The annual dues shall be set annually by the Board of Directors to cover the administrative expenses of the FDA. Dues are effective from the beginning of the calendar year in which received in the case of a new member and from the beginning of the calendar year in which billed for renewing members.

Section 4. The Membership Committee shall determine whether the applicant is eligible, under the Restated Articles of Incorporation. In the event the Membership Committee does not have sufficient evidence to determine eligibility, the applicant shall be so notified and given an opportunity to substantiate his eligibility. If sufficient evidence to make a determination is not provided within thirty days of said request, the membership shall be denied and the applicant's annual dues payment shall be refunded forthwith.

Section 5. Members in good standing shall be eligible to vote, chair committees, and hold elective office.

Section 6. Any member may request an absentee ballot to vote in the election of directors.

Section 7. A 90-day grace period from the annual dues renewal date shall be allowed before a member is dropped from the membership roll.

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ARTICLE IV. OFFICERS.

Section 1. The officers of the FDA shall be a President, a Vice-President, a President-Elect, a Secretary and a Treasurer. They shall be elected to serve for the elective year or until their successor(s) are elected. In the event of a vacancy or an inability to continue the office of President, the Vice-President will fill the unexpired term of President. If both the President and the Vice-President are unable to fulfill their terms, the President-Elect will assume the presidency.

Section 2. In the event the President, the Vice-President and the President-Elect are unable to perform the duties of President of the FDA, a majority of the remaining directors shall elect a chairman to fulfill those obligations.

Section 3. The duties of the officers shall be such as may be prescribed by these By-Laws and the FDA's recognized parliamentary authority (See ARTICLE VII). The duties of FDA Officers are defined in the applicable profiles incorporated herein by reference which should be reviewed annually by the Board of Directors.

Section 4. The President, Vice-President, Secretary, and Treasurer shall be elected by the Board of Directors, as the first item of business in order, at the first meeting of the new Elective Year. The President-Elect shall be elected by the Board of Directors not later than the end of the Calendar Year from among the members of the current board.

Section 5. No salaries, wages, honorariums or other compensation shall be paid to any officer for his duties as an officer, except the Secretary and Treasurer; who, if serving as a non-voting member of the Board of Directors may be paid such compensation as the Board of Directors shall determine.

Section 6. The Board of Directors shall elect a person to fill any vacancy, which may occur among the officers. Any officer may be removed from office by a two-thirds vote of the total number of directors.

ARTICLE V. MEETINGS.

Section 1. Membership Meetings.

- (1) Annual Meeting. The regular membership meeting in May shall be known as the Annual Meeting. At least three (3) additional member-based activities shall take place each elective year. The Board of Directors shall designate the date, time and place of the activities and publicize them to the membership.
- (2) Special Membership Meetings. Special Membership Meetings may be called by the President, by a majority of the directors, or by petition signed by 10 percent of the members entitled to vote.

Section 2. Board of Directors Meetings.

- (1) Regular Meetings. Regular Meetings of the Board of Directors shall be held, not less than twice during each calendar quarter. The date, time, and place

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of meetings shall be designated by resolution adopted by the Board of Directors.

- (2) Special Meetings. Special Meetings of the Board of Directors may be called by the President or by a majority of the directors.
- (3) First Order of Business. The First Order of Business shall be the agenda at the first Regular Meeting following the Annual Meeting and shall include the following agenda items:
  - a. Review dues to determine if an increase will be necessary effective January 1 of the next calendar year.
  - b. Review and approve annual stipends for the Fanfare Editor and Fanfare Advertising Manager.
  - c. Review and approve certain budget items. The FDA, as a non-profit organization, finds it necessary to operate on an annual budget cycle. Therefore, all budget issues shall be addressed annually by the Board. The Board can, from time to time, make multi-year funding decisions. However, a motion shall be required each fiscal year to record and approve payment of these obligations in the following years. Additionally, recurring expenses for any Standing or Special Committee shall also be approved by the Board on a Fiscal Year basis (e.g. Fanfare stipends).
  - d. Review all Special Committees.

Section 3. Notice of Meetings.

(1) Membership Meetings. Written notice stating the date, time, and place of Regular Membership Meetings, and in the case of a Special Meeting, the purpose or purposes for which the meeting is called, shall be mailed not less than 10 nor more than 50 days before the date of the meeting to each member entitled to vote at such meeting. Exception to the above required notice shall be governed by Section 13.1-810 of the Code of Virginia and Article VI, Section 4 of these Restated By-Laws.

(2) Board of Directors Meetings. Notice stating date, time, and place of Regular Board Meetings, and in the case of a Special Meeting, the purpose or purposes for which the meeting is called, shall be given to each director at least 48 hours prior to the meeting.

Section 4. Quorum.

(1) A quorum for the transaction of business at meetings of the membership shall consist of ten (10) percent of the members. All members entitled to vote must vote in person. NO vote by proxy will be permitted.

(2) A quorum for the transaction of business at meetings of the Board of Directors shall consist of a majority of the Directors.

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ARTICLE VI. BOARD OF DIRECTORS.

Section 1. The governing body of the FDA shall be vested in the Board of Directors, which shall consist of not less than nine nor more than eighteen elected directors, all of whom shall be members of the FDA. Upon the effective date of these Restated By-Laws, the number of directors shall be twelve (12).

Section 2. The Board of Directors, to the extent permitted by law, shall exercise the powers of the FDA. The Board of Directors shall be subject to the orders of the FDA and none of its acts shall conflict with the purposes for which the FDA was chartered as a Virginia non-stock corporation, exempt from taxes under Section 501 (C) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Code).

Section 3. Reserved

Section 4. The Board of Directors shall cause notice of the election to be given to each member, at least 30 days prior to the date of the meeting. Said notice shall include the names of members nominated for election. Additional nominations may be made from the floor at the annual meeting, provided the consent of the nominee to possibly serve as president has been obtained prior to his name being submitted in nomination for election to the Board of Directors. While the Board of Directors bears the responsibility of organizing the elections, it should do so impartially and without endorsing any one candidate over another.

Section 5. Directors shall attend Board meetings, Regular or Special. When attendance is not possible, prior notification shall be given to the President, Vice President, or Secretary. A Director's absence from two meetings in a quarter or three meetings in a calendar year without such prior notification shall, upon motion of the Board, be construed as resignation therefrom. The first quarter of the Board year is the month in which the first Regular meeting is held following the Annual Meeting.

Section 6. No salaries, wages, honorariums or other compensation shall be paid to any director for his duties as a director.

ARTICLE VII. COMMITTEES.

Section 1. The President shall appoint, from among the membership, the following Standing Committees: Fanfare, Holiday House Tour, Membership, Programs, Safety, Trees and Parks, Code Enforcement, Parking and Zoning.

Section 2. Special Committees shall be appointed by the Board of Directors. Other committees shall be reviewed on an annual basis as one of the items as defined in the First Order of Business.

Section 3. All committees appointed, Standing or Special, shall be of such size and have such powers, duties, and functions as may be assigned to them by the Board of

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Directors. Each committee chair shall attend at least one Board meeting per quarter to present an update on the progress of the committee.

ARTICLE VIII. PARLIAMENTARY AUTHORITY.

Section 1. Robert's Rules of Order, latest edition, shall be the parliamentary authority governing the FDA in all instances wherein its provisions do not conflict with the Restated Articles of Incorporation, By-Laws, and Special Rules of Order.

ARTICLE IX. AMENDMENTS.

Section 1. These Restated By-Laws may be amended by a two-thirds vote of the members present and qualified to vote at any meeting of the membership, at which quorum is present, provided that the substance of such amendment or amendments shall have been plainly stated in the required notice of the meeting.

ARTICLE X. RESERVED.

ARTICLE XI. BOUNDARIES.

Section 1. The territorial boundaries of the FDA shall be in the City of Richmond, Virginia, to wit: on the North by Broad Street, on the East by Belvidere, on the South by the properties abutting the South line of Main Street and on the West by the Boulevard.

**STANDING RULES**

RULE # 1. Persons desiring to attend Board meetings shall contact a member of the Board of Directors to ascertain the date, time, and location of the meeting.

RULE # 2. Persons desiring to make presentations to the board of Directors shall register the name, address, and telephone number of the contact person with the secretary prior to making a presentation.

RULE # 3. Ten minutes shall be allowed for each scheduled presentation.

RULE # 4. Guests are invited to remain for the remainder of the presentations, if they so desire. Board meetings are open to all bona fide (dues paid) members and prospective members. The Board will limit closed meetings to discuss subjects appropriate for a closed meeting by a public body subject to the Virginia Freedom of Information Act, even though it is not a public body subject to such regulation.

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RULE # 5. All monies received by the FDA shall be deposited to the credit of the FDA in a financial institution or institutions selected by the Board of Directors.

RULE # 6. The President shall annually cause a Corporate Resolution to be filed with the financial institution or institutions in which the FDA maintains accounts directing that said institution or institutions honor transactions on said accounts when signed by any two of the authorized signatories. Authorized signatories are usually the President, Secretary, Treasurer, and one other Board Member.

RULE # 7. Withdrawals from the investment accounts must be deposited directly into the general account.

RULE # 8. Friends of the Fan shall be afforded all the privileges of members, except the right to vote, for an annual contribution equal to a member's annual dues.

RULE # 9. Members must contact one of the designated individuals, whose names and addresses shall be published in the official notice of the Annual Meeting, to make arrangements to obtain an absentee ballot. The ballot must be mailed and/or delivered to the FDA amended registered address (208 Strawberry Street, Richmond, Virginia 23220) by the close of business on the day preceding the election.

## **ARTICLES OF INCORPORATION**

ARTICLE I. NAME. The name of the Corporation shall be the Fan District Association of Richmond, Virginia, Inc., hereinafter referred to as FDA.

ARTICLE II. PURPOSES. Section 1. The FDA is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (C) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Code).

Section 2. Within the parameters of a Virginia non-stock corporation qualifying for tax-exempt status under the Internal Revenue Service Code of 1954 (or corresponding provision of any future United States Internal Revenue Code) the FDA shall be dedicated to the preservation and restoration of the urban residential and commercial area, known as the Fan District, (as such territory may be described in the By-Laws) encourage community interaction and participation among its residents of varying ages, family sizes and life styles and promote the welfare of the Fan District, in particular, and the City of Richmond, in general.

Section 3. No part of the net earnings of the FDA shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the FDA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

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Section 4. No substantial part of the activities of the FDA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the FDA shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 5. Notwithstanding any other provision of these Restated Articles of Incorporation, the FDA shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (C) (3) of the Internal Revenue Service Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code), or (b) by a corporation, contributions to which are tax deductible under Section 170 (C) (2) of the Internal Revenue Service Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code).

Section 6. Upon dissolution of the FDA, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the FDA, dispose of all of the assets of the FDA exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as at the time shall qualify as an exempt organization or organizations under Section 501 (C) (3) of the Internal Revenue Service Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code), as the Board of Directors determine. Any such assets not so disposed of shall be disposed of by the appropriate Court of the city or county in which the registered office of the FDA is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III. MEMBERS. Section 1. The FDA shall have one class of members and such membership shall be open to any individual residing in or owning real property in the Fan District; provided, however, that no individual or organization shall be eligible to hold more than one membership.

Section 2. Members, who shall have paid their dues, as provided for in the By-Laws, shall be eligible to vote, chair committees, and hold elective office. With the exception of the election of directors at the Annual Meeting, all members entitled to vote must do so in person. No vote by proxy shall be permitted.

Section 3. The privileges and obligations of membership not otherwise specified in this article shall be enumerated in the By-Laws.

ARTICLE IV. DIRECTORS. Section 1. Unless otherwise changed by the By-Laws the number of directors shall be not less than nine nor more than eighteen. The number of directors constituting the Board of Directors upon the restatement of these Articles of Incorporation shall be twelve. The names and addresses of the persons currently serving on the Board of Directors are as follows: ...(Omitted)...

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Section 2. The Board of Directors shall be divided into three classes, as nearly equal in number as possible. The term of office of the Directors of the first class shall expire on the date of the first Annual Meeting following the effective date of these Restated Articles of Incorporation. The term of office of the second class shall expire on the date of the second Annual Meeting and the term of office of the third class shall expire on the date of the third Annual Meeting following the effective date of these Restated Articles of Incorporation.

ARTICLE V. REGISTERED OFFICE AND AGENT. Section 1. The initial registered office, upon the restatement of these Articles of Incorporation, shall be located at 1011 East Main Street, Richmond, Virginia 23219. The amended registered office, upon restatement of these Articles of Incorporation, shall be 208 Strawberry Street, Richmond, Virginia 23220.

Section 2. The initial registered agent, upon restatement of these Articles of Incorporation shall be Roger C. Wiley, who is a resident of Virginia and a member of the Virginia State Bar, and whose business office is Located at 1001 East Broad Street, Richmond, Virginia 23219.

ARTICLE VI. CUSTODIAN OF RECORDS. Section 1. It is the responsibility of each Director, Officer, and Committee Chair to ensure the creation and retention of records of meetings, correspondence, and other activities related to their roles and responsibilities. At the end of the calendar year, all records shall be officially transferred to the Secretary of the FDA.

Section 2. The Secretary is the custodian of all FDA records created, received, or acquired in the ordinary business of the FDA, with the exception of those records that have not been officially transferred to the Secretary.

**Change Control Section**

1. (Standing Rule) Change the length of time a speaker can address the Board of Directors from fifteen minutes to ten minutes (1/3/05)