**The Lewis Mountain Neighborhood Association**

**Charlottesville, Virginia**

**By-Laws**

**Article I - Name**

The name of this organization shall be the Lewis Mountain Neighborhood Association (LMNA); it is sometimes referred to in these by-laws as the “Association.”

**Article II - Neighborhood Defined**

This Association shall be concerned with that part of the City of Charlottesville, Virginia as outlined on the attached map (Exhibit A).

**Article III - Purpose**

The purposes for which this Association is organized are:

1. Cultivate a community spirit to help maintain the LMNA as a safe and pleasant place to live
2. Promote programs which will enhance the quality of life of the residents of the neighborhood
3. Communicate the views, ideas and proposals of the Association to the University and appropriate municipal bodies
4. Minimize any adverse effect of change in or near our neighborhood
5. Provide an open process by which all potential members may involve themselves in the affairs of the neighborhood

**Article IV- Membership**

1. **Eligibility**. Membership in the Association is open to all persons18 or older living in the area defined on the map in Exhibit A.
2. **Dues or Fees**. The Board of Directors will determine annually the amount for dues. Dues will establish membership for one calendar year. Membership may be established or terminated any time during the calendar year; however, dues are not pro-rated or refundable.

Annual dues shall be $5.00 for an individual member and $10.00 for a family of two or more. Members may be asked to contribute to special projects.

1. **Voting**. Each member shall be entitled to one vote for election of Board of Directors and for by-law amendments. Voting will be through the LMNA email list unless previously determined that a person is not able to do so. In that case, a paper ballot will be accepted.

**Article V - Board of Directors: Officers**

1. **Number and Composition of Board Members.** The officers of the Association shall be a Chair, Vice-Chair (may be combined as a Co-Chair), Secretary, and Treasurer. There shall be three Member-at- Large positions.
2. **Eligibility for Board Service.** Only members shall be qualified to hold an elected or appointed position**.**

**C. Terms of Office:** All officers and members of the Board shall serve for a term of two years and shall be eligible for re-election. The newly elected Board will begin their service on the first Thursday of the odd-numbered month.

1. **Board Vacancies:** Vacancies on the Board shall be filled by a vote of those currently serving on the Board. A member appointed to fill a vacancy shall serve until the next election.

**Article VI - Duties**

1. The duties of the **Chair** shall be as follows:
2. Preside over all meetings
3. Create an agenda for each meeting
4. Carry out the purposes and rules of the Association
5. Appoint special committees
6. Represent the Association in all matters pertaining to the Association
7. The duties of the **Vice- Chair** or **Co-Chair** shall be as follows:
8. Preside over all business matters in the absence of the Chair
9. Be the Chair’s stand-in on all committees and at all meetings
10. In the case of Co-Chairs, work out the separation of duties themselves
11. The duties of the **Secretary** shall be as follows:
12. Record and promptly distribute the minutes of the Association’s Board meetings
13. Maintain a record of meetings, elections, decisions, and correspondence as an archive of the Association
14. The duties of the **Treasurer** shall be as follows:
15. Be in charge and responsible for incoming and outgoing funds, receipts, and monies due to or being paid by the Association
16. Pay out funds as authorized by the Board
17. Make deposits and withdrawals at an approved financial institution
18. Make a full financial report annually and make such interim reports as the Association may request
19. The duties of **Members-at-Large** (no more than three) will be as assigned by the Chair (Co-Chair).

**Article VII - Board Meetings**

The Board shall meet on the first Thursday of every other month starting in January at 7:00 p.m., at a place and time which shall be fixed by the Chair. The Board shall hold other such meetings as may be necessary from time to time.

All Board members shall attend at least four of the bi-monthly Board meetings during each calendar year. This policy may be modified by the Board for special circumstances. Failure to do so may result in removal from the Board.

**Article VIII - Quorum**

The quorum for the transaction of any business of the Board shall be a majority of the Board members in office before the meeting begins.

**Article VIX - Elections**

Members shall elect the Board electronically through the LMNA email list. Those who have indicated that they are unable to do so will be given paper ballots. A simple majority shall decide who is elected.

**Article X - Committees**

The Board will appoint any committees as deemed appropriate to carry out its purpose.

**Article XI - Powers**

The Board will have the power to transact all business of the Association, including but not limited to seeking funds and/or cooperative action from various sources on behalf of members to carry out the purpose of the LMNA.

No Board member may receive compensation for any service he or she renders to the Association.

**Article XII - Fiscal Year**

The fiscal year of the LMNA is January 1 through December 31.

**Article XIII - Conflict of Interest**

At no time shall any Board member vote on any matter in which he or she has a financial, familial, or other interest which may adversely affect the Board’s vote.

**Article XIV – Amendment of By-Laws**

A Board majority at any regular or special meeting may vote to alter, amend or repeal these by-laws.

These by-laws were adopted by a resolution of the LMNA Board of Directors on March , 2016

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Bill Rockwell, Co-Chair Terry Forbes, Co-Chair

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Audrey Dannenberg, Secretary Joe Monaghan, Treasurer

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Susie Gainer, Member-at-Large Henry Shelton, Member-at-Large

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Anna Askounis, Member-at-Large

**Exhibit A**

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