

BYLAWS

of the

Greenbrier Neighborhood Association

ARTICLE I: Name, Location, and Purpose

Section 1. The name of the organization shall be The Greenbrier Neighborhood Association.

Section 2. The Association's geographic territory is the Greenbrier neighborhood as defined and designated by the City of Charlottesville's Department of Neighborhood Development. The Association also considers the Albemarle County residents who live on Michael Pl., Brenda Ct., and Vermira Pl. to be part of our neighborhood.

Section 3. The headquarters of the Association shall be located at the residence of the president of the Association.

Section 4. The purpose of the Association shall be to work to try to preserve and enhance the Greenbrier neighborhood, to make it a safe, healthful, enjoyable, and attractive place for its residents and property owners, through: (1) cultivation of good community spirit and communications; (2) promotion of projects and programs that will enhance the neighborhood and the quality of life of its residents; and (3) representation to, and monitoring of, relevant governing bodies and other associations, organizations, and corporations of all sorts, regarding any of their actions or decisions that may affect the neighborhood or its residents.

ARTICLE II: Membership

Section 1. Residents age 18 and older living in or owning real estate in the area described in Article I, Section 2 shall be by definition members of the Association. Payment of association dues is encouraged but not required for membership.

ARTICLE III: Fiscal Year, Dues, and Expenditures

Section 1. The fiscal year of the Association shall begin January 1st of each year.

Section 2. Annual dues shall be payable beginning in January of each year. The Executive Committee shall periodically consider the amount of the annual dues charged and recommend any appropriate changes to the general membership at a called meeting with advance notice of the proposed change. A majority vote of those present at the meeting is required to change the amount of the dues. The current annual dues amount shall be listed on the Association's website and regularly in newsletters and/or group e-mails.

Section 3. The funds of the Association shall be used only for the furtherance of the purposes of the Association as defined herein and not for the personal benefit of any officer or member of the Association. In addition to using the funds to cover the costs of the Association's newsletters and the costs related to any Association gatherings (e.g., picnics, General Meetings), the Executive Committee may also in its discretion approve expenditures from existing funds in furtherance of Association purposes as it deems appropriate.

Article IV: Officers and Executive Committee

Section 1. The officers of the Association shall be a president, a vice-president, a secretary, and a treasurer.

Section 2. The duties of the officers shall be those commonly pertaining to their respective titles. The president (or, in his or her absence, the vice-president; or, in the vice president's absence, the secretary) shall preside at all meetings of the Executive Committee and of the Association's general meetings of the neighborhood. The secretary shall take and keep minutes of all meetings of the membership and of the Executive Committee. The treasurer shall be charged with the collection and disbursement of funds as authorized by the Executive Committee. He or she shall present a financial report to the membership at each Annual Meeting.

Section 3. The Executive Committee shall comprise the Association's officers, the editor(s) of the newsletter, the web master(s), the immediate past president, and up to eight at-large members. The Executive Committee shall be charged with conducting the business of the Association. The Executive Committee should meet at least twice a year and as often as is necessary and helpful. A quorum, equaling a majority of the Committee members, shall be required for the Committee to decide any action item raised at a meeting. The minutes of each of the meetings of the Executive Committee shall, when practicable, be posted on the Association's website once approved by the Executive Committee, and the actions of the Executive Committee shall be reported to the membership.

Section 4. The Executive Committee, or persons empowered by it, shall represent the Association to: (a) governing bodies, their agencies and employees; (b) the University of Virginia and its parts and affiliates; (c) other neighborhood associations; (d) other organizations and corporations, whether civic, commercial, professional, religious, industrial, or any other varieties; and (e) individual persons. In so representing the Association, the representative(s) shall only put forth the official position of the Association when authorized to do so by the Executive Committee. In setting official positions of the Association, the Executive Committee shall be guided by goals set forth in Article 1, Section 4 of these Bylaws. When practicable and desirable, the official positions taken by the Association shall be decided by a majority vote at a called meeting of the full Association and/or through use of the Association's group e-mail list. If an official position has not been established, the representative should make it clear that any opinions he or she expresses are his/her own.

Section 5. Any person or group of persons representing the Association's official position(s) to any other organization, corporation, or group in a meeting which is either open or closed to other members of the Association shall make a report to the Executive Committee about what occurred at that meeting, including his, her, or their actions in representation. A summary of such a report shall also be sent to the neighborhood e-mail list and/or written up in the newsletter. Officers or other members of the Executive Committee who attend informational meetings of any sort on behalf of the neighborhood should, as practicable and appropriate, report information of interest from the meeting to the Executive Committee and/or the neighborhood via the official e-mail list and/or other methods available.

Section 6. Officers and the at-large members of the Executive Committee shall serve two-year terms. Election of at-large members shall be conducted at the Annual Meeting held in the spring of each year. It is desirable in forming the Executive Committee that, to the extent possible, the Association attempt: (a) to obtain reasonably balanced representation of the various geographic areas within the Association's area; (b) to obtain a balanced representation of interests that are reflected within the Association; and (c) to maintain some continuity of experienced leadership through persons who have previously served on the Executive Committee. Any Association member may self-nominate or be nominated by other members. Any member who agrees to be nominated as an officer or member of the Executive Committee shall be placed on the ballot, whether the nomination occurs prior to or at the Annual Meeting of the Association. Two people may share the office of president and its powers, both of whom shall be voting members of the GNA Exec board. Two members of the same household may share a seat on the Executive Committee or share the position of an officer. In such cases, the members of the same household sharing a seat or position have one vote between them.

Section 7. The officers and one-half of the at-large members of the Executive Committee shall be elected at the annual spring meeting of the Association in even-numbered years; the other half of the at-large members of the Executive Committee shall be elected at the annual spring meeting of the Association in odd-numbered years. Midterm vacancies of Association officers or Executive Committee members shall be filled by appointment by the Executive Committee from among members of the Association. A member appointed to fill a midterm vacancy shall serve out the remainder of the existing term before standing for election. Members choosing to stand for election need not be present for the vote, in order to be elected.

Section 8. All officers and members of the Executive Committee must be members of the Association. No member shall be eligible for election to more than one office at any one time except that the offices of secretary and treasurer may be held by one person. The Executive Committee, by a two-thirds vote of those present and voting, may remove a member for cause, which is defined to mean: dereliction of duties, persistent absence from meetings, and/or conduct inconsistent with the best interests of the organization. Notice of an Executive Committee vote to remove a member must be sent two weeks in advance to all Executive Committee members at their e-mail addresses of

record.

ARTICLE V: Committees

Section 1. Committees, as may be required or desirable, may be established by the Executive Committee.

ARTICLE VI: General Meetings of the Association

Section 1. There shall be at least one Annual Meeting of the Association's general membership during each calendar year. If more than one meeting takes place in a given year, the spring meeting shall be designated the Annual Meeting. Additional Association meetings may be called at any time by: (1) the president, on his or her own initiative; (2) two or more members of the Executive Committee; or (3) by five or more Association members (separate family units), on submission of a written petition to the president.

Section 2. Notice of each Regular or Special meeting should be made to the membership at least two weeks in advance of each meeting through the use of the official neighborhood e-mail list. (Other available electronic options may also be used.) In addition, to the extent practicable, such meeting should be announced as part of a written newsletter distributed to the full neighborhood prior to the meeting.

Section 3. With the exception of amendments to these Bylaws, [a]ll decisions shall be by majority vote of those members present at the meeting.

ARTICLE VII: Rules of Order

Section 1. Robert's Rules of Order shall apply, except where otherwise provided in these Bylaws.

ARTICLE VIII: Amendments to the Bylaws

Section 1. Proposals for amendments to these Bylaws may be made by the Executive Committee or by written petition, submitted to the Executive Committee, of at least five members.

Section 2. A description of the general nature and effect of any proposed amendment shall be included in the notice of General Meeting sent to the Association members.

Section 3. Adoption of any proposed amendment shall be by a two-thirds majority vote of the Association members present at the General Meeting.