

**VILLAGE GREEN COMMUNITY ASSOCIATION, INC
BY-LAWS**

(As Approved/Revised by the General Membership on May 10, 2011)

**Meeting Community Needs Through
Membership Participation and Support**

**VILLAGE GREEN COMMUNITY ASSOCIATION, INC
BY-LAWS**

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ARTICLE I

ORGANIZATION AND OBJECT

SECTION 1 - Name

1. The name of the corporation shall be "Village Green Community Association, Inc." and for designation purposes is referred to in these By-Laws as the "Association".

SECTION 2 - Seal

1. The Corporate Seal shall be circular in form and shall have inscribed thereon in the outer circle the words, "VILLAGE GREEN COMMUNITY ASSOCIATION, INC." and in the inner circle the words "Corporate Seal 1975".

SECTION 3 - Fiscal Year

1. The fiscal year of the Association shall be 1 March to 28/29 February of the next year.

ARTICLE II BOARD OF DIRECTORS

SECTION 1 - Organization

1. The entire management of the Association, its affairs, properties and assets are vested in a Board of Directors, consisting of seven to eleven active members of the Association elected as provided in Article V, subject to the mandates of the voting members at their annual Meeting or at any special meeting called for the purpose of acting upon the affairs of the Corporation.
2. The members of the Board shall be officers of the Association, the Chairpersons of the Standing Committees, and those duly elected active members.
3. For designation purpose, the Board of Directors will hereinafter be referred to as the "Board".

SECTION 2 – Powers

1. All decisions of the Board shall be by a majority vote of the Directors present except where otherwise provided.
2. In addition to any and all powers conferred upon the Board by law, and by the Articles of Incorporation of the Corporation, these By-Laws, without in any manner, or degree abrogating, limiting or modifying any such powers, grant to the Board the following authority:
 - a. To determine whether an applicant for membership meets the membership criteria established in the Articles of Incorporation.
 - b. To hear and determine charges made against any member, full and final authority being granted to suspend or expel any member in accordance with Article VII, Section 6 and Article VIII, Section 3. A member may be suspended or expelled for cause upon the affirmative vote of a majority of the Board.
 - c. Upon recommendation by the President, to confirm a Nominating Committee to select and recommend names of members to be submitted as nominees for Directors in accordance with Article IV and V.
 - d. To authorize the president to appoint those Special Committees as in his/her judgment are necessary for the proper management of the Association, to define and delegate the duties and powers of both Special Committees and Standing Committees, and through the Treasurer, to establish a budget for each Special Committee. Standing Committee budgets shall be recommended by the Board to the general membership at annual budget reviews.
 - e. To recommend fees and annual dues to the membership for their approval at an annual general membership meeting.
 - f. To make, alter, or amend Association rules and to provide penalties for infractions of the Rules and By-Laws, as prescribed in Articles VII and VIII.
 - g. To make or authorize the purchase of services, materials or supplies and to contract for whatever may be reasonably required in the operation and maintenance of the Association, and to make such alterations and improvements in the property of the Association facilities or modify or discontinue any Association facilities, where such action in their discretion is necessary or expedient. The Board is specifically empowered to purchase the necessary insurance, to include fire and liability, to protect the Association and its assets.

- h. To appoint delegates to various associations.
- i. To remove a Director from the Board for cause. The absence of a Director from three consecutive meetings without just cause shall automatically remove that Director from the Board.
- j. To choose a successor who shall hold office for the unexpired term in the event of a vacancy in the office of the Vice President, Secretary, Treasurer or another member of the Board.
- k. To direct the President to call special meetings of the Association in accordance with Article VI, Section 2.
- l. To appoint a committee of three active members outside the Board to annually audit the books of the Association.
- m. To elect a presiding officer in the event that both the President and Vice President offices are vacant.
- n. To approve the employment of such professional or other assistance as it may deem necessary in the proper promotion, improvement and management of the Association where such service is not directly chargeable to a specific standing committee, and to maintain uniformity of action of various committees on matters affecting employment and pay of employees.
- o. To annually approve a budget for the maintenance and operation of the Association and all its activities. To exercise the power of comptroller in making adjustments or transfer of funds from one budget category or item to another, as need shall arise, upon the recommendation of the Treasurer and upon two-thirds affirmative vote of the Board of Directors present and voting.

ARTICLE III OFFICERS

SECTION 1 - Titles

1. The officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer, elected as provided in Article V.
2. One person may not hold two elective offices.

SECTION 2 - Duties of the President

1. The President shall be the Chief Executive Officer of the Corporation, performing any and all legal duties under the Articles of Incorporation and incident to the Corporate office of President.
2. He/she shall preside at all meetings of the Association and of the Board.
3. He/she shall call special meetings of the members of the Association as provided in Article VI, Section 2.
4. He/she shall enforce all rules and regulations of the Association and shall, subject to the approval of the Board, have the right to appoint all special committee chairman, employ all officers and employees not otherwise herein provided for.
5. Subject to the approval of the Board, he/she shall establish all Special Committees, select the chairman of each Committee, and fill any vacancies in such committee by appointment. He/she shall be an ex officio member of all such committees.
6. He/she shall make annual reports to the Directors and members of the Association.
7. With the Secretary, and in his/her capacity as Chief Executive Officer of the Corporation, he/she shall sign all certificates, written contracts, obligations and instruments of the Association and shall have charge of general supervision and control of the Association and its management.
8. He/she shall, subject to the approval of the Board, authorize all checks disbursing unbudgeted Association funds.
9. He/she shall perform all other such duties as properly may be required of him/her by the Board.
10. The President, upon expiration of his/her term of office, shall act in the capacity of advisor to the Board as requested by the Board.

SECTION 3 - Duties of the Vice President

1. In the absence of the President, the Vice President shall perform all his duties; and, if the office of President shall become vacant, the Vice President shall hold the Office of President until the next election.
2. The Vice President shall coordinate the work of all standing and special committees, as directed by the President.
3. He/she shall perform all other duties that the Board shall assign to him/her.

SECTION 4 - Duties of the Secretary

1. The Secretary shall perform any and all legal duties under the Articles of Incorporation and incident to the corporate office of Secretary.
2. He/she shall be the custodian of the Corporation Seal and affix it to all such written documents as require it. He/she shall sign or countersign all such instruments as may require his/her signature as a corporation officer of the Association.
3. He/she shall conduct or cause to be conducted all official correspondence of the Association and shall see that such correspondence is properly preserved and filed until otherwise disposed of by the Board.
4. He/she shall issue or cause to be issued all notices of all meetings of members or directors, and shall keep the minutes and record thereof.
5. He/she shall in conjunction with the Treasurer keep or cause to be kept a listing of all members' names, home addresses and telephone numbers, as well as type and date of membership.
6. He/she shall be responsible for posting all Association notices in whatever place on the Association premises as may be designated by the Board.
7. He/she shall perform all other duties that the Board shall assign him/her.

SECTION 5 - Duties of the Treasurer

1. The Treasurer shall perform any and all legal duties under the Articles of Incorporation and incident to the cooperative office of Treasurer.
2. He/she shall sign or countersign all such instruments as may require his/her signature as a corporate officer.
3. He/she shall be custodian of all Association funds. He/she shall collect fees and dues from members, shall by letter or otherwise, regularly advise delinquents of their unpaid indebtedness. He/she shall deposit all funds in depository designated by the Board.
4. He/she shall disburse the Association funds, as authorized by the Board. He/she shall keep or cause to be kept proper vouchers for all sums dispersed and complete all regular accounts in accordance with a system satisfactory to the Board.
5. He/she shall submit monthly to the Board, complete information as to the financial conditions of the Association.
6. If the Board deems necessary, he shall furnish a bond for the faithful performance of his/her duties and the proper accounting of all funds which may come into his/her hands as such officer, such bond to be in the amount determined by the Board and to be paid for by the Association.
7. He/she shall keep an accurate history of all resignations of members or officers and all membership forfeitures, suspensions and expulsions together with accurate listings of all members' names, home addresses and telephone numbers as well as type and date of membership.
8. He/she shall perform all other such duties as may properly be assigned to him/her by the Board.
9. He/she shall make the financial records of the Association available for review to any active member within ten days from having received a written request from that member.

SECTION 6 - Compensation

1. The elected officers of the Association will be able to utilize the Community facilities without payment of community dues for the year in which they serve.
2. No salary or other compensation shall be paid to any other officer of the Association, board member or committee member for services performed as such an officer or member.

ARTICLE IV

COMMITTEES

SECTION 1 - Formation and General Rules

1. Standing Committees and Special Committees shall be established by the President, subject to the approval of the Board except where otherwise provided, in accordance with Article III, Section 2, paragraph 5. Standing committee chairmen shall be elected annually by the membership and special committee chairmen shall be appointed by the President, subject to the approval of the Board.
2. Vacancies in the chairmanship of both Standing Committees and Special Committees shall be filled by appointment by the President.
3. Each committee shall be composed of as many members or directors or both, as the President may determine. Committee appointments are for one year or less at the discretion of the President.
4. The Board shall as necessary provide each member with a set of rules for members and guests with respect to the specific activity for which each such committee may have responsibility, and with respect to the committee's own function.
5. No committee shall have the right to obligate the Association in any way or in any sum in excess of the specific budgeted amount established for its use for the current year by the Board.
6. All committees shall report on their activities to the Board whenever required and are at all times under the direct supervision and control of the President, having only such authority as is specifically defined herein and as may be delegated to them by the President, subject to the approval of the Board.

ARTICLE V

ELECTIONS

SECTION 1 - Directors and Officers

1. Sixty (60) days prior to the annual meeting, a nominating committee shall be appointed.
2. Thirty (30) days prior to the annual meeting, the names of the nominees shall be submitted by the nominating committee to the Board.
3. Nominations for Board members will also be accepted from the floor at the annual meeting.
4. The officers of the Association shall be elected annually at the annual meeting and shall begin their tenure on the day following.

ARTICLE VI

MEETINGS

SECTION 1 - Annual Association Meetings

1. The annual meeting of the Association shall be held during the month of October of each year, at such time and place as the Board shall designate, for the election of officers, and for the transaction of other business which properly may be brought before the meeting for action. Active members shall be notified at least ten (10) days before the date of the meeting.

SECTION 2 - Special Association Meetings

1. Special meetings of the Association shall be called by the President, acting on behalf of the Board, or upon written application of twenty-five active members, not in arrears, filed with the Secretary. Special meetings shall be held at such time and place as determined by the Board. No business other than that specified may be transacted. The nature of the business to be transacted and the date of the meeting shall be specified when the members are notified of the special meeting.

SECTION 3 - Regular Board Meetings

1. Regular meetings of the Board shall be held at least monthly at such date, time and place as designated by the President. A future scheduled Board meeting may be suspended by 2/3 vote of the Board members present and voting.

SECTION 4 - Special Board Meetings

1. Special meetings of the Board shall be held on call of the President, acting on his/her own initiative or upon written application of four members of the Board, such meetings to be held at such time and place as the President shall designate. Notice of special meetings of the Board shall be given to all Directors.

SECTION 5 - Quorum of Association Meetings

1. A quorum of any Association meeting shall consist of a majority of attending active members. Each member may vote by being present or by proxy. At all meetings of the Association, each member shall be entitled to one vote.

SECTION 6 - Quorum of Board Meetings

1. A quorum at any meeting of the Board shall consist of a majority of the Board.

SECTION 7- Parliamentary Rules

1. In the conduct of all meetings, either membership or Board, Roberts Rule of Order shall govern except where inconsistent with these by-laws.

ARTICLE VII MEMBERSHIP

SECTION 1 - Members

1. Any person desiring membership in the Association shall advise any member of the Board and, upon showing that he/she is a homeowner and/or legal resident within the subdivision of Village Green, Newport News, Virginia and upon payment of the necessary dues or charges as are currently in effect to the Treasurer, shall be approved for membership as a Full member.
2. Any person desiring an associate membership in the Association shall submit a membership application letter, receive approval from the Board, and upon payment of the necessary dues or charges as are currently in effect to the Treasurer, shall be approved for membership by the Board as an Associate member.

SECTION 2 - Types of Membership

1. Membership in the Association shall consist of three (3) types:
 - a. Full membership (includes both Community and Recreation memberships).
 - b. Associate memberships (non-Village Green residents - includes both Community and Recreation memberships).
 - c. Senior Citizen membership (reduced rate Full memberships).
2. Full members shall ...
 - a. be restricted to homeowners and/or legal residents of single family dwellings of the subdivision designated as Village Green, Newport News, Virginia;
 - b. pay the applicable annual dues;
 - c. be entitled to vote and hold an Association office;
 - d. be entitled to all privileges of the Association provided in their membership type except as otherwise provided by the Board.
3. Associate members shall ...
 - a. be non-Village Green residents who wish to utilize Village Green Community Association facilities or participate in Village Green activities;
 - b. pay the applicable annual dues plus a 50% higher Recreation fee;
 - c. not be permitted to vote or hold office;
 - d. be entitled to all privileges of the Association provided in their membership type except as otherwise provided by the Board;
 - e. be eligible for full membership with proof of legal residence in the subdivision designated as Village Green, Newport News, Virginia.
4. Senior citizen membership shall ...
 - a. have attained the age of sixty (60);
 - b. be eligible for either Full or Associate memberships;
 - c. pay the Community Association dues and only 50% of the applicable Recreation dues;
 - d. be entitled to all privileges of the Association provided in their membership type except as otherwise provided by the Board.

SECTION 3 - Delinquency

1. The Treasurer shall provide notice to members of the annual dues each year and shall give such notice as deemed necessary by the Board of any special assessments imposed by the Association on its members. Upon receiving notice of dues or assessments due, each member shall be required to pay to the Treasurer the dues or special assessments within sixty (60) days of the date of such notice.

2. Should any member remain in arrears for a period in excess of sixty (60) days he or she shall, without action of the Association or Board be automatically suspended and denied any and all privileges of the Association. Such suspension of a member shall remain in effect until said member is reinstated by the Board following payment of all dues and assessments in arrears, plus a 25% penalty fee for late payment.

SECTION 4 - Suspension or Expulsion

1. The Board shall have the authority to suspend or expel any member for cause, i.e. nonpayment of dues and assessments, misuse of Association facilities, etc.

2. Any action by the Board for expulsion or suspension shall first be made known to the individual involved in writing and a time period of fifteen (15) days is allowed for him/her to present defenses and the action of the Board shall be final.

SECTION 5 - Resignations

1. Any member wishing to withdraw from the Association must submit to the Secretary/Treasurer a resignation in writing thirty (30) days prior to the desired effective date. Dues refunds are at the discretion of and in accordance with policies set by the Board.

2. No resignation of any member indebted to the Association shall be accepted until they shall have paid their Association obligations in full.

3. An active member who no longer owns property in Village Green, Newport News, Virginia shall be automatically withdrawn from membership.

SECTION 6 - Leaves of Absence

1. Upon written application to the Board, leaves of absence from annual membership dues not to exceed one (1) year may be granted at the discretion of the Board with such adjustment in dues as the Board sees fit.

2. Members on leaves of absence shall not be entitled to the use of any facilities.

ARTICLE VIII
ASSOCIATION RULES

SECTION 1 - Formulation

1. All Association Rules governing facilities, members, guests, officers, committees, and employees shall be formulated by the Board in cooperation with the various standing and special committees.

SECTION 2 - Publication

1. Copies of all rules together with copies of these By-Laws and any and all future amendments thereto shall be made available to all members of the Association upon request.

SECTION 3 - Enforcement and Penalties

1. Each committee shall retain primary responsibility for the enforcement of such Association rules and By-Laws related to its particular function, and with the Boards approval shall prescribe such penalties for infractions as it deems just and proper.

SECTION 4 - Appeal

1. Any member shall have the right to appeal to the Board for the decision of any committee with respect to its interpretation and enforcement of any rules or By-Laws, and the Board's decisions in all such matters shall be final.

ARTICLE IX
ASSOCIATION FUNDING

SECTION 1 - Sources of Income

1. The Association shall be financially supported by annual operating dues. The Treasurer shall be custodian of all Association funds, to include (1) an Improvement and Contingency (I&C) Fund and (2) an Operations and Maintenance (O&M) Fund, and shall make periodic financial status reports to the Board and to the general membership.

SECTION 2 - Improvement and Contingency (I&C) Fund

1. The I&C Fund shall be a capital investments fund used to finance major long term facility improvements or repairs which cannot be met by the annual operating budget.

2. It shall be supported by (1) interest received from fund investments or deposits, and (2) 10% of the gross income from annual dues collected for operating and maintenance expenses.

SECTION 3 - Operation and Maintenance (O&M) Fund

1. The O&M Fund shall be used for annual operation and maintenance expenses, including minor repairs in the operation of Association facilities. Its source of income shall be the annual dues collected from the membership, based on the projected budget and membership for that year's operation.

2. A portion of the O&M Fund, designated the Community Association Fund, shall be established to finance the operation and basic community facilities and activities, such as the club house and park, the basketball and volleyball courts, and the Village Crier and exclusive of the major recreational facilities, to include but not limited to, the pool and tennis courts. The Community Association Fund portion of the O&M budget shall be established and approved by the Board.

3. The portion of the O&M Fund designated the Recreation Association Fund shall be used to finance the operation and maintenance of the recreation facilities to include, but not limited to, the swimming pool and the tennis courts. This portion of the O&M Fund shall be budgeted by the Board and presented to the general membership for approval. A combination of the separate dues supporting these two funds shall constitute the total annual dues necessary to fund the annual O&M budget.

SECTION 4 - Special Assessments

1. Special assessments may be determined and levied on the Association members by the Board, subject to membership approval, when insufficient funds exist in the O&M and/or I&C Funds for continued operation of Association facilities and activities.

SECTION 5 - Transfer of Funds

1. When approved by a majority of the Board members, the I&C Fund may be used as a temporary source of funds for O&M purposes, but must be reimbursed by an equal amount from the next subsequent annual dues income or from a special assessment.

ARTICLE X
COMPLAINTS

SECTION 1 - Registering Complaints

1. Any complaint made by a member regarding, (a) the conduct of another member or guest or the conduct or performance of any officer, director, committee member, or employee of the Association or (b) any phase of the operation of any Association facility, shall be submitted in writing by such complaining member to the Secretary who shall transmit it to the Board for final decision and disposition.

ARTICLE XI
BY-LAW AMENDMENTS AND INTERPRETATION

SECTION 1 - Procedure for Amending

1. These By-Laws may be amended by affirmative two-thirds vote of the vote to be cast at an Association meeting. A copy of each proposed amendment shall be made available to each member (10) days prior to the Association meeting. These restrictions shall not apply to the amending of a proposed amendment when being acted upon by the Association at its meeting.
2. The Board shall decide all questions of interpretation of the By-Laws.

THESE VILLAGE GREEN COMMUNITY ASSOCIATION, INC BY-LAWS HAVE BEEN READ AND ARE IN AFFECT AS OF THE DATE SIGNED BY THE CURRENT YEARS OFFICERS OF THE ASSOCIATION.

_____ Printed name President	∴	_____ Printed name Vice President
_____ Signature/Date President	∴	_____ Signature/Date Vice President
_____ Printed name Treasurer	∴	_____ Printed name Secretary
_____ Signature/Date Treasurer	∴	_____ Signature/Date Secretary