



VILLAGE GREEN
AN OYSTER POINT COMMUNITY

VILLAGE GREEN COMMUNITY ASSOCIATION, INC
BY-LAWS

As Approved/Revised by the General Membership on
December 6, 2022

Fostering a Caring Community
Through Membership Participation
and **Volunteer** Support

Founded in 1975

[DRAFT VERSION (11/12/2022)]
[HIGHLIGHTED SECTIONS REPRESENT
CHANGES, ADDITIONS, MOVED PASSAGES]

VILLAGE GREEN COMMUNITY ASSOCIATION, INC
BY-LAWS

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ARTICLE I
ORGANIZATION AND OBJECTIVE

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 – Purpose

1. The purpose of the Association is to:
 - a. keep the Village Green Community a unique, neighborly, and desirable neighborhood to live in through the collective effort of residents,
 - b. foster increased volunteerism and a strong sense of belonging,
 - c. provide a variety of community activities and recreational offerings,
 - d. maintain and improve Association grounds and facilities,
 - e. facilitate a collective voice on civic issues related to the neighborhood and surrounding community.

SECTION 4 – Fiscal Year & Annual Meeting

1. The fiscal year of the Association shall be 1 March to 28/29 February of the next year.
2. The fiscal year shall also apply for annual memberships and related benefits.
3. The Association shall hold an Annual Meeting in the month of October for the purposes of electing the Board of Directors, providing financial updates, and soliciting input from the membership.

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 (7) to **thirteen (13)** 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 **any Standing and Special** Committees, and **other** duly elected active members as **needed**.
3. **The Standing and Special Committees shall be composed of up to 10 committees established by the board as provided in Article IV,**
4. For designation purpose, the Board of Directors **shall** 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 **in accordance with Article VI.**
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 Special Committees, **in accordance with Article IV.**
 - e. To define the duties and powers **of Committees,** and, through the Treasurer, establish a budget for each Committee **as necessary.**
 - f. To annually establish a schedule of fees and dues.
 - g. 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.
 - h. 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.

- i. To purchase the necessary insurance, to include fire and liability, to protect the Association and its assets.
- j. To appoint delegates to various associations and to represent the Association in official capacities regarding issues that the Board has officially taken a position.
- k. To remove a Director or Officer from the Board for cause.
- l. To confirm the appointment of any 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.
- m. To direct the President to call special meetings of the Association in accordance with Article VI, Section 2.
- n. To appoint a committee of at least three (3) active members outside the Board to bi-annually review the books and/or financial records of the Association, in accordance with Article IV.
- o. To elect a presiding officer in the event that both the President and Vice President offices are vacant.
- p. 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.
- q. 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.

SECTION 3 – Expectation of the Board of Directors

- 1. Directors shall serve one (1) year terms, according to the election process in Article V, with no defined term limits. Directors appointed to the board to fill vacant positions between annual elections shall serve in an interim status until the following annual election.
- 2. Directors shall be expected to attend all regular, annual, and special meetings and to contribute time outside of board meetings leading or supporting community efforts. The absence of a Director from three consecutive meetings, of any kind, without just cause or communication, may warrant removal of that Director from the Board by the President or presiding officer.
- 3. The Directors shall represent community member issues, requests, and suggestions to the Board and the interests of the Association to the community.
- 4. Directors shall refrain from communicating on behalf of the Board or Association on any items that the Board has not expressly considered and addressed by a majority vote.
- 5. Directors shall express support for collective decisions of the Board or refrain from comment.
- 6. Directors shall refrain from using their position on the Board to gain favors or special treatment outside of any directed vote of the Board.

SECTION 4 – Compensation

1. No salary or other compensation, aside from incentives offered to all members, such as, raffle prizes, giveaways, or volunteer incentives, shall be paid to any other officer of the Association, board member or committee member for services performed as such an officer or member.
2. Directors and Association volunteers shall be reimbursed for material costs incurred in their work on behalf of the Association based upon the adopted budget. The Board shall establish standard practices and protocols to ensure reimbursements are paid efficiently and in accordance with best practices.
3. Directors shall not receive any due discounts or upgraded memberships other than those available to full membership.

ARTICLE III **OFFICERS**

SECTION 1 – Offices & Terms

1. The offices of the Association shall be a President, a Vice President, a Secretary, and a Treasurer, elected as provided in Article V, and shall be known collectively as the “Officers” of the Association.
2. One person may not hold two elective offices.
3. Officers shall serve one (1) year terms beginning one (1) day after the annual election. The board may elect an officer to fill any vacant office until the following annual election. Officers have no other term limits to service.
4. Vacancy of an office will be filled in accordance with Article V. Section 2.

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. The President shall preside at all meetings of the Association and of the Board.
3. The President shall call special meetings of the members of the Association as provided in Article VI, Section 2.
4. The President 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 chairpersons, employ all officers and employees not otherwise herein provided for.
5. The President shall establish Special Committees as needed to carry out the work of the association, according to Article IV. The President shall appoint the chairperson of each Special Committee and fill any vacancies in such Committees by appointment. The President, or their Director designee, shall be an ex officio member of all such committees.
6. The President shall make annual reports to the Directors and members of the Association on the activities of the Association and the financial health of the organization at the Annual meeting.
7. With the Secretary, and in their capacity as Chief Executive Officer of the Corporation, the President 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. The President shall, subject to the approval of the Board, authorize all checks disbursing unbudgeted Association funds.
9. The President shall perform all other such duties as properly may be required of them by the Board.
10. The President, upon expiration of their term of office, shall act in the capacity of advisor to the Board as requested by the Board. This is an honorary role and shall not be a voting role on the Board, unless serving on the Board in another capacity.

SECTION 3 – Duties of the Vice President

1. In the absence of the President, the Vice President shall perform all their duties; and, if the office of President shall become vacant, the Vice President shall vacate the Vice President position and 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. The Vice President shall perform all other duties that the Board shall assign to them.

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. The Secretary shall be the custodian of the Corporation Seal and affix it to all such written documents as require it. They shall sign or countersign all such instruments as may require their signature as a corporation officer of the Association.
3. The Secretary shall be the custodian of the official letterhead, logos, brands and any correspondence templates.
4. The Secretary 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.
5. The Secretary shall issue or cause to be issued all notices of all meetings of members or directors, and shall keep the minutes and record thereof.
6. The Secretary, or their designee, shall keep or cause to be kept an accurate listing of all members' names, home addresses and telephone numbers, as well as type and date of membership. In conjunction with the Treasurer, they shall collect all dues and fees from members.
7. The Secretary shall keep an accurate history of all resignations of members or officers and all membership forfeitures, suspensions and expulsions. They shall keep all records of related actions and decisions.
8. The Secretary, or their designee, shall be responsible for posting all Association notices per Article VI.
9. The Secretary shall perform all other duties that the Board shall assign them.

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. The Treasurer shall sign or countersign all such instruments as may require their signature as a corporate officer.
3. The Treasurer shall be custodian of all Association funds. They shall deposit all funds in depository designated by the Board.

4. **The Treasurer** shall disburse the Association funds, as authorized by the Board. They 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. **The Treasurer** shall submit monthly to the Board, complete information as to the financial conditions of the Association.
6. If the Board deems necessary, **the Treasurer** shall furnish a bond for the faithful performance of **their** duties and the proper accounting of all funds which may come into **their** hands as such officer, such bond to be in the amount determined by the Board and to be paid for by the Association.
7. **The Treasurer** shall perform all other such duties as may properly be assigned to them by the Board.
8. **The Treasurer** shall make the financial records of the Association available for review to any active member within ten (10) days from having received a written request from that member.

ARTICLE IV **COMMITTEES**

SECTION 1 – Formation

1. Standing Committees, Special Committees, and Advisory 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.
2. Standing Committees shall consist of at least the Executive Committee and the Finance Committee.
 - a. The Executive Committee shall be chaired by the President and comprised of the Officers of the Board. The Executive Committee shall not have any powers other than those directed by the Board to execute. The Executive Committee will only meet as called by the President for the purposes of board leadership, addressing membership concerns, preparing for upcoming meetings, or other designated purpose.
 - b. The Finance Committee shall be chaired by the Treasurer. The Committee shall be comprised of the Treasurer, either the President or Vice President, two (2) other Association member households who are not currently serving on the Board, and one (1) other Director. The Finance Committee shall be convened at least once a year to review the accounting practices, finances, and accounts and to provide a summary of any recommendations to the Board.
3. Special Committees shall be established by the Officers and approved annually by the Board. Chairpersons of Special Committees shall be elected annually by the membership to serve on the Board of Directors. Special Committees shall be established to address various bodies of work of the Board and may be enable by the Board to act on behalf of the Board or Association.
4. Advisory Committees may be established during the year and shall be approved by the Board. Chairpersons of Advisory Committees shall consist of at least one Board member. Advisory Committees serve only to research, discuss, and advise the board on a specific area of improvement or concern.
5. Vacancies in the chairmanship of Standing Committees or Special Committees shall be filled in accordance with Article V, Section 2.
6. Unless prescribed elsewhere in the bylaws, each committee shall be composed of as many Association members and/or Directors, as the chair of the committee may determine. Committee member appointments are for one year or at the discretion of the Board.
7. The President shall bi-annually appoint a Financial Review committee of at least three (3) active members, outside the Board, to review the books and/or financial records of the Association and present any findings or questions to the board. A summary report of the work of the Financial Review committee shall be provided to the Board and shared with the membership at the following Annual Association Meeting in October.

SECTION 2 – General Rules and Expectations

1. The Board shall, as necessary, provide each member with applicable 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.
2. No committee shall have the right to obligate the Association in any way without the express support by the Board. Nor shall a committee spend or obligate any sum in excess of the specific budgeted amount established for its use for the current year by the Board.

3. 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 Board, having only such authority as is specifically defined herein and as may be delegated to them by the Board.

ARTICLE V **ELECTIONS**

SECTION 1 – Board of Directors and Officers

1. At least thirty (30) days prior to the annual meeting, a Nominating Committee of at least 3 current members shall be appointed to generate a list of Board of Directors nominees for consideration by the membership.
2. At least seven (7) days prior to the annual meeting, the names of the nominees shall be submitted by the nominating committee to the Board and published for the general membership to review.
3. Nominations for Board members shall also be accepted from the floor at the annual meeting.
4. The Board, comprised of Directors and Officers of the Association, shall be elected annually at the Annual meeting and shall begin their tenure on the day following.

SECTION 2 – Vacancies

1. When a vacancy occurs on the Board through resignation or removal, the President shall appoint any member to serve in that vacancy, confirmed by a majority vote of the Board at the next regular board meeting or a called special meeting.
2. Members appointed to complete an unfulfilled term, may choose to seek reelection the following year at the Annual meeting should they desire to continue to serve.

ARTICLE VI **MEETINGS**

SECTION 1 – Types of Meetings and Membership Requirements

1. The Board shall be able to hold two types of meetings: Association meetings and Board Meetings.
2. Association meetings shall be open to the general membership for the purpose of electing officers, revising the by-laws, revisions to organization rules, providing community updates, or engaging the membership on certain issues.
3. Board meetings shall be open to only those elected or appointed to the board, unless otherwise determined by the board. The purpose of Board meetings shall be for conducting the business of the Association, establishing rules, setting dues and fees, overseeing fiduciary responsibilities, overseeing the management of properties and facilities, enforcing association rules, and addressing suggestions, requests, and concerns from the membership.
4. Active membership in the Association is required in order to attend or vote any meetings of the Association, unless otherwise agreed upon by the Board.
5. Notification may occur through a variety of available means to include but not limited to the neighborhood marque, Crier newsletter, e-newsletter, website post, and/or social media post.
6. The President shall cancel any regular meeting as necessary to ensure the safety of attendees due to declared state of emergency, disaster, pandemic, or other local emergency.

SECTION 2 – 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.
2. Active members shall be notified at least seven (7) days before the date of the meeting.

SECTION 3 – 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 (25) active member households in good standing.
2. Special meetings shall be held at such time and place as determined by the Board within 45 days of the request to hold the meeting. The Board shall be required to provide no less than 24-hour notices of any Special Meeting according to procedures outlined in Article VI Section 1.
3. No business other than that specified may be transacted. The Board shall have the ability to limit the nature of the business of the meeting and establish any related meeting protocols to ensure all attendees are heard.
The nature of the business to be transacted, the location, and the date of the meeting, shall be specified in the notice of the special meeting in accordance with Article VI Section 1.

SECTION 4 – Quorum of Association Meetings

1. A quorum of any Association meeting shall consist of a majority of the Board or at least 25 active member households in attendance. A work session may be held if a quorum is not present where updates and discussion may occur, but no action shall be taken.

2. At all meetings of the Association, each member household shall be entitled to one vote per household membership.
3. Each member household shall vote in person or by submitting a written proxy for any outstanding voting items in writing to the Officers prior to the meeting. Any items, nominations, or amendments brought to the floor unrelated to the written proxy shall nullify any proxy vote.

SECTION 5 – 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.
2. A future scheduled Board meeting may be suspended by 2/3 vote of the Board members.
3. Regular meetings shall only be open to the general membership when agreed upon by the Board prior to the meeting.
4. The President shall cancel any regular meeting as necessary to ensure the safety of attendees due to declared state of emergency, disaster, pandemic, or other local emergency.

SECTION 6 – Special Board Meetings

1. Special meetings of the Board shall be held on call of the President, acting on their own initiative, or upon written application of four (4) members of the Board, such meetings to be held at such time and place as the President shall designate.
2. Notice of special meetings of the Board shall be given to all Directors no less than 8 hours in advance of the meeting.

SECTION 7 – Quorum of Board Meetings

1. A quorum at any meeting of the Board shall consist of a majority of the currently active Board members.
2. A quorum shall be required to conduct any business or hold a vote on any matters before the Board. A work session may be held if a quorum is not present where updates and discussion may occur, but no action shall be taken.
3. At all meetings of the Board, each member shall be entitled to one vote per Director.

SECTION 8 – Electronic Meetings

1. The Board shall be able to hold any meeting in an electronic video or phone conferencing format, provided that all quorum requirements are present through the electronic system.
2. Any meetings open to the membership but held in a virtual format must provide for an alternative means for the general membership to view or participate in the meeting.
3. Decisions made via email, text message, or other digital communication system by a majority of the Board shall be considered as standing and read into the record at the subsequent board meeting.

SECTION 9 – Parliamentary Rules & Accommodations

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

2. The Board shall reserve the right to establish additional rules or meeting protocols in order to maintain meeting decorum and ensure broad opportunity for participation. Any special meeting protocols will be either announced prior to the meeting, posted at the meeting, or read at the meeting.
3. The Board shall consider all requests for accommodations and make reasonable effort to address accommodations in instances to include, but not limited to, auditory, visual, or physical access needs. Requests for accommodations should be communicated to the Board at least 24 hours prior to any meeting.

ARTICLE VII **MEMBERSHIP**

SECTION 1 – Annual Membership

1. Membership in the Association is on annual basis beginning March 1 until February 28/29.
2. Annual renewal of membership is required of all Association members.
3. The Board may choose to encourage early Annual Membership initiatives and incentives. Therefore, Board may allow new memberships, or membership renewals, completed after January 1, but preceding the March 1 start to the membership year, to be effective for the remainder of that membership year and the following year.
4. The Board or the Association shall not discriminate against any person on the basis of race, color, religion, gender, sexual orientation, citizenship, marital status, age, national origin, ancestry, or physical or mental abilities.

SECTION 2 – Members

1. Members shall consist of households, regardless of household size or composition. Dues or rates may vary based upon membership level, household size, composition, or other factors.
2. To become a member of the Association, each household must:
 - a. advise the Board or the Board's designee of their interest in joining,
 - b. show that they own a home and/or are a legal resident within the subdivision of Village Green, Newport News, Virginia, and
 - c. pay the necessary dues or charges as are currently in effect to the Treasurer or membership coordinator,
3. If any household that does not own or reside within the Village Green, Newport News community desires membership in the Association, they must:
 - a. submit their request for membership to the Board or the Board's designee,
 - b. receive approval from the Board to join the Association,
 - c. and pay all necessary dues or charges as are currently in effect to the Treasurer or membership coordinator.

SECTION 3 – TYPES OF MEMBERSHIP

1. Membership in the Association shall consist of two (2) categories of membership – Resident Households or Non-Resident ("Associate") Households.
2. Resident household membership shall:
 - a. be limited to resident households within the subdivision designated as Village Green, Newport News, Virginia;
 - b. pay the applicable annual dues;
 - c. be entitled to vote, hold an Association office, or serve on a committee;

d. be entitled to all privileges of the Association provided in their membership type except as otherwise provided by the Board; and

e. be comprised of two (2) levels of membership – Community Membership or Recreation Membership.

i) Resident Community membership shall be entitled to access to community owned parks, open spaces, clubhouse facilities, and special events, unless otherwise designated by the Board.

ii) Resident Recreation membership shall be entitled to access to all facilities described under Community membership as well as the community held pool facility, any related pool activities, and any areas otherwise designated by the Board.

3. Non-resident household membership shall:

a. include non-Village Green households who wish to utilize Village Green Community Association facilities or participate in Village Green activities;

b. pay the applicable annual dues;

c. not be permitted to vote or hold office;

d. be permitted to serve on a committee and participate at any open membership meeting;

e. be entitled to all privileges of the Association provided in their membership type except as otherwise provided by the Board;

f. be eligible for Resident membership with proof of legal residence in the subdivision designated as Village Green, Newport News, Virginia.

g. be comprised of two (2) levels of membership – Community Membership or Recreation Membership.

i) Non-resident Community membership shall be entitled to access to community owned parks, open spaces, clubhouse facilities, and special events, unless otherwise designated by the Board;

ii) Non-resident Recreation membership shall be entitled to access to all facilities described under Community membership as well as the community held pool facility, any related pool activities, and any areas otherwise designated by the Board;

SECTION 4 – Dues & Discount

1. The Board shall adopt a schedule of dues, discounts and rates, known as Membership Rates, before March 1 annually.

2. The Board shall be entitled to revise or adjust the established Membership Rates at any time of the year.

3. The Membership Rates shall include all dues for memberships, any designated discounts for special populations or household's composition, and any rates related to rental or use of Association owned facilities and grounds.

4. No membership shall be considered valid and in good standing until all appropriate membership dues are paid.

SECTION 5 – Suspensions and Expulsions

1. The Board shall have the authority to suspend or remove any member household from the membership for cause. Examples of just cause may include but are not limited to:
 - a. Damage or destruction of Association property and/or facilities;
 - b. Hostile or threatening communication towards the Association, the Board, or its membership;
 - c. Actions deemed an unethical use of Association resources or misuse of funds;
 - d. Violation of any Association by-laws, rules or regulations (i.e. trespassing, unauthorized facility usage...);
 - e. Violation of any current enforcement practices related to deed or covenant restrictions; or
 - f. Representing and/or committing the Association or Board without the express approval or support of the Board.
2. Any action by the Board for expulsion or suspension shall first be made known to the individual involved in writing. The member household shall be allowed a time period of fifteen (15) days to present defenses or response before any action of the Board shall be considered final.
3. The member household under action shall have the opportunity to either present a defense in writing or in person upon notification of the Board. Should the household request to meet with the Board in-person, the request shall be made in writing and the Board shall call a Special Board Meeting within fifteen (15) days of the request at a time mutually agreed upon.
4. During the process of appeal, any Association privileges of the member household shall be suspended unless otherwise decided by the Board to permit any or all privileges to remain intact.

SECTION 6 – Resignations & Transfer of Membership

1. Any member wishing to withdraw from the Association must submit the request to the Board, or their designee, in writing thirty (30) days prior to the desired effective date. Refunds, or the proration of any dues paid, are at the discretion of the Board.
2. An active member who no longer owns property or resides in Village Green, Newport News, Virginia shall be automatically withdrawn from resident membership, allowed to convert their membership to an Associate member category, or transfer membership to the new resident of the property within 30 days of notice from the Board.
3. Any member wishing to transfer membership in the Association must submit the request to the Board, or their designee, in writing thirty (30) days prior to the desired effective date. The transfer request should include a new application for membership of the new household.
4. The requestor and the new membership household will be notified within thirty (30) days if the transfer request is approved, denied, or pending any additional dues based on household composition.
5. No refunds will be given to the requesting member or new household through a transfer of membership.

ARTICLE VIII **ASSOCIATION RULES**

SECTION 1 – Formulation

1. All Association Rules governing facilities, members, guests, officers, committees, and employees shall be formulated **and approved** 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, **either in print or digitally**, 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 **under the powers provided**.

SECTION 4 – Appeal

1. Any member shall have the right to appeal to the Board for the decision of any committee **or the Board** with respect to its interpretation and enforcement of any rules or By-Laws.
2. **Requests for appeal must be in writing to the board within 30 days of the Board or committee's initial decision. Appeals shall be considered either by written appeal, through a special closed meeting of the Board, or both.**
3. **Should the member request to meet with the Board in-person, the request shall be made in writing to the Board, or designee. The Board shall review the request and if it is determined that an appeal is valid and warranted, shall call a Special Board Meeting at a time and location that is mutually agreed upon within thirty (30) days of the request.**
4. **The Board shall reserve the authority to determine the validity of an appeal particularly when it pertains to repeated request for appeal or redress of concerns. Any decision of the Board shall be provided to the Requestor within fifteen (15) days of the request for appeal. The Board's decisions in all such matters shall be final.**

SECTION 5 – Deed Restrictions, Code Violations, and Member Disputes

1. **The Association has been named as the organization enabled to address deed restrictions related to the various subdivisions of Village Green.**
2. **The Board shall address deed restrictions uniformly. The Board shall retain discretion to limit the extent of enforcement, the tools of enforcement, and any related practices in a fair and equal manner.**
3. **The President of Board, or their designee, on behalf of the Association, may provide testimony as to any facts related to information shared with the Board regarding local violations that may assist in any enforcement proceedings.**
4. **The Board shall only address member disputes as they relate to the operation and maintenance of Association facilities and/or events, in accordance with Article X Section 1.**

SECTION 6 – Registering Complaints

1. Any complaint made by a member shall be submitted in writing by such complaining member to the Secretary who shall transmit it to the Board for decision and disposition.
2. The Board shall review and address the merits of complaints when regarding, (a) the conduct of another member or guest in relation to the use of Association property or activities, (b) the conduct or performance of any officer, director, committee member, or employee of the Association, or (c) any aspect of the operation of any Association facilities or events.
3. The Board shall provide a response to the complainant of action taken by the board, if any, to address the complaint within 30 days of their next regular Board meeting.
4. Any Director shall refrain from releasing personal information regarding the complainant or the member household in question except by decision of the Board or in accordance with any legal proceedings.

SECTION 7 – Addressing Civic Concerns

1. Members may present concerns, complaints, or requests to the Board regarding the use, current or planned, or maintenance of any property within or around the Village Green community that they feel impacts the quality of life of neighbors and residents of Village Green.
2. Requests shall be provided to the Board either in writing or in person at any meeting of the Association where public comment is being heard.
3. The Board shall consider issues raised by member and may or may not choose to take specific actions based on the best interest of the Association and/or the community. The Association shall notify the member, where appropriate, of any follow-up actions or decisions to not act on the issues raised.
4. Should the Board choose to act, unless otherwise designated, the President, or other designee of the Board, may represent any issues to appropriate local authorities on behalf of the Association. The President, or other designee of the Board, will limit any advocacy or actions to those issues or positions expressly agreed upon by the Board through a majority vote.

ARTICLE IX

ASSOCIATION FUNDING

SECTION 1 – Sources of Income

1. The Association shall be financially supported by annual membership dues [as governed in Article VII Section 4], facility rental/usage fees, sponsorships, donations, investments, or other fundraising activities.
2. The Treasurer shall be custodian of all Association funds. The Treasurer shall make periodic financial status reports to the Board and to the general membership.
3. Donations of property or goods must be approved by the Board prior to acceptance.
4. Donations of cash shall be considered undesignated giving unless otherwise restricted.
5. The Board shall approve any fees or efforts to obtain income outside of annual memberships dues.

SECTION 2 – Reserve and Capital (R&C) Fund

1. The R&C Fund shall be a capital investments fund used to finance major long term facility improvements, repairs which cannot be met by the annual operating budget, or short-term budget shortfalls.
2. The R&C Fund shall be supported by (1) interest received from fund investments or deposits, and (2) the net income from annual dues collected for operating and maintenance expenses.
3. Capital projects may include, but not be limited to, projects of at least \$2,000 and/or improvements that are intended to last for more than 3 years.
4. The Association shall maintain a minimum R&C Fund that is equivalent to 80% of the average of the previous two year's annual operating expenditures. The Association shall only expend below this minimum limit in case of lost revenues or emergency in order to ensure continual minimal operation of the Association.

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.
2. The budget for the O&M Fund is based on the projected budget and membership for that year's operation.

ARTICLE X
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 the Annual Association or a Special Association meeting.
2. A copy of each proposed amendment shall be made available to each member no less than ten (10) days prior to the Association meeting via the website, Crier newsletter, or other means of communication. These restrictions shall not apply to the amending of any proposed revisions when being acted upon by the Association at its meeting.
3. The Board shall decide all questions of interpretation of the By-Laws.

SECTION 2 – General Record of By-Law Amendments & Summary of Revisions

1. May 10, 2011 – General By-Law Revisions
2. December 6, 2022 – General By-Law Revisions – Purpose, Officers, Committees, Meetings Membership, Dues, Rules, Communications, Amendments.

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