

By-Laws of the Historic Little England Community

ARTICLE I -- NAME

The name of this organization shall be Historic Little England Community, hereinafter referred to as "Community."

ARTICLE II -- PURPOSE

The purpose of this Community shall be to provide a means of friendly association for the members of this organization, to maintain a safe neighborhood where people want to live, to provide a forum for its members to respond to issues of common concern, to preserve and improve our neighborhood, and to communicate and work with the City of Hampton and surrounding neighborhoods for the betterment of the Community and its members.

ARTICLE III: -- ACTIVITIES AND AFFILIATIONS

Section 1. Nature of Activities. The Community shall be strictly non-partisan and non-sectarian. The Community, however, reserves the right to take positions and to express views on any legislation, ordinance or course of action, which in the judgment of the Community will affect the welfare of its members. The Community also reserves the right to comment on the actions of individuals and groups that affect the welfare of the members of the Community.

Section 2. Affiliation with Other Groups. The Community may, by determination of the Board, join, support or collaborate with federations, leagues, conventions or other civic groups whose purposes and actions are consistent with the welfare of the Community provided that any affiliation undertaken shall not impair the continued existence of the Community as a distinct organization.

ARTICLE IV -- COMMUNITY BOUNDARY

The boundary of the area served by this Community shall be as follows:

- On the South - Sunset Creek
- On the North – Salters Creek (Central Branch)
- On the West – S. Armistead Ave. including both sides of street South of Victoria Blvd.
- On the East - Hampton River

ARTICLE V -- MEMBERSHIP

Section 1. Voting Membership. Any individual 18 years of age or older who owns Real Property, as defined as a residential dwelling with one City of Hampton RPC (Real Property Code) Number, within the Community's community boundary as described in Article IV of these Bylaws is eligible for membership, but only **one** vote will be allotted for each residential dwelling. Buildings with multiple addresses or separate units with only one individual RPC Number will be allotted only one vote.

Non-Resident owners may designate one resident tenant, of their own choosing, as their representative in their absence. Owners will be required to provide a written proxy for their tenant designee. This proxy may be revoked at any time by the owner in writing.

Section 2. Non-voting Membership. Any individual 18 years of age or older who resides within the Community's community boundary as described in Article IV of these Bylaws is eligible for non-voting membership and can attend open meetings.

Section 3. Admission to Membership. Any person eligible for membership under this article shall become a member upon completion of a membership application that shall be forwarded to the Secretary for approval and payment of the annual dues amount (if any) that has been determined for that fiscal year. Any person approved for membership shall remain a member for as long as they continue to meet the requirements for individual membership as prescribed by Article V of the Bylaws.

Section 4. Annual Dues. The Board of Directors reserves the right to establish annual dues which are payable in advance at or before the annual meeting in May of each year. The Board of Directors may establish the annual dues as a suggested voluntary amount or as an amount payable as an additional requirement of individual membership in the Community. A review of the Community dues may be made during the Community fiscal year and the dues may be adjusted depending on the desired activities of the Community - primarily on postage fees, printing fees, or other external factors affecting the mailing or distribution of the newsletter or other notices of the Community.

ARTICLE VI – ELECTED OFFICERS

Section 1. Elected Officers, Terms and Qualifications. The Community shall elect annually a President, a Vice President, a Secretary, a Treasurer, and a Director at Large that shall be known as the Elected Officers and collectively shall function as the Officers Committee. The duties and powers of the officers shall be as set forth in this Article. The officers shall serve for one year or until their successors are chosen. Vacancies for any Elected Officer position shall be filled at the next regular or special meeting of the Community. Elected Officers chosen in special elections to fill vacancies shall assume their duties immediately.

Section 2. Duties of the President. The President shall be the Chief Executive Officer of the Community and shall take care that its bylaws and decisions are faithfully observed and executed. In addition, the President shall have the following specific duties:

- Preside over the meetings of the Community;
- Be chair of and a voting member of the Officers Committee and Board of Directors of the Community;
- Appoint all officers, special committees and representatives of the Community whose appointment is not otherwise provided for in the bylaws;

- Provide for the performance of the duties of any office or position of the Community during the temporary absence or disability of the incumbent until the vacancy shall have been filled in the manner provided by the bylaws; and
- Represent the Community on any occasion that in the President's judgment the interest of the Community is involved, and make or authorize statements on behalf of the Community on any matter in which the Community has arrived at a position or policy.
- As the Liaison to the City (Hampton) the President (or designee) shall represent the Community before various departments, elected officials, collectively and individually, and other standing organizations within the City of Hampton on the Community's positions and views on any legislation, ordinance or course of action, which in the judgment of the Community will affect the welfare of its members
- **Section 3. Duties of the Vice President.** The Vice President shall assist the President in the administration of the affairs of the Community and shall undertake such duties as the President may assign. In addition, the Vice President shall have the following specific duties:
 - If the President is absent from either a meeting of the Community, a meeting of the Officers Committee, or a meeting of the Board of Directors, the Vice President shall preside; and
 - In the event of the resignation, removal, disqualification, disability or death of the President, the Vice President shall immediately assume the office of the President for the remainder of the term of office. Should the Vice President also be unable to assume or continue in the office of President, the Treasurer shall fill the vacancy of the Vice President and become the President for the remainder of the term.

Section 4. Duties of the Treasurer. The Treasurer shall receive the funds of the Community and shall disburse these funds when duly authorized by the Officers Committee. The Treasurer shall make a report of the finances of the Community at each regular meeting and shall keep records in such form as to disclose the amounts and sources of all revenues received and the amounts and purposes of all funds disbursed. In coordination with the Secretary, the Treasurer shall maintain a current and accurate roll of members should the Board of Directors require payment of annual dues as a requirement of membership. In the absence of the President and the Vice President, the Treasurer shall perform the duties of the President.

Section 5. Duties of the Secretary. The Secretary shall take the minutes of all meetings of this Community, Officer Committee meetings, and Board of Directors meetings; shall aid the President in correspondence within this Community, with other Civic Communities and organizations, and with the City of Hampton; shall keep the roll of officers, Area Captains, other officials and committees of this Community, the Community membership concurrently with the Treasurer; if required, and shall perform such other duties as pertain to this office. In the absence of the President, Vice President, and Treasurer, the Secretary shall perform the duties of the President.

Section 6. Duties of the Director at Large. The role of Director at Large is to become familiar with the operations of the Chapter Board of Directors. The Director at Large will assist the President in achieving Community goals and effecting policies and/or decisions made by the Community Board of Directors.

Section 7. Appointed Officers. The President may appoint a corresponding secretary, a parliamentarian, a historian and other positions deemed in the best interest of the Community, and may assign to them duties appropriate for such offices. Appointed Officers serve at the pleasure of the President and are not entitled to vote at either elected officers meetings or Board of Directors meetings.

Section 8. Vacancies. If any Elected Officer other than the President becomes vacant by reason of death, resignation, retirement, removal, or failure to meet the requirements of individual membership as prescribed in Article V of these Bylaws, or any other cause, the Board of Directors shall appoint a successor or successors to serve for the unexpired term or terms.

Section 9. Removal of Elected Officers. Any Elected Officer may be removed for nonperformance of duties, inefficiency or conduct incompatible with the objectives and activities of the Community. A motion for removal may be made at any regular or special meeting of the Community. The reasons for the motion must be presented in writing and shall be read in their full text by the Secretary. The maker of the motion may briefly explain the reasons and may answer questions. The Elected Officer involved, if present, may briefly reply but there shall be no debate. At the next regular or special meeting held not sooner than ten days after the presentation of the motion, the question shall be debated, and if two-thirds of those voting are in favor thereof, the Elected Officer shall be immediately removed from office.

ARTICLE VII – AREA CAPTAINS

Section 1. Election, Terms and Qualifications. The Community shall annually elect Area Captains representing the following neighborhoods:

- Cedar Point
- Park Place
- Columbia Ave.
- S. Armistead Ave.
- Victoria Blvd.
- Linden Ave.
- Marrow St.
- Georgetown Condominiums
- Acorn Point

The duties of the Area Captains shall be as set forth in this Article. The Area Captains shall serve for one year or until their successors are chosen. Vacancies in any of the Area Captains shall be filled at the next regular or special meeting of the Community. Area Captains chosen in special elections to fill vacancies shall assume their duties immediately.

Section 2. Duties of the Area Captains. The Area Captains shall be the Community's local representatives of the geographic section of the neighborhood in which they reside. Area Captains shall serve as the point of contact for neighbors within their assigned area regarding neighborhood issues and concerns, share information from the Community to their assigned area, deliver flyers about Community issues and events to the residents of their assigned area, and welcome new residents to the neighborhood and invite them to Community meetings.

Section 3. Vacancies. If any Area Captain position becomes vacant by reason of death, resignation, retirement, removal, or failure to meet the requirements of individual membership as prescribed in Article V of these Bylaws, or any other cause, the Officers Committee shall appoint a successor or successors to serve for the unexpired term or terms.

Section 4. Removal of Area Captains. Any Area Captain may be removed for nonperformance of duties, inefficiency or conduct incompatible with the objectives and activities of the Community. A motion for removal may be made at any regular or special meeting of the Community. The reasons for the motion must be presented in writing and shall be read in their full text by the Secretary. The maker of the motion may briefly explain the reasons and may answer questions. The Area Captain involved, if present, may briefly reply but there shall be no debate. At the next regular or special meeting held not sooner than ten days after the presentation of the motion, the question shall be debated, and if two-thirds of those voting are in favor thereof, the Area Captain shall be immediately removed from office.

ARTICLE VIII –BOARD OF DIRECTORS

Section 1. Membership. The Board of Directors shall be comprised of the Elected Officers and the Immediate Past President.

Section 2. Duties of the Board of Directors. The Board of Directors shall be vested with the general management of the affairs of this Community. It shall act for this Community in matters specifically delegated to it by the membership and may act for this Community between meetings of the membership on any matter deemed urgent. Any such action shall be reported at the next meeting of this Community. The Board of Directors shall be subject to the orders of this Community, and none of its actions shall conflict with action taken by this Community.

Section 3. Rules of Proceedings. The Board of Directors may adopt rules for its proceedings, including the admission to the Board of Directors from time-to-time of other members on such temporary basis as is deemed proper.

ARTICLE IX -- COMMITTEES

Section 1. Establishment and Dissolution of Committees. The President, with the approval of the Board of Directors, shall from time to time, establish and/or dissolve standing or special committees with the exception of the Officers Committee.

Section 2. Reports of Committees. Reports of committees, both standing and special, shall be made in writing periodically to the Board of Directors and the Community at times designated by the President.

**ARTICLE X – NOMINATIONS AND ELECTIONS
OF BOARD OF DIRECTOR MEMBERS**

Section 1. Nominations. The Board of Directors shall appoint a special Committee on Nominations composed of three (3) members, one of whom shall be named the convener by the Board of Directors. The members shall select a chairperson from amongst themselves. The Committee on Nominations shall report a list of nominees for each elective office at the meeting of this Community in March of each year. In all nominations, previous consent shall have been obtained and all nominees must meet the membership qualifications of the Community as described in Article V of these Bylaws.

Section 2. Additional Nominations. Additional nominations for any Board of Director's position may be made from the floor by any member in good standing immediately following the report from the Committee on Nominations. In all nominations, previous consent shall have been obtained and all nominees must meet the membership qualifications of the Community as described in Article V of these Bylaws.

Section 3. Elections. Elections shall be held at the annual meeting in May of each year.

Section 4. Method of Election. Elections shall be by secret ballot unless by acclamation. All members in good standing and present shall be entitled to vote. The nominee for each office receiving the largest number of votes cast shall be declared elected. If there is only one candidate for any office, the election for that office, or offices, may be by voice vote.

Section 5. Installation of Board of Directors. Board of Director members shall be installed before the close of the meeting at which they are elected and shall serve for one (1) year or until their successors are elected.

Section 6. Multiple Elective Offices. No member shall hold more than one Board of Director position at a time.

Section 7. Interim Board of Director Members. If the Board of Directors fails to appoint a Committee on Nominations and fails to hold an election of Board of Director members by July of each year, a quorum of Community members in good standing may call a meeting of the membership and elect Interim Board of Director members, provided that all residents living within the Community's boundaries have received written notification of the meeting at least one week in advance. The Interim Board of Director members shall serve for no more than one year. During that year, these Interim Board of Director members shall conduct the business of the Community, shall appoint a Committee on Nominations, and shall hold an election. All records and property of the Community shall be turned over promptly to the Interim Board of Director members by the previous Board of Director members.

ARTICLE XI -- MEETINGS

Section 1. Annual Community Meeting. An annual meeting of this Community shall be held in May of each year at a time and place selected by the Board of Directors.

Section 2. Regular Community Meetings. The meetings of this Community shall be held at times and places selected by the Board of Directors or the membership of this Community, but such times shall include at a minimum July, September, November, January, March and May of each year.

Section 3. Officers Committee Meetings. An annual meeting of the Officers Committee shall be held within ten (10) days after the annual meeting of this Community for the following purposes: that the program of activities may begin as early as possible; that appropriate consideration may be given to participation of this Community in the activities of the City of Hampton; and that the outgoing officers, if required, may transfer property and records as required by Article XIV of these Bylaws. Thereafter, meetings of the Officers Committee shall be held regularly at a time and place designated by the President and at the call of the President or upon the written request of three (3) Officers.

Section 4. Board of Directors Meetings. A meeting of the Board of Directors shall be held within ten (10) days after the annual Officers Committee meeting for the following purposes review, amendment, disapproval, or approval of the program of activities prescribed by the Officers for the coming year. Thereafter, meetings of that Board of Directors shall be held at a time and place designated by the President or upon the written request of three (3) members of the Board of Directors.

Section 5. Committee Meetings. Meetings of any special or standing committee of this Community may be held as required and on any subject within the responsibility of the committee. The Committee Chairperson shall call the meetings and select the times and places for these meetings.

ARTICLE XII -- QUORUM AND VOTING

Section 1. Community Quorum. Fifteen (15) members of this Community shall constitute a quorum of this Community for the transaction of any business. Meetings may be held even if a quorum is not present provided that action taken at such meetings shall be effective only if thereafter approved by the Officers Committee or by a meeting of this Community at which a quorum is present.

Section 2. Committee Quorum. A majority of the members of the Officers Committee, Board of Directors or any other committee of this Community shall constitute a quorum for the transaction of any business properly before them.

Section 3. Voting. All actions by the Community membership, the Officers Committee, the Board of Directors, and any committee shall be by majority vote of the members voting who are either present or voting by proxy.

ARTICLE XIII -- FISCAL OPERATIONS

Section 1. Fiscal Year. The fiscal year of this Community shall commence with the day following the annual meeting and conclude the day of the next annual meeting.

Section 2. Fiscal Governance. The fiscal affairs of this Community shall be governed by an annual budget to be adopted by the Officers Committee. The annual budget shall cover the regular and ordinary expenditures of this Community and may be revised at any time by the Officers Committee.

Section 3. Disbursement Approval. Disbursements made in accordance with the annual budget adopted by the Officers Committee may be made by the Treasurer. Other expenditures shall be approved in advance by the Officers Committee.

Section 4. Maintenance of Community Funds. The funds of this Community shall be maintained by the Treasurer in a manner approved by the Board of Directors.

Section 5. Financial Oversight. The President shall inspect the Treasurer's accounts at the close of the fiscal year and report its findings to the Board of Directors no later than June 30th.

ARTICLE XIV -- PROPERTY AND RECORDS

All Board of Director members of this Community holding or charged with the responsibility for the custody and maintenance of any records of correspondence, documents and funds and any other property of this Community shall turn over promptly to their successors all such records and property. The outgoing Board of Director members shall deliver all such records and property at the meeting prescribed by Article XI of these Bylaws. If delivery to the successor cannot be accomplished, delivery shall be made to the Secretary or the Vice President. Successors shall be responsible for obtaining from their predecessors all records and other property of this Community.

ARTICLE XV -- PARLIAMENTARY AUTHORITY

The rules contained in the most current edition of *Robert's Rules of Order Newly Revised* shall govern this Community in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order this Community may adopt.

ARTICLE XVI - AMENDMENTS

Amendments to these Bylaws may be made at any meeting of this Community by a quorum of members as prescribed by Article XII of these Bylaws provided that the proposed amendments were presented at the preceding meeting of the Community in writing to the Secretary and the Parliamentarian, if appointed, who shall read the proposed amendments to the membership. Proposed amendments shall then be referred to Elected Officers Committee which shall report to the Community membership at the next meeting.