

CONSTITUTION AND BYLAWS

OF THE

ALLIANCE

OF

NEIGHBORHOODS

AS AMENDED

Charlottesville, Virginia
Adopted March 16, 2010

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CONSTITUTION
OF THE
ALLIANCE OF NEIGHBORHOODS

PREAMBLE

With the ultimate aim of making our community a better place to live, we, residents of neighborhoods in the City of Charlottesville and the County of Albemarle, do commit ourselves through the Alliance of Neighborhoods to concerted action for the benefit of all in accordance with the provisions of this constitution.

ARTICLE 1. NAME, PURPOSE AND ACTIVITIES

Section 1. Name. The name of our organization shall be THE ALLIANCE OF NEIGHBORHOODS.

Section 2. Purpose. The purpose of the Alliance shall be

- to aid the development of neighborhoods and in particular neighborhood associations and homeowners associations ("Associations")
- to advance the general goals set forth in the Preamble
- to increase the awareness of each member Association's concerns, problems, and achievements
- to support any member Association in its action where and when deemed beneficial by a majority vote of the member Associations
- to assist residents living in parts of the City and County without Associations to organize and hopefully become active members of the Alliance
- to encourage member Associations and others to adopt equitable policies and fair and open procedures.

Section 3. Activities. In all its activities, the Alliance shall be strictly nonpartisan, nonprofit, and nonsectarian. It shall not endorse candidates for public office. It reserves the right, with the approval of a majority of the member Associations, to advocate or oppose any legislation, policy, procedure, or position as necessary to advance any of the enumerated purposes of the Alliance. The Alliance's net earnings shall be devoted solely to charitable, educational and recreational activities. No part of the Alliance net earnings shall inure to the benefit of, or be distributed to, its members, trustees, officers, or any other private persons, except to pay reasonable expenses which are incurred in furtherance of its enumerated purposes.

ARTICLE II. MEMBERS

Section 1. Members. The members of the Alliance shall be the constituent Associations. Additionally, any individual who commits to support the its purposes, policies, and structure can be admitted to the Alliance and can serve as an at-large member of the Executive Board. These

individual members lack voting rights on matters coming before the Alliance, but any individual members who serve on the Executive Board may vote on matters coming before the Board.

Section 2. Eligibility. Any homeowner's association or neighborhood association formed or constituted by the residents of a given geographic area for the purpose of maintaining and improving its overall quality of life shall be deemed eligible for membership in the Alliance, provided that its own membership is open without limitation, other than the payment of reasonable dues, to all persons residing in that area. (Only households and individual persons shall be considered residents.)

Section 3. Membership Application and Decision. The Alliance welcomes new members. Individuals or Associations seeking to join should provide completed membership forms and dues to the secretary or the president of the Executive Board. Membership begins once the forms and dues are received. The Alliance reserves the right to determine which organization shall represent any neighborhood or group of residents. Removal of any Individual or Association membership requires a majority vote of the Association members of the Alliance.

Section 4. Representation of Member Associations in the Assembly. The central element of the Alliance is its Assembly -- which describes any meeting of its full membership. Each Association that joins the Alliance will appoint one of its members to serve as its representative to the Assembly. Each member Association shall have one vote in the Assembly, to be cast by its duly appointed regular or alternate representative. No vote by proxy will be permitted on any matter except as expressly provided for in the Bylaws.

ARTICLE III. OFFICERS, ASSEMBLY, BOARD AND COMMITTEES

Section 1. Officers. The Officers of the Alliance shall be elected from the representatives of the member Associations. They shall consist of a President, Vice President, Secretary, Corresponding Secretary, and Treasurer. These officers shall perform the duties prescribed in this Constitution and in the Bylaws adopted by the Alliance.

Section 2. Assembly. The representatives of the member Associations and individual members shall constitute the Assembly of the Alliance. The Assembly shall supervise the affairs of the Alliance. The Assembly shall appoint a committee to audit annually the accounts and management of the Alliance. All actions and records of the Assembly shall be open to review by the member Associations and their members. All Assembly meetings are open to the public.

Section 3. Executive Board. The President, Vice President, Secretary, Corresponding Secretary, Treasurer, and three other persons elected as at-large members at the Annual Meeting of the Assembly shall constitute the Executive Board. The Executive Board shall conduct the business of the Alliance, fix the hour and place of the meetings, and make recommendations to the Assembly and to the member Associations. The Board shall meet on a regular basis as stipulated in the Bylaws, and its meetings shall be open to all representatives and members of member Associations. Special meetings of the Board may be called by the President or shall be called upon request of any two member Associations. The purpose of the meeting shall be stated in the call. A majority of the Board shall constitute a quorum. All actions and records of the Executive Board and Alliance committees shall be open to review by the Assembly, the member

Associations, and their members. In all its actions, the Executive Board shall be subject to the orders of the Assembly, and none of the acts of the Board shall conflict with action taken by the Assembly.

Section 4. Nominating Committee. A nominating committee consisting of three member Association representatives shall be appointed annually by the Assembly. This committee shall nominate one candidate for each office to be filled at the Annual Meeting. Additional nominations from the floor shall be in order at the Annual Meeting. Each candidate shall give his/her written consent prior to nomination. Written consent may be submitted in advance or at the Annual Meeting.

Section 5. Election Procedure. All members of the Executive Board shall be elected by secret ballot by a majority vote of the member Associations attending the Annual Meeting. Executive Board members shall serve for one year or until their successors are elected, and their term of office shall begin immediately following election. The expiration of a term of office of an elected Alliance officer or Executive Board member within his/her Association shall not affect his/her term of office within the Alliance. However, a newly appointed representative of the member Association shall have that Association's one vote within the Alliance. All Executive Board members shall be limited to two consecutive terms of office.

Section 6. Other Committees. The Executive Board shall appoint any committee, standing or special, as it deems necessary to accomplish the purpose of the Alliance.

Section 7. Conflict of Interest. No Board member may vote upon a matter coming before that body in which he or she has a direct financial interest. Immediately upon becoming aware that such a conflict may exist, a Board member must disclose the existence of the potential conflict to the remaining Board members, withdraw from further deliberation on the issue, and refrain from voting on the matter. Any such disclosure and withdrawal shall be fully documented in the minutes of the Alliance.

ARTICLE IV. MEETINGS

The Assembly shall have a minimum of four meetings per year. The regular meeting of the Assembly in March shall be the Annual Meeting. At this meeting the Assembly shall elect officers and Executive Board members, receive reports, and conduct other business. Special meetings of the Assembly may be called by the President or shall be called upon request of any two member Associations. The purpose of the meeting shall be stated in the call which will be sent at least one week in advance of the meeting. One-third of the member Associations (not just those in attendance) entitled to vote shall constitute a quorum at Assembly meetings.

ARTICLE V. REPRESENTATION OF THE ALLIANCE

Only members of the Executive Board or persons designated by vote of the Assembly shall represent the Alliance. No person shall make any unconditional public statement or commitment in support of, or opposition to, any position or policy in the name of the Alliance without: (1) the unanimous approval of Association representatives; or (2) naming those member Associations

who constitute a majority of member Associations and have given their approval through their representatives to the Alliance and naming those who have refused, abstained, or were unreachable for a decision.

ARTICLE VI. BYLAWS

Section 1. Establishment. The Assembly shall prepare and adopt bylaws, which with this Constitution shall govern the policies and procedures of the Alliance.

Section 2. Adoption and Amendment. Any bylaw may be adopted or amended by an affirmative vote of a majority of the Executive Board at any meeting, provided there is a quorum and provided that seven (7) days written notice of the text has been given to all member Associations. Any proposed amendment to the Bylaws shall strive to achieve equity, justice, fairness for all, sufficiency, efficiency, and simplicity.

ARTICLE VII. AMENDMENTS TO THE CONSTITUTION

Section 1. Discussion and Adoption. This procedure guides any amendments to this Constitution:

- 1). Written text of any proposed amendments must be circulated to the Executive Board at least seven (7) days in advance of its next meeting.
- 2). The Executive Board shall discuss the proposals. A simple majority vote is required for approval.
- 3). The written text of any Executive Board-approved amendment shall then be sent to all member Associations along with notice of the Assembly meeting at which a final vote to approve will take place. The member Associations shall have at least thirty (30) days to consider a proposed amendment before that vote of the Assembly.
- 4). Adoption of any proposed amendment shall be by a two-thirds vote of the member Association representatives. Any amendment shall become effective immediately upon its adoption unless the motion to adopt specifies another time for its effectiveness.

BYLAWS OF THE ALLIANCE OF NEIGHBORHOODS

ARTICLE 1. DUES

The annual dues shall be \$10.00 payable on becoming a member and thereafter annually in March. The Treasurer shall notify any member two months in arrears. The Executive Board may suspend voting privileges until dues are made current. The Board may, on a finding of special circumstance in a particular case, vote to waive payment of dues for a year for a member. The Assembly may suspend collection of dues if the Treasurer deems the financial reserves are adequate.

ARTICLE II. OFFICERS

Section 1. President. The President shall preside at all meetings of the Assembly and the Executive Board, and shall perform such other duties as pertain to his/her office. He/she shall appoint the membership of all committees, standing or special, authorized by the Assembly or the Executive Board.

Section 2. Vice President. In the absence of the President, the Vice President shall perform the duties of the President, and in the absence of the President and the Vice President, the Secretary shall perform those duties.

Section 3. Secretary. The Secretary shall record the proceedings of the Assembly and of the Executive Board; be custodian of the Constitution and Bylaws of the Alliance and incorporate therein all duly adopted amendments; transmit promptly all resolutions to the appropriate committees; perform such other duties pertaining to his/her office as may be assigned by the Alliance; and at the end of his/her term of office, turn over to his/her successor all books, documents, records, and property of the Alliance.

Section 4. Corresponding Secretary. The Corresponding Secretary shall conduct correspondence of the Alliance; send out proper notices of all meetings and keep a roll of the officers and representatives of the member Associations; perform such other duties pertaining to his/her office as may be assigned by the Alliance; and at the end of his/her term of office, turn over to his/her successor all books, documents, records, and property of the Alliance.

Section 5. Treasurer. The Treasurer shall receive the funds of the Alliance and disburse them when duly authorized by the Assembly or the Executive Board; shall notify member Associations and individual members of dues payable, and record all monies and dues paid to the Alliance; shall make a financial report at each regular meeting of the Assembly and the Executive Board, and at the end of his/her term of office, he/she shall turn over to his/her successor all monies, funds, books, records, and other property belonging to the Alliance. The Treasurer shall keep a roll of member Association Presidents and representatives in coordination with the Secretary. The Treasurer shall report to the Alliance at the March meeting of each year a list of the member Associations and individual members with dues paid or unpaid.

ARTICLE III. COMMITTEES

Section I. Standing Committees. The following standing committees shall be appointed by the Assembly or by the Executive Board at its regular meeting in April, and shall report at each of the regular meetings of the Executive Board and the Assembly:

Audit Committee. This committee shall audit the Treasurer's accounts at the end of January .

Planning and Research Committee. This committee shall investigate the individual and common problems of member Associations and formulate and/or evaluate policies and procedures for recommendation to the Alliance and the member Associations.

Section 2. Appointments to Committees. Appointments to all standing and special committees shall be made by the President of the Alliance. Appointees shall serve for one year or until their successors are appointed.

Section 3. Ex Officio Members. The President and the Vice President of the Alliance shall be Ex-officio members of all committees except the nominating committee but may also serve on the nominating committee if they also serve as representative of a member Association.

ARTICLE IV. MEETINGS

The regular meetings of the Assembly shall be held on the third Tuesday of March, June, September, and November unless otherwise requested by member Associations or by a majority of the Assembly. The Executive Board shall meet monthly except for those months in which an Assembly is scheduled, unless otherwise requested by a majority of the Board. Any member of the Executive Board may be replaced by two-thirds majority vote of the Executive Board if he/she fails to attend three consecutive Executive Board meetings.

ARTICLE V. REPRESENTATION OF MEMBER ASSOCIATIONS

Whenever the Constitution of the Alliance requires approval by a member association for a policy, position, or representation, a letter or email declaring approval or disapproval from each member Association representative shall be made a document of record.

ARTICLE VI. HONORARY DELEGATES

Individuals who have rendered especially valuable services to the Alliance as a whole may, by a vote of two-thirds of the representatives voting at any regular meeting of the Assembly, be elected Honorary Delegates for such time as the motion to elect may specify. Such individuals shall be entitled to attend the meetings of the Alliance and to participate in its deliberations, but shall have no vote.

ARTICLE VII. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of ROBERT'S RULES OF ORDER NEWLY REVISED shall guide the Alliance except where they are inconsistent with this Constitution and Bylaws.

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