

CLAUDIUS CROZET PARK



The Claudius Crozet Park

BY-LAWS

ARTICLE I

SECTION 1. Purpose

The Claudius Crozet Park Board of Directors will support the Park's mission to "promote the health and well being and enhance the general social, physical and cultural welfare of residents of the community of Crozet and the surrounding area of Albemarle County, VA."

SECTION 2. Members of the Public

Benefactors of the Park and other individuals who have expressed an interest in the Park's work may attend regular monthly meetings of the Board of Directors and permitted to express their views concerning the operations of the Park, but such individuals shall have no vote on matters brought before the meeting for decision.

ARTICLE II

DIRECTORS

SECTION 1. General Powers

The affairs of the Park shall be managed by a Board of Directors (the "Board") and all corporate powers shall be exercised by the Board.

SECTION 2. Board Representation

The Board and its members will strive to develop membership reflecting the diversity of the Crozet community and Park users to include: residents, other stakeholders, and local organizations (for-profit and non-profit). Given the historical significance of the local Lion's Club, the Women's Club of Crozet, and the Crozet Fire Department in the founding and management of Crozet Park, these organizations will be considered when developing Board membership.

SECTION 3. Number and Term of Office

The Board shall consist of no fewer than seven and no more than eighteen directors. Directors shall be elected to staggered terms with approximately one-third (1/3) of the Board elected each year. Directors shall be elected annually in the manner provided for in these by-laws, and each director shall hold office for a term of three years, or until death, resignation or removal. Such term shall begin upon election, or at such later date as specified by the Board, and shall run until the last regular meeting of the Board in the third calendar year of the director's term. No decrease in the number of directors by amendment to the by-laws shall have the effect of shortening the term of any incumbent director. A director may petition the Board at the conclusion of their first term for an additional term. A majority vote of the Board is required to renew a Director's term. A Director may renew their term at the conclusion of the first and second three-year term. Voting will be completed via paper ballot.

Directors shall hold office for no longer than three consecutive three-year terms or, nine consecutive years. A former director shall not be eligible for election unless three years have elapsed since the former director previously held office.

Park Property: materials, including intellectual property, developed on behalf of the Park are owned by the Park. At the conclusion of Board service, Board members are required to return all Park property to one of the executive team members.

SECTION 4. Board Member Expectations

Board membership requires participation. Although the type of participation may vary across members, there is a minimum threshold at which all members are expected to participate. This minimum is as follows:

- Members are expected to attend the majority of monthly Board meetings.
- Members are expected to serve on one or more Park committees either as chair or committee member.
- Members are expected to volunteer at the Park's primary fundraising and work events, e.g., Arts & Crafts Festival and Pitch-in at the Park.

Board members who are unable to participate adequately in Park activities may be asked to vacate their seat at the end of the year. This decision will be made by the Executive Committee based on the totality of that Director's participation and level of impact throughout the year.

SECTION 5. Election of Directors

New directors will be nominated at the November regular meeting. Nominees will attend the December meeting. Directors who request a term renewal will send their request to the Secretary in November. Newly nominated and renewing directors shall be elected by paper ballot following the December meeting of the Board (via online ballot). In the election of directors, a quorum being present, the persons receiving a majority of votes shall be the directors.

SECTION 6. Removal

Any director may be removed at any time, either with or without cause, by vote of two-thirds of all directors (super majority) at a regular meeting or a special meeting called for that purpose.

SECTION 7. Organization

At each meeting of the Board, the President, or in the President's absence, the Vice President shall act as Chairman. The Secretary, or, in the Secretary's absence, a director appointed by the Chairman, shall act as Secretary of the meeting.

Robert's Rule of Order shall govern all meetings.

SECTION 8. Place of Meeting

The Board may hold its meetings at such places within Crozet as the President may from time to time direct, and such place shall be specified in any required notice or waiver of meeting.

SECTION 9. Annual Meetings

An annual meeting of the Board held in January, for the purpose of electing officers and for the transaction of such other business as may properly come before the Board, shall be held at such time and place as may be designated in the notice of the meeting.

SECTION 10. Regular Meetings

Regular meetings of the Board may be held at such times and places as may be fixed from time to time by action of the Board. Unless required by resolution of the Board, notice of any regular meeting need not be given. Each Board member shall attend a majority of the meetings held in each calendar year.

SECTION 11. Special Meetings

Special meetings of the Board shall be held whenever called by the President, or by any seven or more directors. Notice of each such meeting shall be emailed to each director at least three

days before the date on which the meeting is to be held; or such notice shall be made by telephone not later than twenty-four hours before the time at which the meeting is to be held. Every such notice shall state the time and place of the meeting and the purposes for which the meeting is called. Notice of any adjourned or recessed meeting of the directors need not be given. No business may be conducted at a Special meeting other than pursuant to the stated purposes in the notice.

SECTION 12. Waivers of Notice of Meetings

Anything in these by-laws or in any resolution adopted by the Board to the contrary notwithstanding, proper notice of any meeting of the Board shall be deemed to have been given to any director if such notice is waived by that director in writing before or after the meeting. A director who attends a meeting shall be deemed to have had timely and proper notice thereof, unless that director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 13. Quorum and Manner of Acting

A majority of the number of directors then in office shall constitute a quorum for the transaction of business. The act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board. In the absence of a quorum, a majority of the directors present may adjourn the meeting from time to time until a quorum is met. The directors shall act only as a Board and the individual directors shall have no power as such.

SECTION 14. Resignations

Any director may resign at any time, orally or in writing, by notifying the President. Such resignation shall take effect at the time therein specified, or if none specified, immediately upon being given; and, unless otherwise specified by the notice of resignation, the acceptance

of such resignation shall not be necessary to make it effective. A resigning director must wait three years prior to being reconsidered for Board membership.

SECTION 15. Vacancies

Any vacancy on the Board because of death, resignation, removal or any other cause, may be filled by any person elected by a majority of the remaining directors then in office. The term of any director so elected shall be for the remainder of the Director's term whom he/she replaces.

ARTICLE III

OFFICERS

SECTION 1. Officers

The Officers of the Park shall be a President, a Vice-President, a Secretary and a Treasurer.

SECTION 2. Election, Term of Office and Qualifications

The President will appoint a three-person nominations committee in November. The nominations committee will solicit officer nominations from each current Board member and these names will be made available to Board prior to the annual meeting held in January.

The officers designated in Section 1 of this Article shall be elected by anonymous ballot at the annual meeting in January. In any election of officers, a quorum of the Board being present, the persons receiving the greatest number of votes shall be the officers. Each officer shall hold office until that officer's successor shall have been duly chosen and shall qualify, or until that officer's death, resignation or removal in the manner hereinafter provided.

SECTION 3. Removal

Any officer may be removed, either with or without cause, by resolution declaring such removal to be in the best interest of the Park and adopted at any regular or special meeting of the Board by two-thirds vote of all directors then in office.

SECTION 4. Resignations

An officer may resign from their elected office at any time by giving oral or written notice to the Board or the President. Any such resignation shall take effect on the date of receipt of such notice or at any later time therein specified; and, unless otherwise specified by the notice of resignation, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 5. Vacancies

A vacancy in any office because of death, resignation, removal or other cause may be filled by any person elected by a majority of the remaining directors then in office. The term of any officer so elected shall be for the remainder of the officer's term whom he/she replaces.

SECTION 6. President

The President shall have the general supervision of the affairs of the Park subject, however, to the control of the Board. The President shall preside at all meetings at which he/she is present. He/she shall have the right to vote only in case of a tie vote. The President shall act as chairman of the Executive Committee and shall appoint committees and project teams as necessary for the operation of the Park.

SECTION 7. Vice-President

The Vice President shall preside in the absence of the President and shall in such case assume all duties of the President. The Vice-President shall perform such duties as from time to time may be assigned to the Vice-President by the Board or the President, and shall have such other powers and authorities as are elsewhere in these by-laws conferred upon the Vice-President.

SECTION 8. Treasurer

The Treasurer shall have custody of all funds of the corporation in such bank as the Board may elect, and shall pay out and dispose of the same as directed by the Board of Directors. The Treasurer shall be responsible for all deposits, reporting, and withdrawals; and shall keep an accurate accounting of such transactions and report the same at each meeting of the Board. Checks shall be signed by the Treasurer and/or President. The Treasurer shall provide all records necessary by February 1st for an annual internal audit to be completed prior to March 1st by a committee as appointed by the President. The treasurer is a *bonded* position by the Board.

SECTION 9. Secretary

The Secretary shall act as Secretary of all meetings of the Board, shall take and keep the minutes of the Board in the proper book or books to be provided for that purpose. The Secretary shall maintain an accurate and up-to-date Board roster including contact information and term schedule, e.g., roll-offs and renewals. The Secretary shall prepare ballots for annual director and officer balloting process as directed by the nominating committee.

ARTICLE IV
COMMITTEES

The Executive Committee shall consist of the officers of the corporation and those appointed by the President and shall act as an emergency committee to make decisions concerning the

operation of the park, within the policy of the Board, and for which the President feels it is not feasible to call a meeting of the complete Board. A majority of the Executive Committee shall give prior approval for all emergency expenditures in excess of \$1,000 not to include expected expenditures.

The President may establish standing Committees and or project teams for the operation and management of the Park. Each such committee shall consist of the number of directors or other members, who need not be directors, as may be appointed by the President or chair of the committee. All Directors are expected to serve on a Park committee either as chair or active member.

The President may also establish other committees of limited authority, each such committee to consist of the number of directors or other members, who need not be directors, as may be appointed by the President or chair of the committee.

A majority of any such committee shall constitute a quorum for the transaction of business, and the act of a majority of those present at any meeting at which a quorum is present shall be the act of the committee. Members of any such committee shall act only as a committee and the individual members shall have no power as such.

The President shall have the power at any time to change the members of, fill vacancies in, and discharge any such committee, either with or without cause.

ARTICLE V

ACTION WITHOUT A MEETING

Any action which is required to be taken or which may be taken at a meeting of the directors, or of a duly authorized committee, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be circulated to all directors or committee members and signed by as many directors, or members of the committee, as the case may be, as would be necessary to approve such action at an authorized meeting where all members of the Board or committee were present. Such consent shall have the same force and effect as if taken at an authorized meeting. For purposes of this section, a director's authorization to a particular action of the Board by e-mail or other electronic communication shall constitute the signature of the consenting director.

ARTICLE VI

CONTRACTS, CHECKS, DRAFTS BANK ACCOUNTS, ETC.

SECTION 1. Execution of Contracts and Other Documents

The Board, except as by law or by these by-laws is otherwise required, may authorize an officer or officers on behalf of the Park, to enter into any contract or execute any deed or other instrument. Any such authority may be general or be confined to specific instances as directed by a majority vote of the Board.

SECTION 2. Checks, Drafts, etc.

All checks, drafts and other orders for payment of money out of the funds of the Park shall be signed on behalf of the Park in such manner as shall from time to time be determined by resolution of the Board or of any duly authorized committee.

SECTION 3. Deposits

The funds of the Park not otherwise employed shall be deposited from time to time to the order of the Park in such banks, trust companies or other depositories as the Board or any duly authorized committee may from time to time select.

ARTICLE VII
MISCELLANEOUS

SECTION 1. Fiscal Year

The fiscal year of the Park shall end on the last day in December in each year.

ARTICLE VIII
AMENDMENTS

The Board by a majority vote thereof shall have the power to make, alter, amend or repeal the by-laws of this Claudius Crozet Park at any regular or special meeting of the Board provided the substance of the proposed amendment shall have been given in the notice of the meeting. This power shall not be exercised by the Executive Committee.

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Bylaws – originally developed, February 1984

Proposed amendment, December 3, 2014 (Board Meeting)

Proposed amendments and vote January 7, 2015 (Board Meeting); bylaws approved by majority vote