

Ford's Colony Friends and Neighbors Club

BYLAWS

ARTICLE I: NAME AND MISSION

Section 1: The name of this organization shall be: Ford's Colony Friends and Neighbors Club hereinafter referred to as "FCFAN".

Section 2: The FCFAN is sanctioned by the Ford's Colony Homeowners' Association (FCHOA) to act as a Club under the Ford's Colony Activities Committee. As such, FCFAN meets the qualifying criteria established by the rules and regulations of that committee, which have been approved by the directors of the FCHOA. FCFAN shall operate as a not-for-profit, member-supported organization.

Section 3: The mission of the FCFAN is to provide, promote, and facilitate opportunities for Ford's Colony residents and property owners to meet one another for informative programs, entertainment, and fellowship within the whole Ford's Colony community.

ARTICLE II: COMPLIANCE WITH LAWS AND GOVERNING DOCUMENTS:

All provisions of these bylaws shall be construed and carried out in such a manner as to conform to applicable local, state, and federal laws. No provision of these bylaws contrary to or inconsistent with such laws is intended to or shall be binding upon the members of the FCFAN, the FCFAN shall conduct its activities in a manner consistent with the bylaws of the FCHOA, resolutions and policies of the FCHOA Board, and the rules and regulations of the Activities Committee. The FCFAN shall follow *Robert's Rules of Order*. In the event of the dissolution of the FCFAN, after the payment of all debts the Board shall distribute any assets remaining to the Ford's Colony Activities Committee or as may be required by law.

ARTICLE III: MEMBERSHIP

Section 1: Membership in FCFAN is open to all residents (owner and non- owner households) and all property owners at Ford's Colony, Williamsburg.

Section 2: A member in good standing is any individual who meets the criteria in Section 1 above, who has completed a membership form and whose annual dues payment is current, or who has moved from Ford's Colony, but has continued to pay annual dues.

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ARTICLE IV: DUES

Section 1: The amount of individual annual dues for membership shall be established by the FCFAN Board of Directors (Board) as part of their annual budget process and will be submitted with the budget at a general membership meeting.

Section 2. Any member who fails to pay annual dues by the conclusion of the second regularly scheduled meeting of the club (usually October) will no longer be a member, however, reinstatement of membership will be immediate, beginning with the month in which their annual dues payment is made.

ARTICLE V: GENERAL MEETINGS AND QUORUMS

Section 1: FCFAN shall have general membership meetings each calendar month September through June, except where the Board decides to cancel a meeting in advance of the usual meeting schedule. Generally, meetings will take place on the first Friday of the month at the Ford's Colony Swim & Tennis Club. However, the Board may, with advance notice to the membership, make changes in schedule or venue for meetings.

Section 2: As requested by the Board, but at least quarterly, the President or Treasurer shall report the current status of the FCFAN budget at a general membership meeting.

Section 3: The Secretary shall make available minutes of the business transacted at previous Board of Director meetings.

Section 4: A quorum for any FCFAN business requiring a vote, other than election of the Board members, shall consist of 25% of the then current membership.

ARTICLE VI: FCFAN BOARD

Section 1: Leadership of FCFAN shall be provided by a Board of Directors (Board). There shall be nine Directors. The elected directors shall organize themselves to fill the following offices: President; Vice-President, Secretary, Treasurer, Programs Director, Hospitality Director, Communications Director, Membership Director, and Director at Large.

Section 2: At the board's first business meeting following the election of the new Board members, the current and incoming Board members shall meet to organize and to begin the transfer of responsibilities. The Board shall announce the results of election at the

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first general membership meeting following the election of the new Board members. The new Board will assume their duties on the 1st of September.

Section 3: The term of office for each Board Director shall be 24 months. Four Board positions shall be filled in "even" years and five Board positions shall be filled in "odd" years.

Section 4: The quorum for Board meeting is five Board members if any action requiring a vote is considered. Business meetings which do not require a vote may be conducted with fewer members at the discretion of the President or the acting President.

ARTICLE VII: DUTIES OF THE BOARD

Section 1: President shall: Preside at all meetings of FCFAN including meetings of the Board; provide direction and coordination for the various Board members in the performance of their duties.

Section 2: Vice President shall: Act for the President in case of the President's absence or incapacity. Develop an annual budget with the Treasurer and recommend annual member dues based on the budget. Perform other duties specifically assigned by the Board.

Section 3: Secretary shall: Keep and preserve the records of FCFAN, including minutes of Board and special meetings. Manage FCFAN voting and elections.

Section 4: Treasurer shall: Collect monies due FCFAN and disburse funds for approved expenditures. Prepare and present to the Board and to the membership financial reports. Keep all records current and in condition for financial review. With assistance from the Vice President, prepare an annual budget and present it to the Board for approval.

Section 5: Director at Large shall: Serve as member of the Ford's Colony Activities Committee and as chief liaison between FCFAN and other organizations at the discretion of the President and perform other duties specifically assigned by the Board.

Section 6: Membership Director shall: Maintain an up-to-date roster of FCFAN members and report on membership status to the members. The Membership Director shall also be responsible for maintaining and distributing name tags, greeting members at monthly meetings, and assisting the Treasurer in the registration of members.

Section 7: Communications Director shall: Prepare and transmit to new members useful information about FCFAN. Advise members of FCFAN events and activities. Maintain the FCFAN website information, as needed.

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Section 8: Hospitality Director shall: arrange for refreshments as well as room layout and decoration arrangements for each monthly meeting and, with the support of the Programs Director, plan and coordinate catering, entertainment, and other aspects pertaining to the annual Holiday and June FCFAN parties and other special events. Chairperson also maintains FCFAN hospitality supplies and other equipment.

Section 9: Programs Director shall: Plan and coordinate monthly programs. This includes selecting, communicating with, scheduling, providing access for, and introducing guest speakers. The proposed schedule of programs, with their costs shall be approved by the Board. Changes to prior proposed and approved programs (or change to them) shall be approved by the Board. Proposed programs exceeding budget guidelines shall be approved by the Board either at a regular Board meeting or by polling the Board by email or telephone. In addition, the Programs Director prepares the FCFAN monthly *Talk of the Colony* article, and after approval from the President, submits the article for publication.

ARTICLE VIII: SPECIAL COMMITTEES

Section 1: Nominating Committee shall be selected by the President in February and consist of two members of the Board (Normally the Vice President and the Director at Large) and two members to be drawn from the general membership. The Director at Large shall serve as chairperson. At the March general membership meeting the committee chair shall call for volunteers and nominations to fill Board vacancies. At the March Board meeting the Nominating Committee will present a slate of New/Extended Board members to the Board. The Board will approve or modify this slate to present at the April General FCFAN meeting.

Section 2: Financial Review Committee shall consist of two FCFAN members, appointed by the President, who are not members of the Board. It shall examine the accounting records of the FCFAN and report the results of the annual review to the Board as soon as feasible but no later than the September Board meeting.

ARTICLE IX: SELECTION OF BOARD MEMBERS

Section 1: A call for volunteers and nominations from the general membership shall be made at the general meeting in March. At the March Board meeting, based on input from the Nominating Committee, the Board will develop a proposed slate of candidates and at the April general meeting, the Nominating Committee will recommend a slate of candidates to replace regular Board members whose terms of office are about to expire.

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As required, this slate shall also include any candidates to complete terms of office caused by vacancies on the Board. After presentation of the Nominating Committee recommended slate, further nominations shall be called for from the floor. If there are no further nominations, the slate may be approved by voice vote by a simple majority vote of the members present at the general meeting.

Section 2: If, pursuant to Section 1, there are additional nominations from the membership, the Nominating Committee with the Secretary shall prepare a secret ballot to be voted on at the May general meeting. The ballot shall contain the names of each proposed and nominated candidate for the Board with the candidates receiving the Ford's Colony Friends and Neighbors Club highest number of votes deemed elected to the open Director positions. The Nominating Committee will announce the results of this election as soon as practical but no later than the June membership meeting.

Section 3: Persons eligible to be selected for Board positions must be members in good standing of FCFAN. Should a vacancy on the Board occur during the term of office, the Board may select an eligible member to fill the vacancy on an interim basis. This interim appointment shall extend until the end of the term of the vacating Board member; or until a candidate is chosen at the next election to fill the unexpired term.

Section 4: At the discretion of the President, the position of "Associate to the Board of Directors" (i.e., non-member of the Board) can be appointed to support and/or collaborate with a member of the Board in her/his role on the Board. The Associate, should, therefore be able to step in to perform the role of the Board member if needed, and possibly succeed the Board member. An Associate to the Board of Directors will not be required to attend monthly Board of Directors meetings, but is encouraged to do so.

ARTICLE X: RECORDS AND RESPONSIBILITIES:

All Board members shall keep necessary records, be financially responsible, and regularly attend Board and general membership meetings.

ARTICLE XI: AUTHORITY AND LIABILITY:

No person, member, committee, or agent shall be authorized to enter into any contract on behalf of the FCFAN unless and until such person, member, committee or agent has been duly authorized to do so by the Board of the FCFAN. The FCFAN, its Board or members do not assume any liability for the deeds and actions of other members, nor do they

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assume any responsibility or liability in connection with any activity or event. No person, member, committee, or agent of the FCFAN has authority to bind the FCHOA in any way or manner unless given authorization to do so by the FCHOA Board or Activities Committee.

ARTICLE XII: AMENDMENT OF BYLAWS

Section 1: Starting in 2007 and every three years thereafter, the Board shall appoint an ad hoc committee to review these bylaws for adequacy and to propose changes if any are needed.

Section 2: In addition, amendments to the Bylaws may be proposed (but not adopted) by the Board. Two thirds (2/ 3) of the Board must approve proposed amendments prior to presentation to full membership.

Section 3: Proposed amendments will be presented by the Board at a general meeting at least one month in advance of the meeting at which approval will be sought. The Board will, following introduction but prior to the approval meeting, endeavor to communicate the proposal, together with its rationale, to the full membership. The Board will authorize distribution of the bylaws by email notification and website posting a minimum of 7 calendar days prior to the membership meeting where approval of the proposed bylaws shall be requested. A limited number of printed copies of the proposed bylaws shall be available at the meeting where membership approval is being requested. Such amendments to the Bylaws will be adopted by a 2/3 (two-thirds) vote of those present at the meeting if a quorum is present (See Article 5, Section 4 above) An amendment so adopted shall become effective immediately.