Article I

NAME AND LOCATION

The name of the corporation is North Downtown Residents' Association (“NDRA”)

The address of the corporation is P.O. Box 1739, Charlottesville, Virginia 22902. Meetings of members and directors may be held at places within The City of Charlottesville, Virginia, as designated by the Board of Directors.

Article II

DEFINITIONS

Section 1. The term “NDRA” refers to North Downtown Residents’ Association, which Association serves residents within the boundaries designated in the map of Charlottesville, attached hereto as Exhibit A, and its successors and assigns.

Section 2. The term "Member" refers to those individuals who reside within the NDRA area and who are dues paying individuals entitled to membership as provided in the Articles of Incorporation. All members shall have one vote.

Section 3. The term “Supporting Member” shall be comprised of any other individuals, firms, corporations, businesses, or associations wheresoever located who may make application for membership and pay the dues or fees provided herein. Supporting members shall have no vote.

Article III

MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the members will be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members will be held on the last Sunday of September, or within two weeks of that date, each year after that in the afternoon, in the City of Charlottesville, at a place and time designated by the Board of Directors.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the president or by the Board of Directors, or on the written request of the members who are entitled to vote.

Section 3. Notice of Meetings. Written notice of each meeting of the members will be given by, or at the direction of, the secretary or person authorized to call the meeting, (1) by e-mailing notice of the meeting to members; (2) by mailing, postage prepaid, a notice of the meeting to each member’s last known address; (3) by placing an announcement on the NDRA website; (4) by flyer or handbills distributed in the NDRA area; and/or (5) by publishing a notice of the meeting at least 15 days before the meeting to each member entitled to vote. Notice must specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.
Section 4. Quorum. At the meetings of members entitled to cast a vote, or of proxies entitled to cast, 5% membership will constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If a quorum is not present or represented at a meeting, the members entitled to vote will have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present or represented.

Section 5. Proxies. At all meetings of members, each member may vote in person or, as provided herein only, by proxy. Proxies may only be used for the purpose of voting for members of the NDRA Board. All proxies must be in writing and filed with the secretary.

Article IV

BOARD OF DIRECTORS, SELECTION, TERM OF OFFICE

Section 1. Number. The affairs of the Association will be managed by a Board of Directors, which will be comprised of at least 8 voting members but not more than 15 voting members.

Section 2. Term of Office. At the annual meeting, at least four members will be elected for a term of two years.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association, or if the director has unexcused absences from three consecutive monthly board meetings. In the event of death, resignation or removal of a director, a successor will be selected by the remaining members of the Board and will serve for the unexpired term of the predecessor.

Amendment to the By Laws of NDRA (North Downtown Residents Association)

Article IV: Section 3. If an elected Director is TEMPORARILY unable to attend or vote at a regularly scheduled Board meeting due to personal or family obligations, The Board may appoint a substitute Director, subject to the usual Directorship qualifications, to TEMPORARILY fill the term of the absent Director. The substitute or original Director may have only one combined vote on the Board. (This amendment refers to a Director's prolonged temporary absence not an occasional missed meeting.)

Section 4. Compensation. No director may receive compensation for any service he or she renders to the Association. However, any director may be reimbursed for actual expenses incurred in the performance of duties.

Section 5. Action Taken Without a Meeting. The directors will have the right to take action in the absence of a meeting, which they could take at a meeting, by obtaining the written approval, including written approval by e-mail, of all directors. Any action so approved will have the same effect as though taken at a meeting of the directors.

Article V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nominations for election to the NDRA Board of Directors will be made by the Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee will consist of a Chairman, who will be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee will be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of the annual meeting until the close of the next annual meeting, and that appointment will be announced at each annual meeting. The Nominating Committee will make as many nominations for election to the Board of Directors as it determines, but not less than the number of vacancies that are to be filled. Nominations may be made from among members or non-members.

Section 2. Election. Election to the Board of Directors will be by secret written ballot. The persons receiving the largest number of votes will be elected. Cumulative voting is not permitted.
Article VI

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors will be held monthly without notice, at the place and hour as fixed by resolution of the Board. If a meeting falls on a legal holiday, then that meeting will be held at the same time on the next day, which is not a legal holiday. No regularly scheduled monthly meeting shall be held in November and December. Instead, a combined meeting for those two months shall be held on the first Thursday of December.

Section 2. Special Meetings. Special meetings of the Board of Directors will be held when called by the president of the Association or by any two directors, after not less than three (3) days notice to each director.

Section 3. Quorum. A majority of the number of directors will constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present will be regarded as the act of the Board.

Article VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors will have power to:

(a) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;

(b) Declare the office of a member of the Board of Directors to be vacant in the event the member has unexcused absences from 3 consecutive regular meetings of the Board of Directors. It will be the responsibility of the President of the Board of Directors to notify the member that his or her seat on the Board is terminated.

Section 2. Duties. It will be the duty of the Board of Directors to:

(a) Keep a complete record of all its acts and corporate affairs and to present a statement to the members at the annual meeting of the members, or at any special meeting when a statement is requested in writing.

(b) Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed.

Article VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association will be a president and vice-president, who will at all times be members of the Board of Directors, a secretary, and a treasurer, and any other officers that the Board by resolution creates.

Section 2. Election of Officers. The election of officers will take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of the Association shall be elected annually by the Board and each will hold office for one (1) year unless he or she resigns, or is removed, or is otherwise disqualified to serve. Each Officer may be elected for consecutive terms.
Section 4. Special Appointments. The Board may elect other officers as the affairs of the Association may require, each of whom will hold office for the period, have the authority, and perform the duties as the Board determines.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the president or the secretary. A resignation will take effect on the date of receipt of the notice or at any later time specified, and unless otherwise specified, the acceptance of the resignation will not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to fill the vacancy will serve for the remainder of the term of the officer he or she replaces.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person.

Section 8. Duties. The duties of the officers are as follows:

President

(a) The President will preside at all meetings of the Board of Directors; will see that orders and resolutions of the Board are carried out. The President shall be a signatory on the Association’s bank account may co-sign checks with the Treasurer. The outgoing President shall be responsible for providing the Articles of Incorporation and By-laws and all other material documents to the incoming President. The incoming President shall be responsible for giving copies of the material documents to new board members.

Vice-President

(b) The Vice-president will act for the president in the event of his or her absence, inability or refusal to act, and will exercise and discharge other duties as required by the Board.

Secretary

(c) The Secretary will record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and perform other duties as required by the Board. The Secretary may designate another member of the Board of Directors to serve notice of meetings, keep current the membership records and perform the other duties required by the Board.

Treasurer

(d) The Treasurer will receive and deposit in appropriate bank accounts all monies of the Association and disburse funds as directed by resolution of the Board of Directors; sign all checks and promissory notes of the Association; keep proper books of account.

Article IX

COMMITTEES

The Board of Directors will appoint a Nominating Committee, as provided in Article V, and any other committees as deemed appropriate to carrying out its purpose.

Article X

BOOKS AND RECORDS

The books, records and papers of the Association will at all times, during reasonable business hours, be subject to inspection by any member. The Articles of Incorporation and the By-laws of the Association will be available for
inspection by any member at the annual meeting or upon request to a board member. Financial records of the Association should be reviewed annually by at least one other individual other than the Treasurer, as approved by the Board prior to the annual meeting.

Article XI

AMENDMENTS

Section 1. These bylaws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

Section 2. In the case of any conflict between the Articles of Incorporation and these bylaws, the Articles will control.

Article XII

MISCELLANEOUS

The fiscal year of the Association will begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year will begin on the date of incorporation.

Executed this 26th day of January, 2006.

CERTIFICATION

I, the undersigned, certify:

That I am the duly elected and acting secretary of NDRA.

That the foregoing bylaws were duly adopted at a meeting of the Board of Directors held on the January 26, 2006.

In witness, I have subscribed my name and the NDRA this 21st day of February, 2006.

__________________________________
Richard Price, Secretary