



ARTICLES OF INCORPORATION  
OF  
NORTH DOWNTOWN RESIDENTS ASSOCIATION

We hereby associate to form a non-stock corporation under the provisions of Chapter 2 of Title 13.1 of the Code of Virginia, and, to that end, set forth the following:

ARTICLE I

*Name*

The name of the corporation is:

NORTH DOWNTOWN RESIDENTS ASSOCIATION

ARTICLE II

*Purposes*

The purposes for which the corporation is organized are as follows:

- (a) To be a non-stock, non-profit corporation, none of the income of which shall enure to the benefit of any private individual or to any political organization.
- (b) To promote the public interest by providing an organization dedicated to the preservation and improvement of the downtown area of Charlottesville, Virginia, described in Article III, below.
- (c) To provide a neighborhood-oriented organization that (i) will be responsive to area residents with respect to matters of zoning, health, traffic flow, and parking; (ii) will promote the orderly development of unimproved property in the area; (iii) will serve as a liaison between prospective homeowners in the area and individuals desiring to sell property in the area and real estate agents; (iv) will provide a social environment whereby residents may meet and become acquainted and exchange ideas for the betterment of the area, (v) will take concerted action to improve the area as a residential neighborhood, including, when necessary, action to abate nuisances,

- zoning violations, and sign violations, (vi) will make efforts towards beautification of the area, and (vii) provide a periodic newsletter to members.
- (d) To do all things lawful, necessary, or incident to the accomplishment of the purposes set forth above and to exercise all lawful powers now possessed by Virginia corporations of similar character, provided, however, the Association shall not engage in political activity of any nature.
- (e) In the event of dissolution or final liquidation of the Association: (i) none of the Association's property, nor any proceeds thereof, nor any other assets of the Association shall be distributed to or divided among any of the members of the Association, or enure to the benefit of any individual; and (ii) after all liabilities and obligations of the Association have been paid, satisfied, and discharged, or adequate provision made therefore, then all remaining property and assets of the Association shall be distributed to the Albemarle Historical Society to be used for such public purpose or purposes as may then be deemed appropriate by the Board of Directors thereof, provided the society qualifies under the provisions of §501(c)(3) of the Internal revenue Code of 1954, and in the event the society does not so qualify, such property and assets shall be distributed to an organization which does qualify under such section and whose purposes are similar and compatible with the purposes of the Association.

### ARTICLE III

#### *Members*

There shall be two classes of members which shall be designated voting members and supporting members. Membership shall be non-transferable.

- (a) The voting members shall be comprised of individuals who reside in the area of downtown Charlottesville, Virginia. All voting members shall have one vote, and membership shall be renewable annually upon payment of such fees, dues, or assessments as may be provided by the By-laws.
- (b) Supporting members shall be comprised of any other individuals, firms, corporation or associations wheresoever located who may make application for membership and pay the fees, dues or assessment as provided therein. Supporting members shall have

no vote, and membership of supporting members shall be renewable annually upon payment of such fees, dues or assessments as may be provided by the By-laws.

#### ARTICLE IV

##### *Directors*

- (a) The number of directors constituting the initial Board of Directors is ten. The number of directors may be increased or decreased from time to time by amendment to the By-laws.
- (b) There shall be two classifications of directors. A class elected at large throughout the entire area described in Article III and a class elected from smaller and specifically defined geographical portions of such area to be known as neighborhood directors. In the election of at-large directors, all voting members shall have one vote for each directorship established. Each neighborhood director shall be elected only by voting members residing in that neighborhood. Cumulative voting shall not be permitted in the election of directors of either class. Other provisions governing the election of directors and the terms of office may be adopted by the By-laws.
- (c) All directors shall be voting members of the Association.
- (d) The names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Mr. T. van Groll	412 N. First Street Charlottesville, Va.
Mr. Wilbur A. Thomasson	704 Evergreen Avenue Charlottesville, Va.
Mrs. J. Rawlings Thomson	729 Northwood Avenue Charlottesville, Va.
Mr. Raymond E. Williams	717 Park Street Charlottesville, Va.
Mr. Randall Steffenhagen	718 Cargil Lane Charlottesville, Va.
Mr. Lucius H. Bracey	724 Northwood Avenue Charlottesville, Va.
Mr. Robert L. Vickery	436 N. First Street Charlottesville, Va.

Mr. Lloyd T. Smith, Jr.	620 Park Street Charlottesville, Va.
Mr. G. Lawson Drinkard III	433 N. First Street Charlottesville, Va.
Mr. Thomas B. Leitch	702 Nelson Drive Charlottesville, Va.

## ARTICLE V

### *Registered Office and registered Agent*

The post office of the initial registered office is Court Square Building, Fifth and East Jefferson Streets, Charlottesville, Virginia (Post Office Box 1191, 22902), which location is in the City of Charlottesville, Virginia. The name of the Association's initial registered agent is Lucius H. Bracey, Jr., who is an individual resident in the State of Virginia and whose business office is identical with the registered office, and who is a member of the Virginia State Bar.

DATED: August 15, 1973.

[*Lloyd T. Smith, Jr.*]  
Lloyd T. Smith, Jr.

[*Melvin E. Gibson, Jr.*]  
Melvin E. Gibson, Jr.

[*Lucy S. Colebaugh*]  
Lucy S. Colebaugh

Subscribed and sworn to before me this *15th* day of *August*, 1973. My Commission expires: *June 5, 1973*.

[*Patricia R. Holland*]  
Notary Public

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

AT RICHMOND  
September 19, 1973

The accompanying articles having been delivered to the State Corporation Commission on behalf of

North Downtown Residents Association

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF INCORPORATION be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the clerk of the Circuit Court, City of Charlottesville.

STATE CORPORATION COMMISSION

by [*Thomas P. Harwood, Jr.*]  
Commissioner

VIRGINIA:

In the Clerk's Office of the Circuit Court, City of Charlottesville

The foregoing certificate (including the accompanying articles) has been duly recorded in my office this *26th* day of *September, 1973*, and is now returned to the State Corporation Commission by certified mail.

[*Carl E. Hennrich*]  
Clerk



## BYLAWS OF NORTH DOWNTOWN RESIDENTS' ASSOCIATION

### 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. The association is nonprofit, nonpartisan and nonsectarian.

**Section 2.** The term "Member" refers to those individuals who reside within the NDRA area and who are dues (\$10. per-year/per-household) Dues will be set by the Board. 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 whosoever 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. Each subsequent regular annual meeting of the members will be held on a 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 is 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 two year term.

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 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.

**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. No regularly scheduled monthly meeting will 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.

(c) Directors are required to pay the \$10. annual dues.

## Article VIII

### OFFICERS AND THEIR DUTIES

**Section 1. Enumeration of Officers.** 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 will serve notice of meetings to the Board and to the members and will set the meeting Agenda items. The President shall be a signatory on the Association's bank account may and 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.
- (b) The incoming President shall be responsible for giving copies of the material documents to new board members.

#### **Vice-President**

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

#### **Secretary**

The Secretary will write the minutes, keep the minutes of all meetings of the Board and record the votes. (Votes may be recorded within the minutes.) If the secretary is absent, it is his/her responsibility to find a replacement. He/she will perform other duties as required by the Board.

#### **Treasurer**

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. He/she will keep appropriate current records of the Association's members and addresses. The Treasurer may designate another member of the Board of Directors to keep current the membership records. He/she will perform other duties as required by the Board

## **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.

## **Article XIII**

### **RECOGNITION/AWARDS**

Recognition award for Board Director and a ND resident

**Section 1.** The Board vote to one of its members, a special recognition/acknowledgement at the end of the Board year, the August meeting. (A Board year as defined from September to the August meeting.) The choice would be by majority vote. The vote should be cast with a reason why the Director is deserving. A Director will have from June until mid-August to send his/her choice to the President or appropriately appointed Director. The Fall newsletter print the choice and reasons the Director was chosen for special acknowledgement.

**Section 2.** Like wise propose the above for a ND resident who has made a significant contribution to ND in the past Board year (September to August). A ND resident need not be chosen each year but it probably will not be

a problem finding a worthy yearly candidate. His/her name to be printed in the Fall newsletter with reasons for the choice.

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.

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Richard Price, Secretary