

**AMENDED AND RESTATED BY-LAWS OF
THE FAN DISTRICT ASSOCIATION OF RICHMOND, VIRGINIA, INC.**

ARTICLE I. NAME AND BOUNDARIES

1. The name of this organization shall be The Fan District Association of Richmond, Virginia, Inc., hereinafter referred to as FDA. The organization may use one or more of the following fictitious names or abbreviations: Fan District Assoc of Richmond Va Inc; Fan District Assn.; The Fan District Association; The Fan District Assn.; Fan District Association; and FDA.

2. The boundaries of the neighborhood represented by the FDA shall be in the City of Richmond, Virginia, to wit: on the North by Broad Street, on the East by Belvidere, on the South by the properties abutting the South line of Main Street and on the West by the Boulevard. This area shall be referred to herein as the "Fan District".

ARTICLE II. PURPOSE, DEFINITIONS AND CONSTRUCTION

1. Purpose.

A. The purposes of the FDA are:

1. To beautify the Fan District and to preserve and protect its architectural and historic character; and

2. To promote the health, welfare, happiness and civic, cultural, educational and recreational betterment of the Fan District in particular, and Richmond in general.

2. Definitions.

A. Administrative Expenses. Administrative expenses are those expenses that the FDA incurs in the exercise of its powers and duties, including, but not limited to, directors and officers insurance, recruitment and maintenance of membership, operation and maintenance of the FDA building, operation and maintenance of the FDA website, any costs associated with the environment within the Fan District, any costs associated with enforcing the City of Richmond's Code of Ordinances within the Fan District, and any costs associated with the meetings of the Membership and /or the Board of Directors.

B. Elective Year. The Elective Year shall run from Annual Meeting to Annual Meeting or as soon thereafter as the respective successors can be elected.

C. Fiscal Year. The Fiscal Year shall run from October 1 through September 30 of the following year.

3. Construction. Whenever the singular number is used in these By-laws and when required by the context, the same shall include the plural, and the masculine gender shall include the feminine and neuter genders, and vice versa.

ARTICLE III. MEMBERSHIP

1. The FDA shall have one class of members and such membership shall be open to any individual residing in or owning real property in the Fan District, and any organization located in or owning real property in the Fan District, and who shall pay dues. No individual or organization shall be eligible to hold more than one membership.

2. There shall be the following dues levels:

A. Individual – for one adult. Individual Members are voting members with full benefits of FDA membership.

B. Household – for up to two adults at the same address. Both adults are considered members, may vote, and have full, identical benefits of FDA membership.

C. Student - for one person. Individuals currently enrolled at a Richmond-based institution of higher education are eligible. Student members are voting members with full benefits of FDA membership.

D. Organization – for any business or organization. An organization making application for membership in the FDA shall be required to designate, in writing, one of its principals, partners, officers or trustees as its designated representative. Said designated representative shall exercise the privileges and obligations of membership on behalf of the organization of which he is a principal, partner, officer, or trustee until such time as proper written authorization changing the designated representative is received by the FDA.

3. Annual dues shall be set annually by the Board of Directors to cover the administrative expenses of the FDA. Dues are effective for a one-year period from the date they are received.

4. The Membership Committee shall determine whether an applicant is eligible for membership and for what dues level. In the event the Membership Committee does not have sufficient evidence to make these determinations, the applicant shall be so notified and given an opportunity to substantiate its eligibility. If sufficient evidence to make a determination is not provided within thirty days of said request, the membership shall be denied and the applicant's annual dues payment shall be refunded forthwith.

5. Members in good standing shall be eligible to vote, sit on committees, and hold elective office.

6. Any member may request an absentee ballot to vote in the election of directors.

7. A 30-day grace period from the annual dues renewal date shall be allowed before a member is dropped from the membership roll.

8. Friend of the Fan. Individuals, organizations and businesses that are not eligible for membership but seek to support the FDA are invited to become a Friend of the Fan. Friends

will receive FDA communications and are welcome at all FDA events, but do not have the right to vote.

ARTICLE IV. MEETINGS

1. Membership Meetings.

A. Annual Meeting. There shall be a regular membership meeting in May known as the Annual Meeting.

B. Special Membership Meetings. Special Membership Meetings may be called by the President, by a majority of the directors, or by petition signed by 10 percent of the members entitled to vote.

2. Board of Directors Meetings.

A. Regular Meetings. Regular Meetings of the Board of Directors shall be held not less than twice during each calendar quarter. The date, time, and place of meetings shall be designated by resolution adopted by the Board of Directors.

B. Special Meetings. Special Meetings of the Board of Directors may be called by the President or by a majority of the directors.

C. First Order of Business. The First Order of Business shall be included on the agenda at the first Regular Meeting following the Annual Meeting and shall address the following items:

1. election of a Vice President, Secretary and Treasurer;
2. appointment of chairs to all standing committees;
3. create or continue, as the case may be, such special committees as the Board deems desirable, and appoint chairs to these committees;
4. begin work on a budget for the next fiscal year. This shall include reviewing annual dues and other revenue generating items, and projecting administrative and other expenses; and
5. discuss goals and action items for the upcoming Elective Year.

D. E-mail polling by the Board of Directors. The Board may conduct business via e-mail as set forth in paragraph 3(C) below.

3. Notice of Meetings.

A. Membership Meetings. Written notice stating the date, time, and place of Regular Membership Meetings (and in the case of a Special Meeting the purpose or purposes for which the meeting is called) shall be given or sent not less than 10 nor more than 50 days before the date of the meeting to each member entitled to vote at such meeting. Exception to the above required notice shall be governed by Section 13.1- 810 of the Code of Virginia and Article V, paragraph 3 of these By-Laws.

B. Board of Directors Meetings. Notice stating date, time, and place of Regular Board Meetings (and in the case of a Special Meeting the purpose or purposes for which the meeting is called) shall be given to each director at least 48 hours prior to the meeting.

C. Board of Directors E-mail polling. If, in the opinion of the President, or in his absence the Vice-President, an issue arises that requires action prior to the next regularly scheduled meeting of the Board, a motion addressing such issue may be submitted to the Board and the President for consideration by means of an e-mail poll. If, within 48 hours of the notification of such e-mail poll, three or more members of the board object to consideration of such motion by e-mail, then the results of such e-mail poll will be null and void. A majority of the currently serving Board members is required to pass any motion by an e-mail poll. Copies of any motion submitted for decision by e-mail and the results of such motion shall be appended to the minutes of the next Regular Meeting and included in the Board records.

4. Quorum.

A. A quorum for the transaction of business at meetings of the membership shall consist of five (5) percent of the members.

B. A quorum for the transaction of business at meetings of the Board of Directors shall consist of a majority of the Directors.

ARTICLE V. BOARD OF DIRECTORS

1. The governing body of the FDA shall be vested in the Board of Directors, which shall consist of twelve (12) elected directors, all of whom shall be members of the FDA. Board members shall serve a three (3) year term. The terms of Board members shall be staggered so that one-third of the directorships shall be up for election each year.

2. The Board of Directors, to the extent permitted by law, shall exercise the powers and duties necessary for the administration of the affairs of the FDA. The Board of Directors shall be subject to the orders of the FDA and none of its acts shall conflict with the purposes for which the FDA was chartered as a Virginia non-stock corporation or exempt from taxes under Section 501 (C) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Code).

3. The Board of Directors shall cause notice of the election for new Board members to be given to each member, at least 30 days prior to the date of the meeting. Said notice shall include the names of members seeking election to the Board of Directors. Additional nominations may be made from the floor at the annual meeting, provided the consent of the nominee has been obtained prior to his name being submitted in nomination for election to the Board of Directors.

While the Board of Directors bears the responsibility of organizing the elections, it should do so impartially and without endorsing any one candidate over another.

4. Directors shall attend Board meetings, Regular or Special. When attendance is not possible, prior notification shall be given to the President, Vice President, or Secretary. A Director's absence from two meetings in a quarter or three meetings in a calendar year without such prior notification shall, upon motion of the Board, be construed as resignation therefrom. The first quarter of the Board year is the month in which the first Regular meeting is held following the Annual Meeting.

5. No salaries, wages, honorariums or other compensation shall be paid to any director for his duties as a director.

6. At least three (3) member-based activities shall take place each Elective Year. The Board of Directors shall designate the date, time and place of the activities and publicize them to the membership.

7. The Board of Directors shall elect a person to fill any vacancy that may occur on the Board. A Board member elected to fill a vacancy shall serve the unexpired term of his/her predecessor. Any director may be removed from office by a two-thirds vote of the total number of directors.

ARTICLE VI. OFFICERS

1. The officers of the FDA shall be a President, a Vice-President, a President-Elect, a Secretary and a Treasurer. They shall be elected to serve for the Elective Year or until their successor(s) are elected. In the event of a vacancy or an inability to continue the office of President, the Vice-President will fill the unexpired term of President. If both the President and the Vice-President are unable to fulfill their terms, the President-Elect will assume the presidency.

2. In the event the President, the Vice-President and the President-Elect are unable to perform the duties of President of the FDA, a majority of the remaining directors shall elect a chairman to fulfill those obligations.

3. The authority and duties of each officer shall be those customarily associated with such office, subject to any specific delegation of authorities and duties made by the Board of Directors.

4. The Vice-President, Secretary, and Treasurer shall be elected by the Board of Directors, as part of the First Order of Business, at the first meeting of the new Elective Year. The President-Elect shall be elected by the Board of Directors from among its members not later than the end of the calendar year.

5. No salaries, wages, honorariums or other compensation shall be paid to any officer for his duties as an officer, except the Secretary and Treasurer who, if serving as a non-voting member of the Board of Directors, may be paid such compensation as the Board of Directors shall determine.

6. Except as prescribed above, the Board of Directors shall elect a person to fill any vacancy which may occur among the officers. Any officer may be removed from office by a two-thirds vote of the total number of directors.

7. The Immediate Past President shall serve in a non-voting advisory role to the Board of Directors in an ex-officio position for one (1) calendar year after serving as President.

ARTICLE VII. COMMITTEES

1. The President shall appoint Standing Committees from among the membership. The Standing Committees may include: Communications, Holiday House Tour, Membership, Programs, Safety, Trees and Parks, Code Enforcement and Zoning, Parking, and Grants.

2. Special Committees may be appointed by the Board of Directors. These committees shall be reviewed on an annual basis as one of the items as defined in the First Order of Business.

3. All committees shall be of such size and have such powers, duties, and functions as may be assigned to them by the Board of Directors. Each committee chair shall attend at least one Board meeting per quarter to present an update on the progress of the committee.

ARTICLE VIII. PARLIAMENTARY AUTHORITY

1. Robert's Rules of Order, latest edition, shall be the parliamentary authority governing the FDA in all instances wherein its provisions do not conflict with the Articles of Incorporation, By-Laws, and Special Rules of Order.

ARTICLE IX. AMENDMENTS

1. These By-Laws may be amended by a two-thirds vote of the members present and qualified to vote at any meeting of the membership, at which quorum is present, provided that the substance of such amendment or amendments shall have been plainly stated in the required notice of the meeting.

Adopted and approved on May 18, 2016.