

FREEMASON STREET AREA ASSOCIATION, INC.

BYLAWS

ARTICLE I. NAME

The name of this non-profit organization shall be the Freemason Street Area Association (FSAA)* as set forth in the Articles of Incorporation, February 17, 1976.

ARTICLE II. PURPOSES

The purposes of the FSAA shall be exclusively public and charitable. They shall be:

to establish, operate and maintain a civic organization which will promote neighborly fellowship and community involvement;

to promote citizen education, participation and civic responsibility relating to the preservation, maintenance, safety, health and welfare of the Freemason Street area and the City of Norfolk; and

to make net distributions, if any, to tax-exempt organizations as approved by the Board of Directors.

ARTICLE III. AREA

The area covered by the association's activities shall be that area in the City of Norfolk, Virginia, as designated by the following boundaries:

On the North: York Street from the Elizabeth River to Duke Street;

On the East: West side of Duke Street starting at its junction with York Street extending south to Freemason Street. The west side of Boush Street from Freemason Street continuing to the Elizabeth River inlet on the south side of Brooke Avenue.

On the South: The Elizabeth River inlet at its junction with Boush Street on the south side of Brooke Avenue to the Elizabeth River; and,

On the West: The Elizabeth River, extending from the Elizabeth River inlet on the south side of Brooke Avenue northward to its junction with York Street.

Within these boundaries are included special City Zoning designations:

- a. HC-2A West Freemason Street Historical and Cultural Conservation District;
- b. HC-2T West Freemason Street Transitional District; and,
- c. National Register Historic District.

*Hereinafter in these Bylaws the Freemason Street Area Association, Inc., shall be referred to as "FSAA."

ARTICLE IV. MEMBERSHIP

Section 1. Membership shall be open to any resident or property owner in the area as provided in ARTICLE III, upon payment of dues as provided in ARTICLE V. The Board of Directors may also extend membership to a resident or property owner in the areas adjacent to the boundaries described in ARTICLE III.

Section 2. Classifications

- A. Family/Individual
 - 1. Owner(s) of a single-family residence and/or tenant.
 - 2. Owner(s) in a multi-family rental complex and/or tenant(s).
- B. Condominium Associations. A condominium association must have at least fifteen (15) residential units to be considered for an invitation to serve on the FSAA Board of Directors.
- C. Commercial owners/tenants/professionals

Section 3. A member in good standing shall be a member whose dues are current as provided in ARTICLE V.

Section 4. Members in good standing may attend meetings; receive notices of meetings and newsletters (if any); may submit matters of concern to the neighborhood for consideration at general membership meetings and to the FSAA Board of Directors; and may serve on committees including the Nominating Committee. Members in good standing shall be entitled to one (1) vote in the annual election of the Board of Directors. Members may be permitted to cast votes by mail, as authorized by the Board of Directors. Votes taken on motions presented at general membership meetings shall be advisory to, but not binding on, the FSAA Board of Directors.

ARTICLE V. DUES

Section 1. Dues shall be paid by each member classified in ARTICLE IV., Section 2. The amount of FSAA dues shall be determined annually by the Board of Directors and shall be announced in the call of the membership meeting in November for the ensuing year, or as determined by the Board. Dues are payable on January 1st for the ensuing year. Dues not paid by December 31st of the current year are delinquent and members with delinquent dues are not in good standing. Membership in the organization becomes effective at any time during the year upon payment of dues.

Section 2. The initial dues for the membership classifications shall be:

- Family/Individual \$5.00
- Condominium Associations \$50.00
- Commercial/Professionals \$25.00

Section 3. The FSAA fiscal year shall be from January 1 to December 31.

ARTICLE VI. ORGANIZATIONAL STRUCTURE

Section 1. Board of Directors

The FSAA Board of Directors shall consist of at least eleven (11) members and may be changed as determined by the Board of Directors. Six (6) of the Directors shall be elected from the general membership for two (2) year terms, with the exception of first election; thereafter, the terms are arranged so that two (2) vacancies occur each year. One of the six Directors elected from the general membership shall be a homeowner in the Freemason Historic District. Five (5) of the total number of Directors shall be representatives of the condominium associations determined annually by the association. The condominium associations to be represented, initially, are: Archers Walk, Freemason Harbour, Harbour Place, Pilot House and Tazewell Place. One member shall be appointed by the Board to represent the business community. Priority will be given to a business located within the boundaries of the FSAA. Directors may be reelected. The immediate past President of the FSAA shall be an ex-officio voting member of the Board. The Directors shall serve without compensation. Any vacancy on the Board of Directors may be filled by the Board for the unexpired term of the vacancy. Additionally, the President of the Friends of the Pagoda and Garden Foundation shall be a non-voting member of the Board of Directors.

Section 2. Officers

The officers shall be a President, Vice-President, Secretary and Treasurer. The officers shall be elected by the Board of Directors at an organizational meeting following the election of Directors at the annual membership meeting. The officers shall be elected for two (2) year terms and may be reelected.

Section 3. Committees

The Board of Directors shall authorize committees, as needed, to carry out the purposes of the corporation. The President shall appoint members in good standing to serve on committees.

A. Auditing Committee

An auditing committee of three (3) members in good standing shall be appointed by the President to audit the financial records of the organization annually.

B. Beautification Committee

A Beautification Committee shall be appointed, if possible, to encourage owners' pride in property and landscape maintenance;

to encourage members' participation in caring for the common ground within the designated boundaries; and,

to enhance the attractiveness of the neighborhood with seasonal plantings and holiday decorations, if possible.

C. Communication Committee

A Communication Committee shall be appointed, if possible, for the purpose of preparation and distribution of newsletters and other information, as determined by the Board.

D. Nominating Committee

The Board of Directors shall appoint a Nominating Committee composed of representation from the general membership and the Board of Directors. The committee shall consist of at least three (3) members, two of whom shall be members of the Board. The committee shall be charged with the duty of selecting a slate of candidates for the election of Directors at the annual membership meeting. The slate and the election procedure, determined by the Board, shall be distributed to the membership in the call to the annual meeting.

E. Historic District Committee

A Historic District Committee shall be appointed by the President:

to review applications submitted to Design Review Committee (DRC) that include buildings and land within the HC-WF 1 and HC-WF 2 districts;

to attend meetings of DRC and the Planning Commission when agenda items affect the HC-WF 1 and HC-WF 2 districts;

to serve as resources to residents and property owners in the HC-WF 1 and HC-WF 2 districts; and

to report recommendations to the Board of Directors.

ARTICLE VII. DUTIES OF THE BOARD OF DIRECTORS, OFFICERS AND COMMITTEES

Section 1. A. The FSAA Board of Directors, as provided in ARTICLE VI, shall be the governing body of the corporation and the final authority on matters relating to the business of the organization acting in good faith for the common good of the organization's membership. The Board of Directors may conduct business via the telephone or by e-mail in case of urgent need.

B. Board members shall attend at least one meeting per year; assist on committee assignments as requested; be alert and inform the President of media coverage, i.e., newspaper announcements which may impact the designated area; attend City Council meetings as requested by the President; and perform other duties, financial or otherwise, as may be required to carry out the purposes of the organization.

C. The Board of Directors may declare a Board position or office vacant for lack of attendance, or otherwise, and shall appoint an interim Director or officer to serve the unexpired term of the vacancy.

Section 2. Officers

A. The President shall:

schedule at least two meetings per year and special meetings as deemed necessary;

receive and review City of Norfolk communications relative to matters of potential impact on the designated area;

represent, or assign a designee to represent, the organization at City Council hearings, Design Review or other meetings as deemed necessary;

receive citizen complaints and suggestions for area improvement;

communicate to City officials and the membership on matters affecting the area;

appoint committees as authorized by the Board; file the annual report to the State Corporation Commission; and perform other duties as necessary.

schedule quarterly board meetings, or more frequent as may be determined by the Board of Directors.

B. The Vice President shall:

serve as an active aide to the President;

perform the duties of the President in his/her absence; and

perform other duties as necessary.

C. The Secretary shall:

record minutes of regular and special meetings and distribute to the Directors;

maintain a mailing list of essential contacts;

be responsible for the preparation and distribution of information to the membership including meeting notices; and,

assist the Treasurer in maintaining a current membership list.

D. The Treasurer shall:

prepare an annual budget for Board approval;

deposit all funds in a depository approved by the Board of Directors;

disburse funds as directed and/or approved by the Board of Directors;

file tax returns with the Internal Revenue Service, as required;

maintain a current membership list; and

present a statement of accounts at all meetings of the membership and Board of Directors.

ARTICLE VIII. MEETINGS OF BOARD OF DIRECTORS AND MEMBERSHIP

Section 1. Board of Directors

The Board of Directors shall meet at least quarterly including immediately following the annual membership meeting to elect officers.

Section 2. Regular Membership Meetings

The President shall call two (2) meetings of the membership each year, May and November, or as determined by the Board of Directors. A neighborhood social event may constitute a regular meeting, as determined by the Board.

Section 3. Special Meetings

Special meetings of the Board of Directors or of the membership may be called by the President;

by three (3) members of the Board of Directors; and

by the written request of five (5) members in good standing.

Section 4. Notice of Meetings

A. Notice of regular and special meetings of the Board of Directors may be given via the telephone and/or e-mail at least three (3) days in advance of the meeting.

B. Written notices of regular membership meetings shall be distributed to members in good standing at least five (5) working days in advance of the meeting, if possible, except for special meetings, in which case shorter notice and other methods of notifying the membership may be authorized by the Board. Meetings announced in the newspaper may serve as due notice for membership meetings.

ARTICLE IX. QUORUM

Section 1. Board of Directors' Meetings

Fifty percent (50%) of members of the Board of Directors shall constitute a quorum.

Section 2. Membership Meetings

Fifteen (15) members in good standing shall constitute a quorum. Three (3) Board members may be counted toward the fifteen required.

ARTICLE X. VOTING

Absentee voting by telephone, mail, e-mail and proxy shall be permitted.

ARTICLE XI. AVAILABILITY OF RECORDS

Records and official correspondence concerning business of the corporation shall be maintained by the President and the Secretary, and shall be made available to any member in good standing upon request at reasonable times.

ARTICLE XII. PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised shall govern the proceedings of the FSAA, except where there may be conflict with these Bylaws.

ARTICLE XIII. AMENDMENTS

These Bylaws may be amended by majority vote of the Board of Directors at any meeting with due notice.

ARTICLE XIV. DISPOSITION OF ASSETS

In the event of dissolution of the organization, established by said corporation, the closing assets shall be transferred to the City of Norfolk to be used exclusively for the betterment of the Freemason Street area of the City of Norfolk.

Revised: December, 1992
Adopted: April, 1993
Amended: January 16, 1996
Amended: May 10, 2006
Amended: May 14, 2008
Amended: February 19, 2014