

# West Falmouth Village Association Bylaws

Adopted July 9, 2007  
August 17, 2023

## **Article 1 – Name**

The name of the organization is the West Falmouth Village Association, Inc.

## **Article 2 – Purpose**

The purpose of the West Falmouth Village Association (hereafter, WFVA) shall be to preserve the character of the village and to work with town officials from Falmouth to meet the changing needs of West Falmouth and the greater Falmouth community.

## **Article 3 – Membership**

**Section 1.** Membership in the WFVA shall be open to anyone interested in supporting the purposes of this organization.

**Section 2.** Members – Individuals who pay dues (annual or lifetime) are members and shall have the right to attend all meetings of the WFVA and to participate in any of the organization's activities. They also shall also have the right to vote, hold office and serve in any appointed capacity (e.g., serve on a committee). Dues shall be determined by the Board of Directors, as specified in Article 6, Section 1.

Section 3: WFVA Supporters - Individuals who support the mission of the WFVA, but have not paid dues. They are entitled to attend all public meetings of the WFVA and to participate in any of the organization's activities.

## **Article 4 – Officers and Directors**

**Section 1.** The WFVA shall be governed by a Board of Directors, consisting of twelve to fifteen (12-15) members, as determined by the Board. Each director will serve for an initial term of three years. Subsequent terms will be by mutual agreement between the member and the Board.

**Section 2.** It shall be the duty of the President to preside over all meetings of the WFVA and of the Board of Directors. The President shall be a member *ex officio* of every committee. The President or the President's designee shall solely have the

authority to bind or otherwise take action on behalf of the Association. The President shall give an annual report of the state of the WFVA.

**Section 3.** The Secretary shall keep the records of all meetings of the WFVA and of the Board of Directors. These minutes are to be distributed prior to or at the next such meeting. The Secretary shall conduct the correspondence of the WFVA, as directed by the President; is the custodian of the records except those of the Treasurer; shall keep a membership roster; shall send out proper notice of all meetings; and shall keep safe all important documents, such as these bylaws, and any amendments to them, and any other such standing rules that may be adopted by the WFVA. If the President is absent, the Secretary shall preside over any meeting of the WFVA or the Board of Directors.

**Section 4.** The Treasurer shall collect, receive, and hold all money belonging to the WFVA, and deposit all funds in the name of the WFVA in such banks as the board shall designate; pay all bills; make all disbursements; present a regular itemized statement to the board; present a report at WFVA meetings; and render an annual account of the year's receipts and expenditures. The WFVA's financial records shall be open at all times for examination or audit as the board shall order. All checks shall be signed by either the President or the Treasurer. The Treasurer shall maintain a list of all current (paid) members, including both annual and lifetime members. At all times, both the President and Treasurer must be recognized by the bank(s) as duly authorized signatories for the WFVA. The Treasurer shall deliver to an elected successor all money, vouchers, books, papers, and any other property belonging to the WFVA at the close of the Annual Meeting, or as directed by the board.

**Section 5.** The Board of Directors shall transact the regular business of the WFVA. Any officer or director who is unable to attend multiple meetings of the board should meet with the President to discuss his/her continuing service. The Board may, by majority vote, fill director vacancies, subject to candidates first meeting with the Nominating Committee. The Board may also, by majority vote, fill officer positions from among the members of the existing board. The Board may remove a director by a two-thirds vote.

## **Article 5 – Meetings**

**Section 1.** There shall be at least one meeting of the membership of this WFVA each year: the Annual Meeting. Other meetings may be held as scheduled by the Board of Directors.

**Section 2.** Special meetings of the membership must be called by the President or the board upon the written request (including email) of one-tenth (1/10) of the membership. Such special meetings shall be held no more than 30 days after the request is made.

**Section 3.** Notice of the date, time, place and purpose of all general and special meetings shall be given to the membership at least five days before the meeting. Meetings may be held in a physical location, virtually, or a combination of the two.

**Section 4.** A quorum for the transaction of business at any meeting of the membership shall be twenty (20) active members or ten (10) percent of the active membership, whichever is less. If a vote is required at a meeting of the members, only the vote of those physically present will be counted.

**Section 5.** The meetings of the Board of Directors shall be held regularly, as determined by the board. Meetings may be held in a physical location, virtually, or a combination of the two. Votes taken by the Board of Directors may be done electronically.

Special meetings of the Board of Directors may be called by the President and must be called by the President upon the written request (including email) of three members of the board. Such special meetings shall be held as soon as reasonably possible after the request is made. A quorum for board meetings shall be not less than half of the Board members.

## **Article 6 – Dues**

**Section 1.** The amount of the annual dues for membership shall be set by the Board of Directors and shall be payable annually. Life membership dues shall also be set by the Board of Directors and represent a one-time payment, payable in full.

**Section 2.** The fiscal year for the WFVA shall run from January 1 through December 31.

**Section 3.** All funds raised by any WFVA function, or any committee or group activity shall become part of the general treasury of the WFVA.

## **Article 7 – Committees**

**Section 1.** The President may establish such committees as seem necessary and advisable, with the approval of the Board of Directors.

**Section 2.** The chairperson of each committee shall be appointed by the President and approved by the Board of Directors. Committee chairs will serve for an initial two-year term, with additional terms subject to mutual agreement. Committee chairs serve at the pleasure of the Board.

**Section 3.** Each committee shall be provided with the opportunity at each general membership meeting to present a report of committee activity.

## **Article 8 – Elections to Board of Directors**

**Section 1.** A Nominating Committee consisting of no less than three active members shall be appointed by the President. It shall be the general duty of the Nominating Committee to oversee the WFVA's annual election of directors. Specific duties shall include the gathering of nominations for director and the presentation of the of new directors and a slate of officers (when applicable) at the Annual Meeting.

**Section 2.** The Nominating Committee will meet with potential candidates prior to election by the board of directors and/or Annual Meeting.

**Section 3.** All nominations must be submitted in writing, with the permission of the person nominated. The Nominating Committee shall receive nominations until 60 days prior to the date of the Annual Meeting.

**Section 4.** The names of all candidates nominated by the deadline date, having met with the Nominating Committee, and approved by the Board of Directors shall be published to the general membership by mail, email, or the WFVA website not less than ten days prior to the Annual Meeting.

**Section 5.** Prior to each Annual Meeting, the Board of Directors shall elect officers of the WFVA from amongst the current Board: a President, a Secretary and a Treasurer, whose terms shall be for a minimum of three (3) years. Terms are renewable by the Board. These officers may be removed from their offices by a two-thirds vote of the Board of Directors with notice of a proposed removal vote given at a Board of Directors Meeting and the vote taken at the next Board of Directors Meeting.

**Section 6.** At the Annual Meeting, the Nominating Committee will recommend the new directors and a slate of officers (when applicable) to be elected by the dues-paying members. The election shall be held initially by voice vote, or if requested, by standing vote/share of hands. The President may, has his/her discretion require a roll call vote of the dues-paying members.

**Section 7.** Officers and directors shall be elected for an initial term of three years. Subsequent terms shall be by mutual agreement.

## **Article 9 – Parliamentary Authority**

**Section 1.** All meetings of the WFVA shall be conducted in accordance with these bylaws, any amendments to the bylaws, the Articles of Incorporation, and Robert's Rules of Order Newly Revised.

## **10 – Amendments**

**Section 1.** Any dues-paying member (or fully paid life member) may recommend amendments to these bylaws. Such proposed amendments shall be presented to the

Board of Directors at least 45 days before a general membership meeting. The proposed amendment shall be given to the membership at least 15 days before the meeting when the vote shall be taken. Such proposed amendments shall be ratified by a two-thirds (2/3) vote of the active membership present and eligible to vote.