

West Falmouth Village Association Bylaws

Adopted July 9, 2007

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 promote civic pride in our village, the Town of Falmouth, and Cape Cod as a whole.

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 shall have the right to attend all meetings of the WFVA; to vote and hold office and serve in any appointed capacity; and to participate in any of the organization's activities. Dues shall be fifteen dollars (\$15.00) per year.

Article 4 – Officers and Directors

Section 1. The association shall be governed by a Board of Directors, consisting of not more than twelve (12) members. To qualify as a director, a person must be an active member of this association for at least one month prior to election. Each director will be elected for a term of three years and will be eligible for re-election upon completion of that term. No Director shall serve more than two consecutive three year terms. One third of all directors elected prior to the adoption of this amendment will each be assigned to terms of one, two or three years, by a method determined by the President. (Adopted July 15, 2013)

Section 2. As soon as practicable after each Annual Meeting, the Board of Directors shall elect, from amongst its members, officers of this association: a President, a Secretary and a Treasurer, whose terms shall run through to the end of the next Annual Meeting. 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 3. It shall be the duty of the President to preside over all meetings of the association and of the Board of Directors. The President shall be a member *ex officio* of every committee except the Nominating Committee. All documents made or accepted or executed by the association shall be signed by the

President, or a designated representative. The President shall give an annual report of the state of the association.

Section 4. The Secretary shall keep the records of all meetings of the association and of the Board of Directors. These minutes are to be read at the next such meeting, or otherwise distributed prior to or at the next such meeting. The Secretary shall conduct the correspondence of the association, 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 safely all important documents such as these bylaws, and any amendments to them, and any other such standing rules that may be adopted by the association. If the President is absent, the Secretary shall preside over any meeting of the association or the Board of Directors.

Section 5. The Treasurer shall collect, receive, and hold all money belonging to the association, and deposit all funds in the name of the association in such banks as the board shall designate; pay all bills; make all disbursements; present a monthly itemized statement to the board; present a report at association meetings; and render an annual account of the year's receipts and expenditures. The association'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 deliver to an elected successor all money, vouchers, books, papers, and any other property belonging to the association at the close of the Annual Meeting, or as directed by the board.

Section 6. The Board of Directors shall transact the regular business of the association. Any officer or director failing to attend three consecutive meetings of the board may be relieved of office by a majority vote of the board. The Board may by majority vote fill vacancies of officers and directors for the remainder of a term of office.

Article 5 – Meetings

Section 1. There shall be at least one meeting of the membership of this association 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 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.

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.

Section 5. The meetings of the Board of Directors shall be held monthly unless changed by the board. Special meetings of the Board of Directors may be called by the President, and must be called by the President upon the written request of three members of the board. Such special meetings shall be held no more than 15 days after the request is made. Board members must be notified at least five days before the meeting. 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.

Section 2. The fiscal year for this association shall run from January 1 through December 31.

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

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 either one or two years so as to stagger terms of office. The Board of Directors will decide which of the committee chairs will have one or two year terms, achieving an approximately equal division in term lengths.

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

Section 1. A Nominating Committee consisting of no less than three active members shall be elected at the Annual Meeting. The President is not eligible for membership of the Nominating Committee. It shall be the general duty of the Nominating Committee to oversee the association's annual election. Specific duties shall include the gathering of nominations for director; and the preparation, distribution and counting of paper ballots at the Annual Meeting.

Section 2. All nominations must be submitted in writing, with the permission of the person nominated. The Nominating Committee shall receive nominations until 14 days from the date of the Annual Meeting.

Section 3. The names of all candidates nominated by the deadline date 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 4. The election shall be held on ballots prepared by the Nominating Committee. The committee members shall distribute the ballots and collect them at the conclusion of the Annual Meeting. The committee shall count the votes, and report the results to the Board of Directors and the membership no later than 7 days after the election.

Section 5. The committee shall retain all ballots for a period of 30 days after an election, during which time any member of the association may ask the Board of Directors for a recount. Upon receiving such a request, the Board of Directors shall conduct a recount and such recount shall be final.

Section 6. Officers and directors shall be elected for terms of either two or three years. Four board members shall have two-year terms, and three board members shall have three-year terms. The term of office begins at when the results are reported.

Article 9 – Parliamentary Authority

Section 1. All meetings of this Association 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.

Article 10 – Amendments

Section 1. An active member may recommend amendments to these bylaws. Such proposed amendments shall be presented to the Board of Directors at least 14 days before a general membership meeting. The proposed amendment shall be given to the membership at least five 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.