

**AMENDED AND RESTATED BYLAWS**  
**OF THE**  
**SOUTHAMPTON CITIZENS ASSOCIATION**

**ARTICLE I**  
**BOARD OF DIRECTORS**

Section 1. The Board of Directors shall consist of from three (3) to a maximum of fifteen (15) members, and each director shall be elected for a term of two years, except when elected to complete the term of a prior director. It is desirable that one or more directors reside in each of the four (4) sections of Southampton defined in the Articles of Incorporation and indicated on the map of the Southampton area attached hereto and made a part hereof as Appendix A. The immediate past president of the Association shall be an additional and an ex officio member of the Board with full right to vote.

Section 2. The Board shall arrange to stagger the terms of director(s).

Section 3. The regular election of directors to fill vacancies in the Board shall be conducted at the annual meeting in October. A nominating committee, appointed by the President, shall present a slate of directors to the Board of Directors 30 days prior to the annual meeting.

Section 4. Upon election, each new Board member shall receive a copy of the Articles of Incorporation and Bylaws, and other pertinent materials.

Section 5. Any vacancy occurring in the Board of Directors between regular elections shall be filled for the unexpired term by the Board of Directors.

Section 6. Meetings of the Board of Directors may be called at any time by the President or by any three (3) directors. Notice of such meetings shall be given to each director by regular mail, electronic mail or by oral communication at least five (5) days prior to the meeting, which shall specify the time and place and purpose of the meeting.

**ARTICLE II**  
**OFFICERS**

Section 1. The Officers of the Association shall be:

President  
Vice President  
Secretary  
Treasurer

and such other officers as the Board of Directors may from time to time create.

Section 2. The Officers shall be elected by the Board of Directors from its members at their organizational meeting in October and shall serve for one year and until their successors are elected.

Section 3. The President shall be the chief executive of the Association and shall preside at all meetings of the Association, of the Board of Directors and of its Executive Committee. He shall have the power to appoint all committees necessary to carry on the work of the Association, subject to alteration or confirmation by the Board of Directors at its next meeting, and he shall be an ex officio member of all committees. He has the ultimate responsibility to assure that all Association activities and responsibilities are performed in accordance with the Bylaws.

Section 4. The Vice President shall perform the duties of the President in the absence or disability of the President. Whenever the word "President" shall appear herein, the phrase "or the Vice President performing the duties of the President" shall be implied.

Section 5. The Secretary shall be responsible for the minutes and records of all meetings of the Association, the Board of Directors and its Executive Committee; shall oversee balloting for all elections; shall be responsible for assuring that all notices and minutes of meetings are given as required by these Bylaws; shall be responsible for assisting the President and Board of Directors with correspondence as needed.

Section 6. The Treasurer shall be the custodian of all funds and securities of the Association, and shall report the state of the treasury at the meetings of the Association and of the Board of Directors. The Treasurer shall prepare the budget and present for adoption to the Board of Directors prior to the new fiscal year.

Section 7. All checks, drafts, notes and orders for the payment of money issued by the Association, and contracts and other documents requiring the signature of the Association, shall be signed by such officer or officers of the Association as the board of Directors may from time to time designate, and any endorsement of such paper in the ordinary course of business shall be similarly made, except that the President, Vice President or the Treasurer of the Association may endorse the checks, drafts or notes for collection or deposit to the credit of the Association.

Section 8.

An outside firm, special committee, the executive committee, entire board or some combination there of will be decided by the Board per the bylaws to review the association's financial books once a year.

**ARTICLE III**  
**EXECUTIVE COMMITTEE**

Section 1. The Executive Committee of the Board of Directors shall be composed of the Officers of the Association and the immediate past president.

Section 2. Any vacancy in the Executive Committee shall be filled by the Board of Directors.

Section 3. The Executive Committee shall be entrusted with the full power to act for the Board of Directors in the interim between meetings of the Board.

**ARTICLE IV**  
**COMMITTEES**

Section 1. The Executive Committee shall have the authority to form additional or special committees at such time as be necessary to carry out the activities of the association. Any standing committees may be formed or disbanded as appropriate by a majority vote of the Executive Committee.

The chairs of the standing committees and special committees may or may not be members of the board; however, they must be members of the Association and reside within the boundaries of the Association. The President will specify the frequency of committee reports to the Board of Directors. Each committee must have one member from the Board of Directors as a member.

Section 2. A written report from each committee shall be made to the Board of Directors and be read to the membership at the annual meeting. The president will specify how often reports are needed from committee chairs throughout the year.

Section 3. The following shall be the Association's standing committees:

- Membership
- Social/Outreach
- Communications
- City Services & Neighborhood Development

**ARTICLE V**  
**MEETINGS**

Section 1. The annual meeting of the Association shall be held at such place within the State of Virginia as may be provided in the notice of the meeting, on the third Tuesday of October of each year, or such other date as may be selected by the directors.

Section 2. Additional general meetings of the Association shall be called whenever the Board or Executive Committee determines that reports of a committee or committees or other matters of specific interest warrant the attention or action of the Association in general meeting assembled, or upon the written request of twenty (20) active members of the Association.

Section 3. The time and place of meetings of the Board of Directors shall be as provided in Article 1.

Section 4. A majority of the Board of Directors shall constitute a quorum.

Section 5. The Executive Committee of the Board of Directors shall meet at the call of the President. Three members of the Executive Committee, present in person, shall constitute a quorum.

**ARTICLE VI**  
**MONIES**

Section 1. All funds received by the Association shall be deposited in the name of the Association in depositories approved by the Board of Directors or its Executive Committee. All checks drawn by the Association shall be signed in the name of the Association by the Treasurer or by one of the other officers as the Board shall designate.

Section 2. Dues, if any, and the time and manner of payment thereof, shall be as fixed from time to time by a majority vote of the Board of Directors-

**ARTICLE VII**  
**MISCELLANEOUS**

Section 1. The fiscal year of the Association shall commence on November 1 of each calendar year.

Section 2. The principal office of the Association shall be the home of the Treasurer or such other place as the Board shall from time to time designate.

Section 3. Any rules or parliamentary procedures, not covered by the Articles of Incorporation or these Bylaws, shall be governed by the latest edition of Robert's Rules of Order.

Section 4. The Board of Directors may terminate a Board member due to chronic absences (at least 3) by board member or if derelict in responsibilities. Removal of such member would require a majority vote and the vacancy forthwith filled in accordance with the Bylaws.

**ARTICLE VIII**  
**AMENDMENTS**

These Articles may be amended by submitting such proposal with a brief statement of the nature thereof in writing to the Board of Directors two weeks prior to a meeting. Proposed amendments become effective following ratification by a majority vote of the Board of Directors present at the meeting.