

Revised January 10 2005

## COWPASTURE RIVER PRESERVATION ASSOCIATION

### BY-LAWS

#### ARTICLE I Membership

**Members.** Members of the Association shall consist of all persons who desire to support the work and objectives of the Association as set forth in the Articles of Incorporation and pay annual dues of the Association as fixed by the Board of Directors from time to time. Each such member shall have one vote on all matters requiring the vote of members.

#### ARTICLE II Meetings of Members

**Section 1.** The Annual meeting of the members of the Association shall be held on an appropriate date in April or May as set by the Board of Directors.

**Section 2.** All meetings of members shall be held at the date, time and place fixed by the Board of Directors and shall be stated in the notice of the meeting. Meetings of members shall be held whenever called by the President, by a majority of the Directors or by members having five per cent (5%) of the votes entitled to be cast at such a meeting.

**Section 3.** Members having ten per cent (10%) of the votes entitled to be cast, represented in person or by written proxy, shall constitute a quorum at any meetings of the members. Each voter must designate by name a member of the Board of Directors who is to vote his/her proxy, which shall be forwarded to the Treasurer. Any undesignated proxies shall be declared void. Less than a quorum may adjourn the meeting to a fixed time and place, no further notice of any adjourned meeting being required.

**Section 4.** The President shall preside over all meetings of the members. If he is not present, the Vice President shall preside. If neither the President nor the Vice President is present, a chairman shall be elected by a majority vote. The Secretary of the Association shall act as Secretary of all the meetings, if present, and, if not present, the Co-Secretary will act as Secretary.

**ARTICLE III**  
**Board of Directors**

**Section 1.** The number of regular Directors shall be fifteen. In addition the past President from the previous year will serve as an exofficio member of the board for one year. This number may be increased or decreased at any time by amendment of these By-laws, according to Article IX, but shall always be a number not less than three. Directors will hold office until removed or until their terms expire or until their successors are elected. A majority of the Directors (8) shall constitute a quorum. Less than a quorum may adjourn the meeting to a fixed time and place, no further notice of any adjourned meeting being required.

**Section 2.** Directors shall be elected at the Annual Meeting of members and will assume office upon election.

**Section 3.** The Board of Directors will appoint a Nominating Committee of three (3) persons at the January meeting prior to the Annual Meeting each year to submit names of potential directors. Members also may put names in nomination by mail prior to the Annual Meeting or from the floor during the Annual Meeting. Any person whose name has been put in nomination for the Board of Directors must have been a Member of the Association for at least one year. "One Year" is defined as the period of time from one **Annual Meeting to the next Annual Meeting.**

**Section 4.** Directors will be limited to two consecutive elected terms of office. A term of office shall be three (3) years. They may run again after a one-year interim. "One Year" is defined as the period of time from one Annual Meeting to the next Annual Meeting.

**Section 5.** The members of any meeting, by a vote of the majority of votes entitled to be cast, may remove any Director and fill the vacancy. Any vacancy arising among the Directors may be filled by the remaining Directors unless sooner filled by the members.

**Section 6.** Meetings of the Board of Directors shall be held bimonthly and at any other times fixed by resolution of the Board or upon the call of the President or of a majority of the members of the Board. Notice of any meeting not held at a time fixed by a resolution of the Board shall be given at least two days before the meeting at the Director's residence or business address or by delivering such notice to him/her or by telephoning, emailing or telegraphing it to him/her at least one day before the meeting. Any such notice shall contain the time, place, and agenda of the meeting. Meetings may be held without notice if all of the Directors are present or those not present waive notice before or after the meeting.

**ARTICLE IV**  
**Executive Committee**

**Section 1.** The Executive Committee shall be comprised of the officers of the Association. The Executive Committee, when the Board of Directors is not in session, may to the extent permitted

by law, exercise all the powers of the Directors, and authorize the Seal of the Corporation to be affixed as required. The Executive Committee may make rules for the holding and conduct of its meetings, the notice thereof required and the keeping of its records.

## **ARTICLE V** **Officers**

**Section 1.** The Board of Directors, at the conclusion of each Annual Meeting, shall elect a President, a Vice President, a Secretary and Treasurer, all of whom shall be Directors, and may appoint such other officers and Committees as it may deem proper. Any officer may hold more than one office except that the same person shall not be President and Secretary. The term of office shall be one year and until their respective successors are elected and qualify, but any officer may be removed at any time by the majority vote of the Board of Directors. Vacancies among the officers shall be filled by the Directors. The officers of the Association shall have such duties as generally pertain to their respective offices as well as such powers and duties as from time to time may be delegated to them by the Board of Directors.

## **ARTICLE VI** **Seal**

**Section 1.** The Seal of the Association shall be a flat-faced circular die of which there may be any number of counterparts with the name of the Association and the words Seal and Virginia engraved thereon.

## **ARTICLE VII** **Dues**

**Section 1.** The annual membership dues to be paid by each member shall be determined by the Board of Directors, by the July Board of Directors meeting, payable before January 1 of the following year.

## **ARTICLE VIII** **Rules of Order**

**Section 1.** Roberts' Rules of Order (Revised) shall be the parliamentary authority for all matters of procedure not specifically covered by these By-laws.

**Section 2.** The President shall appoint a Parliamentarian from the membership to serve for one year. "One Year" is defined as the period of time from one Annual Meeting to the next Annual Meeting.

**ARTICLE IX**  
**Amendments**

**Section 1.** The By-laws may be amended at any meeting of the Directors by a two-thirds (2/3) majority, provided written notice of the proposed amendment has been included in the notice of the meeting sent to each Director. The By-laws also may be amended by the members by a two-thirds (2/3) majority of those present in person or by written proxy, provided a 30 day notice of the proposed amendment is sent to the Board of Directors prior to their notification of the annual meeting and is included in the notice sent to each member.

**Section 2.** All By-laws amendments adopted by either the Board of Directors or the members must be ratified at the Annual Meeting by a two-thirds (2/3) majority of those present in person or by written proxy.

As Amended February 17, 1989, December 7, 1992, May 2, 1998, May 6, 2000, March 12, 2002 and January 10, 2005

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W. Louis Robinson, Secretary