

The responsibility to amend the By-laws is given to the board by Article X:

“ARTICLE X AMENDMENTS These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by the Board of Directors.”

MODIFY:

Article X – Directors

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any ~~two~~ **three** directors. The person or persons authorized to call special meetings of the Board may fix any place, within or without the State of Virginia, as the place for holding any special meeting of the Board called by them.

MODIFY:

Article X – Amendments

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by the Board of Directors **by a vote of the majority of those present, with no less than 3 Directors present.**

ADD:

Article IV – Directors

Section 11: Eligibility for Board of Directors

1. General Eligibility Requirements:

To be eligible for election to the Board of Directors, a candidate must meet the following criteria:

- The candidate must be a member as defined in Article II, Section 1.
- The candidate must be at least 18 years of age and legally capable of entering into contracts and obligations on behalf of the corporation.
- The candidate must not have any unpaid dues, assessments, or fees owed to the association at the time of the election.

2. Disqualifications:

A member shall be disqualified from serving on the Board of Directors if any of the following conditions apply:

- The candidate has been removed from the Board in the past ten (10) years for failure to comply with the By-laws or for actions detrimental to the corporation.
- The candidate has a conflict of interest, which has not been disclosed or resolved.

- The candidate violates the provisions regarding the approval and use of community funds as outlined in Article XI.

Section 12: Removal of Directors

1. Removal by the Board of Directors:

A director may be removed from the Board of Directors, with or without cause, by an affirmative vote of a majority of the remaining directors, provided that the director to be removed has been given notice of the proposed removal and an opportunity to be heard at a meeting of the Board.

2. Removal by Members:

Any director may be removed by the members of the corporation at a special meeting called for the purpose of removing the director. The removal must be approved by a majority of the votes cast at the meeting, provided that the notice of the special meeting clearly states the purpose of the meeting and identifies the director(s) proposed for removal.

3. Automatic Removal of Directors:

A director shall be automatically removed from the Board in the event of:

- Failure to remain a member in good standing with the corporation, including the failure to pay any 2 consecutive assessments, fees, or dues or failure to comply with the rules and regulations of the association.
- Failing to adhere to the By-laws regarding the approval and use of community funds, including making unauthorized expenditures or bypassing the required approval processes outlined in Article XI.
- Engaging in activities that present a conflict of interest and failure to disclose the conflict.
- A determination by a quorum of the Board that a director has engaged in any action detrimental to the best interests of the corporation.

4. Filling Vacancies:

Any vacancy created by the removal of a director may be filled in accordance with Section 2 of this Article IV, by the Board or at the next meeting of the members, as appropriate.

ADD:

Article XI – Approval of Use of Community Funds

1. Budget Approval:

The Board of Directors shall approve an annual budget for the corporation, which shall include estimates for all anticipated expenses for the coming year. The budget must be approved by a majority vote of the Board of Directors at a regularly scheduled meeting.

In addition to in-person meetings, the Board of Directors may approve the annual budget by email or other written communication, provided that:

- All members of the Board have the opportunity to ask questions, provide feedback, and review the budget in detail.
- A majority of the Board members (as specified in the By-laws for quorum) must respond in writing to approve the budget.

Once approved, the finalized budget shall be distributed to all members of the Board and members of the association, if applicable, in a timely manner.

2. Approval of Expenditures:

Any expenditure shall require prior approval by the Board of Directors. Such approval shall be obtained at a meeting with a quorum present, and a majority vote of the Board is required for approval.

If a meeting is not immediately possible, a vote on the expenditure may be conducted via email or other written communication. The expenditure will be approved when a majority of the Board members respond in writing to approve the proposed expenditure.

3. Emergency Expenditures:

In the event of an emergency that requires an immediate expenditure, the President or Treasurer may approve expenditures up to \$500 without prior Board approval. Such emergency expenditures must be reported to the Board immediately via email.