

By-Laws of WVCO, Inc.
(Williamson Valley Community Organization, Inc.)

ADOPTED AT ANNUAL MEETING FEBRUARY 18, 2016

Article 1. Name

The name of the corporation is WVCO, Inc., which stands for Williamson Valley Community Organization, Inc. (WVCO).

Article 2. Mission Statement

The WVCO Board has adopted the following mission for the organization:

- A. Advocate for preserving our rural, residential life style, and community spirit
- B. Provide education for Williamson Valley residents through the Website, newsletters, e-mails and community meetings regarding development, zoning, water, roads, wildfire, political and other topics of interest
- C. Serve as a voice for the Williamson Valley community to public officials and organizations

Article 3. Purpose

WVCO's continuing purpose shall be to pursue necessary actions to insure protection of the values expressed in the mission statement.

Article 4. Membership

Membership is available to any adult who:

- A. Resides or owns property within the Williamson Valley community.
- B. Subscribes to the purposes of the WVCO.
- C. Fills out a membership application.
- D. Pays annual dues as determined by the Board of Directors.

Any member in good standing may submit an item to the appropriate committee for consideration.

Article 5. Board of Directors

Section 1. The Board of Directors shall be made up of a minimum of five (5) and maximum of (12) WVCO members in good standing. A quorum consists of a simple majority (fifty percent plus one) of members of the entire Board of Directors and is necessary to conduct any business. Subject to directives of annual and special meetings and these By-Laws, the Board of Directors shall have authority over the activities and assets of the WVCO, Inc.

Section 2. Regular meetings of the Board of Directors will be held quarterly or otherwise needed. Business will be confined to stated agenda.

Section 3. The President or three (3) Board Members can call a Special Meeting of the Board of Directors, provided 48 hour notice of the meeting is extended to all Board members. Agendas and notice of all Board meetings will be posted on the WVCO Website. Board meetings, with the exception of Executive sessions, legal or personnel issues, are open to all members of WVCO.

Section 4. A director may be removed at the Board of Directors' discretion. The Board of Directors may remove a Director after a hearing as deemed necessary for the best interests of the WVCO.

Section 5. A director will be dismissed after failure to attend three consecutive Board meetings unless a vote by the Board to the contrary.

Section 6. A vacant Officer's position will be appointed by the Board for the duration of the unexpired portion of that term.

Section 7. The Board of Directors shall be elected at the Annual Meeting in every odd-numbered year. Terms of office shall be for two years. There will be no term limits.

Section 8. Any Board vacancy may be filled by a majority vote of the Board of Directors.

Article 6. Officers

Section 1. Officers of WVCO shall be a President, Vice-President, Secretary, and Treasurer. The chain of command shall be in order of President, Vice President, Secretary, and Treasurer. In the absence of the officers, the Board of Directors may select a board member to preside over a meeting. Officers shall be elected from the Board of Directors, by the Board for a term of two years.

The President's duties include:

- A. Presiding over all membership meetings and Board meetings.
- B. Being Chief Executive Officer of the Corporation, responsible for day-to-day administration of the affairs of the Corporation and supervision of any contractors.
- C. Participating as an *ex-officio* (voice but not vote) member of all committees.
- D. Providing an annual report of the activities and financial condition of the Corporation submitted by the Board to the membership at the Annual Meeting.

The Vice President's duties include:

- A. Assuming the duties of the President should that office become vacant.
- B. Presiding at meetings when the President is unable to attend.

The Secretary's duties include:

- A. Maintaining the official records of the Corporation and the archives.
- B. Recording and distributing the minutes of member meetings and Board meetings.
- C. Informing members of meetings.

The Treasurer's duties include:

- A. Maintaining the financial records of the Corporation and is responsible for the monies or securities of the Corporation.
- B. Being one of the members of the Board of Directors who signs checks. The Board will determine board members designated to sign checks.
- C. Preparing the financial report for presentation to the membership at the Annual Meeting.
- D. Presenting a proposed budget at the Annual Meeting.
- E. Maintaining a list of the names and addresses of the members of the Corporation.
- F. Preparing and submitting the annual report to the Corporation Commission.

Section 2. One of the pre-mentioned officers will serve as the statutory agent.

Article 7. Meetings of the members

Section 1. The Annual Meeting of the members of the Corporation shall be held at a time and place specified by the Board of Directors for the receipt of the annual report, and to conduct any other business that may arise. Notice of the Annual Meeting, stating the time and place, shall be published on the Website, and sent by e-mail to the last known address of all members of the

Corporation at least 21 days prior to the meeting. Members whose e-mail addresses are not held by the Corporation will be notified by U.S. mail.

Section 2. Special meetings of the members of the Corporation will be held by the Board of Directors, or the President and two other members of the Board of Directors, or by written request of one-third of the membership. Notice of each special meeting, stating the time and place shall be published on the Website and sent by e-mail or U.S. mail to all members of the Corporation at least 21 days prior to the meeting.

Section 3. Each member may vote at regular or special meetings of the membership. A member may vote by absentee ballot.

Section 4. Any action that is proper for a special meeting may be conducted by written ballot in lieu of a meeting. A written ballot may be initiated by a vote of the Board or by written petition by one-third of the membership.

Article 8. Committees

Section 1. All committees and subcommittees of the Board shall be established by and with the approval of the Board of Directors

Section 2. The President may, with the concurrence of the Board, create ad hoc committees for special projects. The Board of Directors shall name the chairperson and members of each ad hoc committee. An ad hoc committee shall be dissolved by the Board of Directors when the purpose of said committee is completed.

Section 3. A Nominating Committee:

- A. Consists of at least two (2) members in good standing appointed by the Board of Directors.
- B. Meeting will be held two months prior to the Annual Meeting in odd-numbered years.
- C. Presents a proposed slate for approval at the meeting of the Board of Directors one month prior to the Annual Meeting.
- D. Presents a slate twenty-one (21) days prior to the Annual Meeting to the general membership by e-mail and published on the Website along with the announcement of the Annual Meeting.

Once the notice of the Annual Meeting is received, members wishing to be nominated to serve on the Board of Directors should notify the Board, Each applicant will be interviewed by the Nominating Committee.

Section 4. A Financial Review Committee shall be created by the Board to review the financial records of WVCO and submit a report to the members at the Annual Meeting. The Financial Review Committee shall consist of at least two (2) members, in good standing, appointed by the Board of Directors forty-five (45) days before the Annual Meeting.

Article 9. Expenditures

All expenditures must be authorized by the Board of Directors.

Article 10. Compensation

WVCO Board members may not receive any compensation either for services performed as an officer or as a member of the Board of Directors. Board members and members of the Corporation may be reimbursed for expenses approved by the Board and incurred in connection with Corporation activities.

Article 11. Fiscal Year

The fiscal year of WVCO begins on the 1st day of January and terminates on the 31st day of December of each calendar year.

Article 12. Parliamentary Authority

Meetings of WVCO shall be governed by *Robert's Rules of Order*, except where they are inconsistent with these by-laws, and any special rules of order the Board may adopt. Where the by-laws are silent, Robert's Rules of Order will apply.

Article 13. Amendments

The By-Laws of WVCO may be amended, altered or repealed by the affirmative vote of a two-thirds majority of the members attending a scheduled meeting or special meeting of the Corporation where there has been prior notification that a vote will be held on a by-law issue. Notification requires written notice of intention to alter, amend, repeal or to adopt new by-laws at such meeting and the notice of such meeting contains a statement of the proposed alteration, amendment or repeal. Such notice shall be provided to all members at least twenty-one (21) days in advance of said meeting. No proxy votes will be accepted, only absentee ballots will be accepted.

Article 14. Prohibitions

WVCO shall not:

- A. Permit any part of WVCO's net earnings to inure to the benefit of any individual.
- B. Conduct any lobbying activities inconsistent with the Corporation's purposes.
- C. Participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- D. Endorse any candidate.
- E. Lend any part of its income or corpus.
- F. Make any of its services available on a preferential basis.
- G. Engage in any other transactions which result in a substantial diversion of its income or corpus to any officer, member of the Board of Directors, or substantial contributor to WVCO.

Article 15. Dissolution and Distribution of Assets

In the event of the need of dissolution of WVCO, Inc., a Special meeting will be called. A two-thirds vote of the members present is required to dissolve WVCO, Inc. A two-thirds vote of the members present at a Special meeting for the purpose of dissolution, shall direct the Treasurer to distribute the assets and accrued income to a local non-profit organization, as determined by the members present.