



**Old Southwest, Inc.
Bylaws
2015**



**BYLAWS OF OLD SOUTHWEST, INC.
(As amended 2015)**

ARTICLE I - NAME

- Section 1. The name of the Corporation will be Old Southwest, Inc.
- Section 2. The principal office of the Corporation will be at the Alexander-Gish House, 641 Walnut Avenue, SW, Roanoke, VA 24016.

ARTICLE II - PURPOSE

The purpose of the Corporation will be to operate exclusively for charitable and educational purposes within the meaning of Section 501(c)3 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), and more specifically:

- Section 1. To lessen the burden of government by promoting social welfare and combating community deterioration to make the Old Southwest neighborhood of Roanoke, Virginia a safe, wholesome and enjoyable place to live, work and visit.
- Section 2. To provide assistance to neighborhood groups in any manner that furthers a feeling of pride and involvement in the future of the City of Roanoke.
- Section 3. To make distribution to other organizations that qualify as organizations described in Section 501(c)(3) or 170(c)(1) of the Internal Revenue Code.
- Section 4. To engage in any lawful activities incidental to the forgoing purposes.
- Section 5. To accept donations of money, real property or other property for the above purposes and to acquire and dispose of real property or other property for the above purposes.

ARTICLE III - NEIGHBORHOOD PRESERVATION

- Section 1. It is the policy of Old Southwest, Inc. to support enforcement of Architectural Review Board guidelines, zoning ordinances, and other applicable sections of the Code of the City of Roanoke in matters of use, development, restoration, renovation and maintenance of properties in the neighborhood. The Board of Directors may support exceptions to this policy upon application by any property owner in the neighborhood.

ARTICLE IV - DEFINITIONS

- Section 1. Notice. Notice required in these bylaws will be in writing, signed by the Secretary, and mailed or personally delivered to the recipient at his/her address known to the Corporation not less than 10 days or more than 60 days in advance of the event requiring notice. Notices may also be sent via electronic means to individuals who are members of the organization and who are in good standing.
- Section 2. Old Southwest. The neighborhood of Old Southwest is bounded as follows: From the intersection of Ferdinand Avenue and 10th Street, north on 10th Street to Marshall Avenue; then east on Marshall Avenue to Franklin Road; then south on Franklin Road to Day Avenue; then east on Day Avenue to South Jefferson Street; then south on South Jefferson to Elm Avenue; then east on Elm Avenue to Interstate 581; then southwest on Interstate 581 until it intersects with Franklin Road and the Norfolk & Western Railroad track; then following the railroad track north and west to the intersection of Ferdinand and 10th Street.
- Section 3. Definitions. The Board of Directors of Old Southwest, Inc. may from time to time define terms used in these bylaws by resolution. At the next regular meeting of the membership, the voting members will act to approve such definitions as amendments to these bylaws.

ARTICLE V - RULES OF PROCEDURE

Meetings of the membership, of the Board of Directors and of committees will be governed by the presiding officer according to the most contemporary published version of Robert's Rules of Order.

ARTICLE VI - MEMBERSHIP

- Section 1. Classes of Members. The Corporation will have two classes of members, voting and nonvoting. Voting membership is restricted to natural persons who are residents of the Old Southwest neighborhood. Only voting members will be entitled to vote. Nonvoting members will be all other individuals or organizations interested in supporting the purposes of the Corporation. Nonvoting members will not be entitled to vote.
- Section 2. Application for Membership. Any adult may apply for membership by filing an application in such form as the Board of Directors will prescribe. Membership will be subject to the payment of such dues as the Membership will establish from time to time. Other conditions and regulations of membership, the rights and privileges of members will be determined and fixed by these bylaws.
- Section 3. Changes in Status. A voting member's status will change to nonvoting status when the voting member moves to a primary residence outside the boundaries of Old Southwest. A nonvoting member's status will change to voting status when the nonvoting member moves to a primary residence within the boundaries of Old Southwest.

ARTICLE VII - BOARD OF DIRECTORS

- Section 1. The initial Board of Directors will serve as set forth herein and in the Articles of Incorporation.
- Section 2. Qualification. Officers and Directors of the Corporation shall be voting members of the corporation.
- Section 3. Elections. Officers and Directors of the Corporation will be elected by voting members of the Corporation, who have paid dues for the current year by the third Thursday in October, at an annual meeting of the membership. Officers and Directors will be elected by a majority of voting members present at the annual meeting from nominees for office.
- Section 4. Term. The term of office of each Officer and Director will be for one year or until death, resignation or removal by the Board of Directors, beginning on January 1.
- Section 5. Number. There will be between five and seven Directors of the Corporation who, along with the Officers of the Corporation, will constitute the Board of Directors.
- Section 6. Removal. Officers and Directors may be removed for cause by an affirmative vote of a majority of the active members of the Board of Directors at the time of the vote. Removal of an Officer or Director must be confirmed by a majority vote of voting members present at the next regular meeting of the membership. Removal of an Officer or Director will not take effect until confirmation of that action by the voting members. The authority and duties of an Officer or Director will be suspended pending action by the membership and delegated to another Officer or Director as the Board of Directors deems appropriate.
- Section 7: Vacancies. Vacancies on the Board of Directors between annual meetings may occur due to the death, resignation, or removal of an Officer or Director. Any vacancy will be filled for the remaining term of office of the former Officer or Director with a voting member of the Corporation by majority vote of the remaining members of the Board of Directors.
- Section 8: Powers and Duties.
- A. The Board of Directors of the Corporation will have vested in it and will exercise all of the corporate powers of the Corporation. It will be the duty of the Board of Directors to carry on and conduct the business of the Corporation, manage its property, appoint such committees as it may deem to be necessary, to fill vacancies of the Board, and perform all other acts and things necessary and proper to carry on the objectives and purposes of this Corporation.
- B. This Corporation will have all powers granted to such corporations by the laws of the Commonwealth of Virginia.

Section 9. Budget.

- A. The Board of Directors will submit to the membership for its approval at the regular meeting of the membership in January, a budget of estimated income and expenditures beginning February 1 of that year and continuing through January 31 of the following year.
- B. The proposed operating budget shall include a separate line item for discretionary expenses to include all or a portion of any carry-over profit from the previous year. The disbursement of this line item will be at the discretion of the Board of Directors (which may or may not include membership approval as determined by the Board of Directors).
- C. Membership approval of a budget constitutes authorization for the Board of Directors to apply the Corporation's resources within the limits set in the approved budget. By a majority vote of the Board of Directors, expenditures can be moved from any budgeted committee line item to another so long as the overall approved budget is not affected and approval is given by the committee chair of whom the expenditure is being transferred from.
- D. Any expenditure greater than \$500.00 beyond any budget line item will require prior approval by a majority vote of the voting members present at a regular membership meeting or a special membership meeting called to consider such expenditures.

Section 10. Prohibited Activities.

Officers and Directors of the Corporation will not:

- A. Engage in any act of self-dealing as defined by Section 4941(c) of the Internal Revenue Code of 1954, or any successor thereto, as amended from time to time.
- B. Retain any excess business holding as defined in Section 4943(c) of the Internal Revenue Code of 1954, or any successor thereto as amended from time to time.
- C. Make any investments in such manner as to subject it to the tax under Section 4944 of the Internal Revenue Code of 1954, or any successor thereto as amended from time to time.
- D. Make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or Section 4943(c) of the Internal Revenue Code of 1954, or any successor thereto as amended from time to time to time.
- E. Participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office in any manner prohibited by provisions of the Internal Revenue Code applicable to tax exempt organizations.
- F. Make expenditures to influence legislation in excess of the ceiling amounts provided in Section 501(h) of the Internal Revenue Code of 1954, or any successor thereto as amended from time to time.
- G. Pay dividends or distribute net earnings of the corporation to the benefit of any member or director of the Corporation.

ARTICLE VIII - OFFICERS

- Section 1. Officers. The officers of this Corporation will be a President, Vice-president, Secretary and Treasurer.
- Section 2. Duties of the President. The President will preside at meetings of the Board of Directors and at meetings of the members. She/he will appoint committee chairpersons and will sign all official documents of the Corporation when empowered to do so by the Board of Directors. She/he will perform such other duties as the Board of Directors may specify.
- Section 3. Duties of the Vice-president. The Vice-president will perform the duties of the President in the President's absence. He/she will perform such other duties as the Board of Directors may specify.
- Section 4. Duties of the Secretary. The Secretary will keep the minutes of regular and special meetings of the Board of Directors and the membership. She/he will safeguard all of the books and records of the Board of Directors and the Corporation. She/he will sign and give notice of regular and special meetings of the Board of Directors and the membership, sign all correspondence of the Corporation unless otherwise required or specified by the Board of Directors, and act as witness to the execution of documents of the Corporation. He/she will perform such other duties as the Board of Directors may specify.
- Section 5. Duties of the Treasurer. The Treasurer will safeguard the books of account of the Corporation and have control of all moneys, other liquid assets and negotiable instruments of the Corporation. She/he will deposit the same in such banks as designated by the Board of Directors. She/he shall pay all claims against the Corporation consistent with the approved budget or when directed to do so by the Board of Directors. He/she shall sign checks drafts and other approvals of the expenditure of Corporation resources. He/she shall give such bond as may be fixed by the Board of Directors, the cost of which shall be paid by the Corporation. Annually, she/he shall report the business and financial condition of the Corporation to the Board of Directors and the members. He/she shall act as Official Agent of the Corporation and assure the proper and timely filing of reports required by the Commonwealth of Virginia and the United States of America. She/he shall make such other reports as the Board may from time to time request; and shall perform such other duties as may be specified by the Board of Directors.

ARTICLE IX - COMMITTEES

Section 1. Standing Committees

A. Committee Structure.

1. The Corporation shall have standing committees chartered in the bylaws of the Corporation and special committees chartered for special purposes for limited periods of time
2. Committee chairpersons may appoint subcommittees and subcommittee chairpersons, as they deem appropriate. Subcommittees shall have no specified duties or powers. Any actions of the Corporation recommended by a subcommittee must be endorsed by a resolution approved by a majority of the appropriate committee recommending action by the Board of Directors.

B. Executive Committee.

1. Membership: The Executive Committee shall be chaired by the President and consist of the President, the Vice-President, the Secretary and the Treasurer of the Corporation.
2. Duties: The Executive Committee shall prepare notices, prepare agendas, recommend actions to the Board of Directors and the membership, recommend budgets to the Board of Directors and the membership, and recommend work plans to the Board of Directors.

C. Alexander-Gish House Committee.

1. Membership: The Alexander-Gish House Committee shall be chaired by a Director who shall appoint committee members.
2. Duties: The Alexander-Gish House Committee shall keep the property cleaned, maintained and orderly inside and out. The Committee shall maintain liaison with the City of Roanoke concerning the Alexander-Gish House, administer the annual budget for the Alexander-Gish House, manage rental of the studio apartment, manage special event rentals, recommend capital investment plans and budgets, prepare a Alexander-Gish House budget recommendation for the Executive Committee, and develop funding for maintenance and improvements.

D. Fund Raising Committee.

1. Membership: The Fund Raising Committee shall be chaired by a Director who shall appoint committee members for the various fund raising events, such as the annual Parlor Tour of Homes, etc. including any grant opportunities.
2. Duties: The Fund Raising Committee shall recruit volunteers, solicit corporate and other private support, and promote the particular fund raising event taking place in that year of time. The committee assigned to oversee any grant opportunities will communicate and submit information to the Board of Directors for approval, which will then be approved by the general membership.

E. Communications Committee.

1. Membership: The Communications Committee shall be chaired by a Director of the Corporation who shall appoint other committee members.
2. Duties: The Communications Committee shall maintain, prepare, distribute, and coordinate the external communications for the Corporation, including any press releases regarding Old Southwest, Inc., and any neighborhood updates or applicable information to the membership. This may include media such as newsletters, the Old Southwest, Inc. website, the Old Southwest, Inc. Facebook page, and/or other forms of communication as the Board of Directors deems necessary to appropriately and effectively communicate with the membership and public. Prior to any press releases being distributed, the Communications Committee will distribute to the President or Vice President in the absence of the President.

F. Neighborhood Preservation Committee.

1. Membership: The Preservation Committee will be chaired by a Director of the Corporation who shall appoint other committee members.
2. Duties: The Preservation Committee will attend to local government actions affecting Old Southwest, act as liaison between Old Southwest members and government authorities, recommend action to the Board of Directors designed to protect the character Old Southwest, and report to the membership annually concerning neighborhood preservation. When applicable, a Preservation Award Program will be in place and administered by the Preservation Committee to recognize property owners in Old Southwest who have maintained their property by the standards in place from the City of Roanoke and the Architectural Review Board. The Preservation Committee will determine the criteria in which this award program is implemented.

G. Membership/Nominating Committee.

1. Membership: The Membership/Nominating Committee will be chaired by a Director of the Corporation who shall appoint other committee members.
2. Duties: The Membership/Nominating Committee will prepare a full or partial slate of nominees for Officers and Directors of the Corporation for action by the membership at the Corporation's annual meeting, will conduct elections at the annual meeting, and will prepare recommendations for action by the Board of Directors to fill vacancies on the Board of Directors. The Membership/Nominating Committee shall maintain membership roles, and recruit new members.

Section 2. Special Committees

- A. Charter: The President may create special committees for purposes consistent with the purposes of the Corporation. By resolution, the Board of Directors may require the President to create special committees.
- B. Term: Special Committees will operate through the end of the Corporation's fiscal year within which they were created. Special Committees may be rechartered in subsequent fiscal years.
- C. Duties: Special Committees will study issues and make recommendations to the Board of Directors or the membership for action. Powers and duties beyond those granted in these bylaws may be granted by resolution of the Board of Directors.

ARTICLE X - MEETINGS

Section 1. Meetings of the Board of Directors.

A. Board of Directors Meetings.

1. The Board of Directors will hold regular monthly meetings for the purpose of transacting such business as may regularly come before such meetings.
2. Meetings of the Board of Directors will be held at the Alexander-Gish House at 7:00 p.m. on the second Tuesday of each month, or at such other place, time and date that the Board of Directors designates by resolution.
3. Cancellation of a Board of Directors meeting due to an act of God, natural disaster, adverse weather, or for any other cause reasonably beyond the control of the Board of Directors is permissible with reasonable notice, if possible, not to exceed two consecutive calendar months. Cancellations can only be called by the President or his/her appointed designee assigned to facilitate such meeting.
4. Notice of regular meetings of the Board of Directors will be given to Directors consistent with these bylaws.

B. Special Meetings.

1. Special meetings of the Board of Directors may be held upon call of the President at such time and place as she/he may designate. The President will call a special meeting of the Board of Directors upon the written request of three (3) Directors.
2. Special meetings of the Board of Directors will be held at a place, time and date designated by the President.
3. Notice of the time, date, place and agenda of special meetings of the Board of Directors will be given to Directors not less than twenty-four (24) hours before the scheduled meeting.

C. Quorum. A majority of the number of the Officers and Directors fixed by Section 5 of Article VI, exclusive of any vacant offices, will constitute a quorum for the transaction of business at any meeting of the Board of Directors. In the absence of a quorum, the Officers and Directors present for a meeting may recess or adjourn the meeting until a specific date and time without further notice to the Officers and Directors.

D. Attendance. Regular and special meetings of the Board of Directors will be open to the membership. Members will be notified of the place, date and time of regular or special meetings of the Board of Directors or of any changes to the place, time and date of those meetings either in writing or by electronic means. In order to consider private or sensitive matters pertinent to the operation of the Corporation, the Board of Directors may adjourn any meeting to a closed session of the meeting by majority vote. Actions by the Board of Directors must occur during an open session of a meeting of the Board of Directors.

Section 2. Meetings of the Members.

A. Membership/Neighborhood Meetings.

1. Neighborhood meetings of the members will be held monthly (excluding December) at the Alexander-Gish House at 7:00 p.m. on the third Thursday of each month, or at such other place, time and date that the Board of Directors designates by resolution. The safety portion of the neighborhood monthly meeting will take place beginning at 6:30 p.m. for any member wishing to discuss or receive any updated information regarding crime and safety statistics available for that particular month. If there is no updated information available, neighbors and members are welcome to socialize prior to the regular neighborhood meeting.
2. Cancellation of a regular/neighborhood meeting due to an act of God, natural disaster, adverse weather, or for any other cause reasonably beyond the control of the Board of Directors is permissible with reasonable notice to membership either in writing or electronic means, if possible, not to exceed two consecutive calendar months (excluding December). Cancellations can only be called by the President or his/her appointed designee assigned to facilitate such meeting.
3. Notice of the time, date, and place of regular meetings of the members will be given to members consistent with these bylaws.

B. Special Meetings.

1. Special meetings of the members may be called by the President at such time, date and place as he/she may designate. The President will call a special meeting of the members on the written request either in paper format or electronic means of a majority of the Board of Directors. The President will call a special meeting of the members upon a petition signed either in writing or electronic means by at least ten percent (10%) of the voting members of the Corporation.
2. Notice of the time, date and place of special meetings of the members will be given to members consistent with these bylaws.

C. Annual Meetings.

1. The President will call an annual meeting of the membership during the month of November at such time, date and place as he may designate.
2. Notice of the time, date and place of the annual meeting will be given to the members consistent with these bylaws.

Section 3. Standing and Special Committee Meetings.

- A. Meetings: Committees may meet from time to time as the committee Chairperson deems appropriate.

ARTICLE XI - CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts.

The Board of Directors may authorize the President to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans.

No loans will be contracted on behalf of the Corporation and no evidences of indebtedness will be issued in its name unless authorized by a resolution of the Board of Directors and approved by the membership

Section 3. Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation in an amount less than \$500.00, will be signed by the Treasurer in such manner as the Board of Directors from time to time determines. The Treasurer and the President shall cosign any checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation in amounts of \$500.00 or more. The Vice President shall sign checks in the absence of the President.

Section 4. Deposits.

All funds of the Corporation not otherwise employed will be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE XII - INDEMNIFICATION

The Corporation will indemnify each of its directors and officers, whether or not then in office (and her/his executor, administrator and heirs), against all reasonable expenses actually and necessarily incurred by her/him in connection with the defense of any litigation to which she/he may have been made a party because she/he is or was a director or officer of the Corporation. She/he will have no right to reimbursement, however, in relation to matters as to which she/he has been adjudged liable to the Corporation for negligence or misconduct in the performance of her/his duties. The right to indemnity for expenses will also apply to the expenses of suits which are compromised or settled if the court having jurisdiction of the matter will approve such settlement.

ARTICLE XIII - FISCAL YEAR

The fiscal year of the Corporation will begin on the first day of February and end on the thirty-first day of January in each year.

ARTICLE XIV - WAIVER OF NOTICE

Whenever these bylaws or the Corporation's Articles of Incorporation require any notice to be given to any Director or member of the Corporation, the Director or member may waive that requirement in writing. Such a signed, written waiver, whether given before or after the time required for such notice, will be deemed equivalent to the giving of such notice.

ARTICLE XV- INVESTMENT OF CORPORATE PROPERTY

The Corporation will have the right to retain all or any part of any securities or property acquired by it in whatever manner and to invest and reinvest any funds held by it, according to the judgement of the Board of directors; provided, however that no action will be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE XVI - EXEMPT ACTIVITIES

Notwithstanding any other provision of the bylaws, no director, officer, employee or representative of this Corporation will take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended or by an organization, contributions to which are deductible under Section 170(c)(2) or such Code and Regulations as they now exist or as they may thereafter be amended.

ARTICLE XVII - AMENDMENTS

The Board of Directors may amend these bylaws by approving an amendment by a vote of the majority of Directors present at a regular meeting of the Board of Directors. The Board of Directors will then submit the amendment to a special meeting of membership called for that purpose for its approval. Upon approval of such amendment by a majority of the voting members present, the amendment will be effective.

<End of Bylaws>