

**BY-LAWS**  
**of the**  
**UNIONVILLE VILLAGE IMPROVEMENT ASSOCIATION, INC.**

7 **ARTICLE I. Name**

8  
9 The name of this corporation shall be the Unionville Village Improvement Assoc., Inc.

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11 **ARTICLE II. Purpose**

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13 The purpose of this corporation shall be to plan and improve the aesthetic, cultural and historic character  
14 of Unionville Village. As an umbrella organization, the UVIA seeks to work with Town committees and  
15 elected bodies, civic organizations, businesses, and individual citizens to promote and improve the  
16 village life of Unionville.

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18 **ARTICLE III. Members**

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20 Membership shall include those individuals serving on the Board of Directors as well as anyone serving  
21 on any of the designated committees.

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23 **ARTICLE IV. Board of Directors**

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25 1. Duties: The activities, property, and affairs of the corporation shall be under the care and  
26 management of the Board of Directors.
- 27 2. Number: The number of Directors will be determined by the Board but shall not be less than ten.
- 28 3. Election and Term of Office: The Directors shall be elected by the Board at the annual meeting  
29 in October for a term of three years, except that some directors shall be elected for one and two  
30 year terms as required to assure that the terms of approximately one third of the members of the  
31 Board expire each year. No person shall serve for more than two consecutive three-year terms. It  
32 is expected that all Directors shall attend at least a minimum of half of all Board meetings in one  
33 calendar year.
- 34 4. Vacancies: In the event of a vacancy on the Board, the remaining Directors, unless otherwise  
35 required by law, may exercise the power of the full Board until such vacancy is filled. Vacancies  
36 on the Board may be filled for the unexpired portion of the term by a majority vote of the  
37 remaining Directors.
- 38 5. Quorum: A quorum shall be obtained when “half-plus-one” of all board members shall be  
39 present at any given board meeting. Minimum essential officers for conduct of business shall be  
40 a presiding officer and a secretary. The act of a majority of the Directors present at a meeting in  
41 person or by proxy at which a quorum is present shall be the act of the Board.
- 42 6. Committees: The Board of Directors shall establish any committees as are necessary for the  
43 efficient operation of the corporation in carrying out its purposes. The committees shall serve at  
44 the pleasure of the Board and report to the Board.
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46 **ARTICLE V. Officers**

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48 The Officers shall be elected by the Board of Directors at the annual meeting in October for a term of  
49 two years with no officer serving more than three consecutive two-year terms in their incumbent  
50 position.

51 The Board has agreed and voted upon to add a variance to this rule that will affect only the President's  
52 position between November 2007 and October 2008. The current President's term will be extended by  
53 one (1) year or till October 2008.

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55 **President:** The President shall preside at each meeting of the Board of Directors, shall see that all orders  
56 and resolutions of the Board are carried into effect, and shall serve as an ex officio member of all  
57 committees. The President may perform all duties as may from time to time be assigned, or specifically  
58 require to be performed, by these By-Laws or by the Board of Directors.

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60 **Vice-President:** The Vice-President shall assist the President in carrying out the duties and projects of  
61 the corporation. The Vice-President shall preside at any meeting of the Board in the absence of the  
62 President. In general, the Vice-President will perform all duties incident to the office and such other  
63 duties as may from time to time be assigned by the Board or by the President. In the absence or  
64 disability of the President, the Vice-President shall perform the duties and exercise the powers of the  
65 President.

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67 **Secretary:** The Secretary shall be responsible for recording the proceedings of the corporation. In  
68 general, the Secretary will perform all the duties incident to the office and such other duties as may from  
69 time to time be assigned by the Board or by the President.

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71 **Treasurer:** The Treasurer shall have responsibility for the financial activities of the corporation. The  
72 Treasurer shall give a report of the financial accounts of the corporation at each regularly scheduled  
73 meeting. In general, the Treasurer will perform all the duties incident to the office and such other duties  
74 as may from time to time be assigned by the Board or by the President. The Treasurer shall present an  
75 annual report of the financial condition of the Corporation at the end of the Corporation's fiscal year.  
76 The Treasurer shall submit the books annually for an audit by an auditing committee selected by the  
77 board of directors. The findings of the annual audit shall be reported to the board of directors.<sup>1</sup>

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79 **ARTICLE VI. Meeting of the Board of Directors**

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81 **Schedule:** The Board of Directors shall meet at least six times per year, one of which meetings shall be  
82 the annual meeting in October. Other meetings of the Board or any committee empowered by the Board  
83 may be held whenever deemed advisable.

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85 **Place:** The Board of Directors may hold its meetings at such place or places as determined by a majority  
86 vote of the Board.

87  
88 **Annual Meeting:** There shall be an annual meeting of the Board of Directors in October of each year.  
89 At such meeting, the Directors shall elect Officers and Directors for the ensuing fiscal year and transact  
90 such other business as may be properly brought before the meeting. If no annual meeting is held in

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<sup>1</sup> An audit of the treasurer's accounts is for the protection of the treasurer. It is the only means of assuring everyone that the accounts are accurate, and it relieves the treasurer of responsibility except in the case of fraud. The auditor's report is adopted by a majority vote. See the current edition of *Robert's Rules of Order Newly Revised*, pages 467-470.

91 accordance with the foregoing provision, a special meeting may be held in lieu thereof and any action  
92 taken at such meeting shall have the same effect as if taken at the annual meeting.

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94 **ARTICLE VII. Miscellaneous Provisions**

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96 **Parliamentary Authority:** The rules in the current edition of *Robert's Rules of Order, Newly Revised*,  
97 shall govern the corporation in all cases to which they are applicable and in which they are not  
98 inconsistent with these By-Laws and any special rules of order the corporation may adopt.

99

100 **Fiscal Year:** Unless otherwise determined by the Directors, the fiscal year of the corporation shall begin  
101 on January 1 and end on December 31.

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103 **Execution of Instruments:** All checks, deeds, leases, transfers, contracts, bonds, notes, and other  
104 obligations authorized to be executed by an Officer of the corporation in its behalf shall be signed by the  
105 President or the Treasurer. Except as the Directors may generally or in particular cases otherwise  
106 determine.

107

108 **Corporation Records:** The original, or attested copies, of the Articles of Corporation, By-Laws, and  
109 records of all meetings of the Board of Directors and a record of the names and addresses of all  
110 Directors shall be kept by the Secretary of the corporation. They shall be available at any reasonable  
111 time to the inspection of any Director, Officer or Advisor for any proper purpose.

112

113 **Evidence of Authority:** A certification by the Secretary presiding at a meeting of the Board of Directors  
114 or any committee meeting, as to any action taken by the Board or any Officer or representative of the  
115 corporation at such meeting shall, as to all persons who rely thereon in good faith, be conclusive  
116 evidence of such action.

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118 **ARTICLE VIII. Dissolution**

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120 In the event of the termination, dissolution or winding up of the corporation in any manner or for any  
121 reason whatsoever, its assets remaining after the satisfaction of its outstanding liabilities shall be  
122 distributed to an organization or organizations, serving Unionville, exempt from taxation under the  
123 provisions of Section 501 (c) (3) of the Code, as the Board of Directors may determine.

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125 **ARTICLE IX. Amendment of By-Laws**

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127 The Directors may make, amend, or repeal these By-Laws by a majority of their number then in office,  
128 provided that the substance of any proposed amendment is stated in the regularly scheduled monthly  
129 meeting of the Board of Directors prior to the meeting at which the vote is taken.