



# BYLAWS OF THE GLEN ALLEN COMMUNITY CENTER

Proposed August 2025

## Revisions

November, 1990, September 2005, September 2024

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## ARTICLE 1 - PURPOSES AND LEGAL POWERS

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### Section 1.1 - Purpose

The Glen Allen Community Center, “the corporation” or “GACC” is a nonprofit corporation and shall be operated for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future Federal Tax Code. The purpose of the corporation is to support the Glen Allen Community by providing recreational and community-based programs and charitable outreach to the Greater Henrico Community.

### Section 1.2 - Powers

The corporation shall have the power to engage in all lawful acts that support its charitable purposes, including accepting contributions from both public and private sectors, whether financial or in-kind.

### Section 1.3 - Nonprofit Status and Exempt Activities Limitation

The corporation is a Virginia nonprofit corporation recognized as tax-exempt under Section 501(c)(3) of the Internal Revenue Code. No director, officer, or representative shall take actions not permitted for tax-exempt organizations.

### Section 1.4 - Distribution Upon Dissolution

Upon termination or dissolution of the corporation, any remaining assets will be distributed to one or more qualifying organizations described under Section 501(c)(3) with similar charitable purposes.

### Section 1.5 - Governance

The corporation is governed by an Executive Committee and an Executive Board, as outlined in Articles 7 and 8 of these bylaws. The Executive Committee includes the organization's elected officers and one Committee Chair Representative, chosen by the Committee Chairs. The Executive Board includes the elected officers and the chairs of the standing committees.

## ARTICLE 2 - OFFICES

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### Section 2.1 - Principal Office

The Principal Office of the corporation is located in Henrico County, Virginia.

### Section 2.2 - Registered Agent

The corporation will maintain a registered agent with the Commonwealth of Virginia.

## ARTICLE 3 - MEMBERSHIP

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### Section 3.1 - Geographical Limitation

Membership in the corporation is limited to residents of Glen Allen, Henrico County, Virginia, and surrounding areas, as defined by the U.S. Postal Service.

### Section 3.2 - Regular Classes

There are two classes of members: GACC Members and Board Members. Both classes have voting rights.

### Section 3.3 - Creation of Special Classes

The Executive Board may create special membership classes such as honorary or associate members, but these do not have voting rights.

### Section 3.4 - Qualification/Application

GACC Members are elected by a two-thirds majority vote of the Executive Board at any meeting where a quorum is present.

### Section 3.5 - Revocation

The Executive Board may suspend or expel a GACC Member for cause after an appropriate hearing by a two-thirds majority vote.

### Section 3.6 - Resignation

A GACC Member may resign by submitting a written resignation to the Vice-President of Membership. Resignation does not relieve the member from dues or other accrued charges.

### Section 3.7 - Reinstatement

Former GACC Members may apply for reinstatement in writing. Approval requires a two-thirds majority vote of the Executive Board.

### Section 3.8 - Transferability

Membership in the corporation is transferable only to immediate family members (defined as Father, Mother, Sister, Brother) under special circumstances and with the approval of the Executive Board.

### Section 3.9 - Numerical Limits

GACC membership is limited to 500 member accounts, not including deferred member accounts from the previous membership year. This limit can only be increased with a two-thirds vote of the Executive Board.

## ARTICLE 4 – MEETINGS OF MEMBERS

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### Section 4.1 - Annual Meeting

An Annual Meeting of the Members of GACC will be held in September each year. The purpose of this meeting is to conduct the election of the new slate of officers and conduct business submitted by the Executive Board.

### Section 4.2 - Special Meetings

The President may call a special meeting to consider matters requiring the advice or consent of the members.

### Section 4.3 - Place of Meetings

The Executive Board will determine the location for meetings. If no location is designated, meetings will take place at the Principal Office of GACC.

### Section 4.4 - Notice of Meetings

Notice of meetings, including the place, date, and time, must be given, in writing, no less than 10 days prior to the meeting..

### Section 4.5 - Written Consent

The Executive Board may take action without a formal meeting if written consent explaining the action is presented to all members of the Executive Board. This action may be done by electronic means. Quorum requirements apply to written consent.

### Section 4.6 - Quorum

- A. Executive Committee - A quorum of the Executive Committee shall be a majority of the members of the committee then in office. If a quorum is not present, the meeting can be adjourned until a quorum is reached.
- B. Executive Board - A quorum is defined as fifty percent (50%) of the Executive Board. If a quorum is not present, the meeting can be adjourned until a quorum is reached.
- C. General Member Meetings (i.e. Annual Meeting) - A quorum for the transaction of business in general member meetings shall consist of the lesser of either 1) ten (10) members, or 2) fifty percent (50%) of the membership. If a quorum is not present, the meeting can be adjourned until a quorum is reached.

### Section 4.7 - Proxy Vote

Members entitled to vote at meetings may do so by proxy, which must be executed in writing and is valid for no more than two months from the date of execution.

## ARTICLE 5 – OFFICERS AND THEIR ELECTION

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### Section 5.1 - Elected Officers

The elected officers of this organization shall be a President, Vice-President of Programs, Vice-President of Membership, Treasurer and Secretary.

### Section 5.2 - Officer Eligibility

Only members whose dues are paid to this organization, for the current fiscal year, shall be eligible to hold office, and to serve on the Executive Committee, Executive Board, standing or special committees. Fiduciary duties under state law require that only members who have turned eighteen (18) years old as of the date that an elected officer would take office may serve as an elected officer, although members who have not turned eighteen (18) years old may otherwise chair and serve on committees.

Nominees for the office of President must be a current member of the Executive Board and have served at least one full term in their current position.

### Section 5.3 - Nominating Committee and Nominations

- A. The President will appoint a Nominating Committee in June, consisting of the President, at least one individual of the Executive Committee and three individuals of the Executive Board. The Committee will present a slate of Officers for election at the August Meeting.
- B. The Nominating Committee shall nominate at least one (1) eligible person for each office to be filled and report its nominees to the members at least thirty (30) days prior to the Annual Meeting. If the Nominating Committee is unable to recruit a candidate for an office that the committee determines is qualified and who is willing to serve, the committee shall declare the position "VACANT" to provide notice that nominations from the floor shall be necessary to fill the position. Similarly, if a nominations committee is not formed in a timely manner, then for each office for which there is or will be a vacancy, nominations shall be received from the floor. At the Annual Meeting, additional nominations may be made from the floor. Nominations from the floor shall follow the process outlined in Section 5.4 - Method of Election.

### Section 5.4 - Method of Election

Officers shall be elected by the following method:

- A. Officers shall be elected at the Annual Meeting and voted on by the General Membership.
- B. Nominations from the Floor - Members not nominated by the Nominating Committee may run for an open position from the floor provided they



submit their intention to run in writing to the Nominating Committee no later than five (5) days prior to the election for positions not listed as "VACANT". "VACANT" listed nominations from the floor may also be submitted prior to the election.

- C. If there is more than one nominee for office, then the voting shall be by ballot. A majority of the votes cast at a meeting with quorum shall constitute which nominees are elected. However, if there is but one nominee for office, election for that office may be by voice vote. If by ballot vote, the secretary shall be responsible for destroying all ballots at the end of the Annual Meeting.
- D. Officers shall take office by October 1.

#### Section 5.5 - Term of Officers

Officers shall serve for a term of three (3) years, as approved by the Executive Board or until their successors are elected. No person shall hold more than one (1) elected office at a time. No officer shall serve more than two (2) consecutive terms, as approved by the Executive Board. Officers who have served in an office for more than one-half (1/2) of a full term shall be deemed to have served a full term in such office. Officers who have served in less than one-half (1/2) of a full term do not have that time counted towards the two (2) consecutive year limit.

#### Section 5.6 - Vacancies

Vacancies in any office shall be filled by the following method:

- A. A vacancy occurring in any office except that of President shall be filled for the unexpired term by a person elected by a majority vote of the executive board within sixty (60) days. In case of a vacancy in the office of President, the Vice President of Programs, if any, shall become president and shall hold office for the balance of the term. In the interim, the duties of the Vice President of Programs shall be delegated by the president.
- B. Instead of filling a vacancy under subsection A, the Executive Board may choose to elect an individual to fill the vacancy for the unexpired term.
- C. If there is more than one nominee for any office, then the voting shall be by ballot. However, if there is but one nominee for office, election for that office may be by voice vote. If by ballot vote, the secretary shall be responsible for destroying all ballots at the end of the meeting.
- D. When a ten (10) day notice of the election is given, a majority of votes cast at a meeting with quorum shall constitute an election. Without such

notice, a two-thirds (2/3s) vote of those present at a meeting with quorum shall be required.

### Section 5.7 - Removal from Office

If any officer shall, at any time, cease to meet the qualifications or fulfill the duties of the position, that person may be removed from the board and from such office as the member may hold in the organization by a two-thirds 2/3 vote of the Executive Board, provided notice of the proposed removal and the basis for removal is provided in the call for the Executive Board meeting at which removal will be considered. Additionally, the voting body shall have the authority to remove elected officers, with cause, and to hold an immediate election to fill vacancies thereby created, provided either (1) the executive board, by majority vote, instructs the secretary that such removal is to be considered at a regular or special meeting of the general membership or (2) at least ten (10) members provide written notice to the secretary fifteen (15) days before the next meeting. Notice of the proposed removal shall be included in the call of the meeting, but failure to include such notice shall not void a decision by the Executive Board to remove one or more officers. For the purposes of this section "cause" shall mean (1) a breach by the officer of the officer's fiduciary duties to organization and/or its members; (2) an officer's breach of these bylaws which, if curable, remains uncured or continues after thirty (30) days' notice by the organization thereof; (3) the officer's commission of (A) any crime constituting a felony in the jurisdiction in which committed and/or any crime involving moral turpitude (whether or not a felony), or (B) any other act (whether or not a felony) involving embezzlement, misappropriation of money, fraud, or theft against the organization, or bribery; (4) the officer's willful misconduct, or gross negligence in the performance of the officer's duties under these bylaws; or (5) any conduct, action, or behavior by the officer that is, or is reasonably expected to be, materially damaging to the organization, whether to the business interests, finances, or reputation. The determination of whether "cause" exists or whether the officer has committed acts that constitute "cause" shall be determined by the voting body in its sole discretion.

## ARTICLE 6 – DUTIES OF OFFICERS

### Section 6.1 - President

The President is the principal executive officer and supervises the affairs of GACC. Responsibilities include:

- Presiding over meetings of the Members, Executive Committee and Executive Board
- Signing authorized contracts and documents
- Performing duties as assigned by the Executive Board
- Serves as the Executive Committee liaison to the Swim Team Committee

## Section 6.2 - Vice-President of Programs

The Vice-President of Programs performs the duties of the President in their absence and manages the following:

- Building rentals
- Cleaning schedules
- GACC Programs and Activities
- Serves as the Executive Committee liaison to the Community Engagement Committee and Social Activities Committee

## Section 6.3 - Vice President of Membership

The Vice-President of Membership is responsible for the following:

- Facilitating new memberships and renewals, including communicating offers and arranging or leading tours of the facility to potential members
- Maintains the online database to include the waitlist throughout the year, resolves online account issues for members, and answers questions for prospective members.
- Serves as the Executive Committee liaison to the Front Gate Committee and Snack Bar Committee.

## Section 6.4 - Treasurer

The Treasurer is responsible for managing all financial resources of the organization to include:

- Keeping custody of funds and securities
- Receiving and depositing all funds
- Providing financial reports
- Providing guidance to the Executive Board on income and expense management
- Serves as the Executive Committee liaison to the Pool Activities Committee and Building & Grounds Committee

## Section 6.5 - Secretary

The Secretary is responsible for:

- Keeping minutes of meetings
- Ensuring that all notices required by bylaws or statute are given in a timely manner
- Serves as the Executive Committee liaison to the Communications Committee

## Section 6.6 - Officer Records

All officers shall perform the duties outlined in these bylaws. Upon the expiration of the term of office or in case of resignation or removal, each officer shall turn over to the President, or their delegate, without delay, all records, books, and other materials pertaining to the office.

## ARTICLE 7 – EXECUTIVE COMMITTEE

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### Section 7.1 - Purpose and Members

The executive committee shall consist of the elected officers of the organization and a Committee Chair Representative elected by the Committee Chairs to serve on the Executive Committee.

### Section 7.2 - Duties

The executive committee shall:

- A. Develop goals for the organization and present them to the executive board and membership for approval.
- B. Appoint standing and special committee chairs and members of the standing and special committees, except the nominations committee.
- C. Remove standing and special committee chairs and members of the standing and special committees, except for the nominations committee, with or without cause.

### Section 7.3 - Meetings

Meetings of the Executive Committee shall be held by the call of the President or a majority of the Executive Committee, as approved by the voting body.

### Section 7.4 - Electronic Meetings

Only the President, or their designee, shall have the authority to call for an electronic meeting of the Executive Committee. The established quorum of the Executive Committee shall prevail. Results of any vote(s) taken during an electronic meeting must be recorded in the minutes and the minutes must be accepted by the executive committee.

## ARTICLE 8 – EXECUTIVE BOARD

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### Section 8.1 - Purpose and Members

The Executive Board of this organization shall consist of the elected officers and the chairs of the standing committees.

### Section 8.2 - Duties

The Executive Board shall:

- A. Transact necessary business in the intervals between meetings and such other business as may be referred to it by this organization and present a report to the board.

- B. Create, change, or eliminate standing and special committees.
- C. Approve the plans of work of the standing and special committees, if presented for vote.
- D. Approve the proposed budget for adoption.
- E. Obtain approval for any changes to the adopted budget, as amended from time to time, over two thousand dollars (\$2,000.00) in aggregate across all expenditures reflected in the current budget, per fiscal year.
- F. Approval Treasurer Financial Reports for each fiscal month.
- G. Carry on effectively with the work of the corporation.

### Section 8.3 - Removal from Office

If any member of the Executive Board shall at any time, cease to meet the qualifications or fulfill the duties of the position, that person may be removed from the board and from such office as the member may hold in the organization by a majority vote of the Executive Board, provided notice of the proposed removal and the basis for removal is provided in the call for the meeting at which removal will be considered.

### Section 8.4 - Meetings

Meetings of the Executive Board shall be held by the call of the President or a majority of the Executive Board, as approved by the voting body. A quorum of the Executive Board shall be two-thirds 2/3 of the members of the Board then in office.

### Section 8.5 - Electronic Meetings

Only the President, or their designee, shall have the authority to call for an electronic meeting of the Executive Board. The established quorum of the Executive Board shall prevail. Results of any vote(s) taken during an electronic meeting must be recorded in the minutes and the minutes must be accepted by the Executive Committee.

## ARTICLE 9 – COMMITTEES

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### Section 9.1 - Purpose and Members

Chairs and members of all standing and special committees shall be members of the organization and in good standing.

### Section 9.2 - Purpose and Members

The Executive Board may create, change, or eliminate such standing committees as it may deem necessary to promote the purposes and carry on

the work of the organization. Standing committee chairs shall be appointed by the Executive Committee, except for the nominations committee. In the absence of an Executive Committee then the Executive Board shall make the appointments. The term of each chair shall be one (1) year or until the selection of a successor. No chair shall be eligible to serve in the same capacity for more than six (6) consecutive terms, excluding any partial term of six (6) months or less when the chair had been appointed to fill a vacancy.

### Section 9.3 - Special Committees

The Executive Board may create, change or eliminate such special committees as it may deem necessary or as may be directed by the organization. Special committee chairs and committee members shall be appointed by the Executive Committee. In the absence of an Executive Committee then the Executive Board shall make the appointments. The term of each special committee chair is ended upon completion of the task assigned to the committee.

### Section 9.4 - Plans of Work

The chair of each standing and special committee shall present a plan of work to the Executive Board for approval. No committee work shall be undertaken without the consent of the Executive Board.

### Section 9.5 - Electronic Meetings

Only the Committee Chair shall have the authority to call for an electronic meeting of the Committee. The established quorum of the committee shall prevail. Results of any vote(s) taken during an electronic meeting must be recorded in the minutes and the minutes must be accepted by the committee.

### Section 9.6 - Quorum

The quorum of any committee shall be a majority of its members.

### Section 9.7 - Ex-Officio Members

A member of the Executive Committee shall serve as ex-officio member of all committees of this organization except the nominations committee.

### Section 9.8 - Records

Committee chairs shall turn over to the President, or their delegate, without delay, all records, books and other materials pertaining to the committee at the end of the term served or when departing office.

### Section 9.9 - Committee Chair Representative

Following the appointment of committee chairs by the Executive Committee, the standing committee chairs shall select a Committee Chair Representative to represent the committee chairs on the Executive Committee. In order to be eligible, the representative must have held a committee chair position for at

least one year and must be willing to serve for the full year of the appointment.

## ARTICLE 10 – DUES

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### Section 10.1 - Annual Dues

The Executive Board will determine annual dues and initiation fees payable by each class of membership.

### Section 10.2 - Payment of Dues

GACC Member fees are determined by the Executive Board at their regular February meeting. Any member delinquent in payment by pool opening day will be denied use of swim facilities until payment has been processed

### Section 10.3 - Default and Termination of Membership

A member's membership may be terminated if they fail to pay dues, in accordance with the procedure described in Article 3.

## ARTICLE 11 – AMENDMENTS TO BYLAWS

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These bylaws may be altered, amended, or repealed by a two-thirds majority vote of the General Membership at any meeting, provided thirty (30) days' written notice is given.

## ARTICLE 12 – POLITICAL ACTIVITIES

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The corporation prohibits participation in any political campaign or lobbying activities that may jeopardize the corporation's tax-exempt status

## ARTICLE 13 – FISCAL YEAR

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The fiscal year of the corporation begins on the first day of March and ends on the last day of February of each calendar year.

## ARTICLE 14 – PARLIAMENTARY AUTHORITY

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The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern this organization in all cases in which they are applicable and in which they are not in conflict with these bylaws and articles of incorporation of the organization, if any.

## CERTIFICATE OF ADOPTION OF AMENDED AND RESTATED BYLAWS

The undersigned hereby certifies that he or she is the duly elected, qualified, and acting President of the Glen Allen Community Center, a Virginia corporation and that the foregoing bylaws, were adopted as the corporation's bylaws as of <DATE OF VOTE> by the corporation's Executive Board on August 10, 2015 and General Membership on <DATE OF VOTE>.

IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand this DATE day of MONTH, 2025.

\_\_\_\_\_  
Carlene White  
President

Attested:

\_\_\_\_\_  
Jentae Scott-Mayo, Secretary