

# **RESTATED ARTICLES OF INCORPORATION SOUTHAMPTON CITIZENS ASSOCIATION**

## **ARTICLE I - Name of Organization**

The name of this organization shall be Southampton Citizens Association, herein referred to as "SCA" or "the Association."

## **ARTICLE II - Mission and Goals**

The Mission of the SCA is to promote a safe, vibrant neighborhood by facilitating community inclusiveness, sustainability, awareness, investment, and involvement. The Association will operate as a non-stock, non-profit corporation to promote and engage in any activity for the general welfare of the community and its residents. The powers, organization and procedures of the SCA are as prescribed in the Virginia Nonstock Corporation Act (Act) unless otherwise provided in these Articles or in the SCA Restated Bylaws.

The primary goals of SCA are to:

- Encourage participation of residents in neighborhood gatherings and initiatives;
- Represent the neighborhood and its residents in the wider Richmond community;
- Provide a forum for the exchange of ideas within the community and incentives for cohesion in its development;
- Stimulate individual and collective growth through participation in constructive community activity;
- Create awareness of issues that affect all residents of the neighborhood; and
- Present a united voice on behalf of all members and residents.

## **ARTICLE III - Boundaries**

The boundaries of the neighborhood represented by SCA shall be in the City of Richmond, Virginia. The "Southampton" area is defined as the area:

- Bounded on the north by the James River;
- Bounded on the west by the power transmission line from the James River to Forest Hill Avenue;
- Bounded on the south by the power transmission line to Windsorview Road; and
- Bounded on the east by the property line behind the eastward facing homes on Skipton, inclusive of the streets of Monitor, Sequoyah, Marlboro, Windsorview, Landria, Wallowa, Blithewood, Northview and Buckhill west of Skipton.

## **ARTICLE IV - Membership**

Any adult, eighteen years or older, who makes permanent residence located within the boundaries of the SCA, as specified in Article III above, or any person or business as approved by the Board of Directors who desires to participate in the SCA meetings, activities or events, shall be eligible to be a member of the Association. Households who pay annual dues to the Association shall be considered members of the SCA and shall have a vote in Association business as provided by these Articles or the SCA Restated Bylaws.

## **ARTICLE V - Directors and Officers**

The affairs of the Association shall be managed by a Board of Directors consisting of at least five but not more than fifteen Directors. Directors must be members of the Association.

Directors of the Association shall be elected at the Annual Meeting of members by a majority of the members present at the meeting.

Directors are elected to serve a term of two years. Directors may serve two consecutive terms of two years. If a director has served for two full consecutive terms, a total of at least four consecutive years, such director must remain off of the Board for one term, two years, before being eligible for re-election to the Board.

Directors may be removed for good cause shown. Vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

Officers of the Association shall be elected by the Board of Directors at the first meeting following the Annual Meeting of members of the Association and shall serve at the pleasure of the Board of Directors. Officers elected by the Board of Directors shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as may be designated by the Bylaws. These officers will be responsible for the administration of the affairs of the Association.

No director, officer or other person shall be authorized to communicate a position or opinion of this Association to any information medium or to any federal, state or local governmental agency or body without a majority vote of voting members to authorize the Board to communicate the substance of same. The number of persons voting in the affirmative and in the negative on any such question shall be recorded and published with the communication.

## **ARTICLE VI - Meetings and Voting**

Each household that has paid dues to the Association shall be entitled to one vote on each matter properly submitted to the members. Any adult residing in that household may cast that one vote. Voting at elections and upon other matters before this Association shall be at meetings duly called and noticed. Unless otherwise provided by law or these Articles, a majority of the total votes cast shall be necessary to authorize or take any action voted on by the members of the Association.

## **ARTICLE VII - Amendments**

These Articles may be amended by amendment adopted by the Board of Directors and approved by a majority of the voting members present at a membership meeting of the Association.