

Oregon Hill Park Stewards Bylaws

ARTICLE ONE – NAME AND LOCATION

The name of the Corporation shall be Oregon Hill Park Stewards (Ohill Parks), based in Richmond, Virginia. Oregon Hill shall be considered to consist of that portion of the City of Richmond, Virginia, bounded by Belvidere Street on the East, Cary Street on the north, Hollywood Cemetery on the west, including the portion to the north of the Downtown Expressway ramp and west of Linden St, and that portion of Harrison St. lying north of the Downtown Expressway on the west, and the southernmost boundary of Riverside Park on the south.

ARTICLE TWO – PURPOSE

The Oregon Hill Park Stewards volunteer group supports the green spaces in Richmond, Virginia's historic Oregon Hill neighborhood, including but not limited to Holly Street Playground, Robert Pleasants Park, Oregon Hill Linear Park, Riverside Park, the Oregon Hill Community Garden, and the Idlewood rotary park. Our mission is to protect, maintain, and improve Oregon Hill's green spaces for lasting health, sustainability, and shared public enjoyment. We operate exclusively for charitable purposes within the meaning of 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

ARTICLE THREE – BOARD OF DIRECTORS

Section 1 General Authority

All corporate powers of the Oregon Hill Park Stewards shall be exercised by or under the authority of the Directors, and the property, business, and affairs of the organization managed under the direction of the Directors.

Section 2 Number

The Oregon Hill Park Stewards will have a Board consisting of at least three but no more than 12 Directors. Within these limits, the Board may increase or decrease the number of officers serving on the board, including for the purpose of staggering the terms of officers.

Section 3 Qualifications

To be eligible to serve as a Director, the individual must be 18 years of age (with the exception of the Open High School designee). In situations where several applicants to the Board are equally qualified, preference will be given to individuals who live in or near the Oregon Hill neighborhood.

In addition, ex-officio Director positions shall be offered to:

- An Oregon Hill Neighborhood Association designee;
- An Open High School designee (who can be under age 18);
- A Pine Street Baptist Church designee;

- An Overlook Condominium Association designee;
- A St. Andrews Episcopal Church designee;

each of whom will be responsible for representing the viewpoints and concerns of their respective organizations, and reporting back to them. These individuals shall serve normal Board terms unless they depart their designated organizations before that term ends, in which case they shall be replaced by a new designee. Should no designee be appointed, that Board vacancy can be filled by a general Director as specified in the bylaws.

A Director is expected to attend all regularly scheduled Board meetings. Any Director absent from three regularly scheduled Board meetings per year, without leave of absence approved by a majority vote of the Board, shall be deemed to have resigned from the Board.

Section 4 Terms

All Directors shall serve a minimum of two years with the opportunity to renew. Director terms shall be staggered so that approximately a third of the directors will end their term in any given year.

Section 5 Vacancies, Elections

Applications: The application to serve on the Board will open 30 days prior to that year's vote on applicants. As vacancies arise, they will be announced at least 30 days prior to the Board review of potential new applicants. The Executive Committee will review applications and make a recommendation on potential Directors for election.

Elections: At each annual meeting, the potential new Directors recommended by the Executive Committee will be presented to the Membership for a vote. Nominations will not be accepted from the floor. In electing Directors to the Board, the Oregon Hill Park Stewards shall seek to maintain a racial, socio-economic, ability, and gender composition which is reflective of the population.

Vacancies: In addition to filling vacancies between annual meetings, the existing Directors may vote to elect new Directors between annual meetings as long as such action does not cause the total number of Directors to exceed 12. Such Directors elected outside of the annual meeting will serve an interim term until the next annual meeting of the Corporation, at which time they can be nominated and elected for a full two-year term.

Section 6 Voting and Quorum

Only Members in Good Standing shall be entitled to vote in the annual meeting. Only actively serving Directors shall be entitled to vote on matters of business before the organization. Half of the serving Directors in attendance shall constitute a quorum. Decisions of the Board of Directors shall be voted by a majority of those present and voting. Each Director shall have one vote. There shall be no proxy voting.

Section 7 Resignation

Any Director may resign at any time by giving written notice to the Board, the Chair, or the Secretary. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 8 Removal

Any Director of the Organization may be removed summarily, with or without cause, at any time, by a two-thirds majority vote by the Board of Directors. Mid-term vacancies may be filled by a two-thirds

majority vote of the Board of Directors.

ARTICLE FOUR – OFFICERS

Section 1 Officers and Qualifications

Oregon Hill Park Stewards Officers shall consist of Chair, Vice-Chair, Secretary, Treasurer, as defined below. Persons eligible for election to an office must first be elected as a Director.

Section 2 Duties and Responsibilities

The Officers shall have the authority and responsibility delegated by the Board and as follows:

- **Chair:** The Chair shall be the chief volunteer officer of the Park Stewards. They shall lead the Board of Directors in performing duties and responsibilities and generally supervising and managing the affairs of the Park Stewards. The Chair shall have responsibility for representing the organization and for coordinating organization business except as set forth in these Bylaws.
- **Vice-Chair:** The Vice Chair shall serve in the absence of the Chair or upon Chair resignation and shall assist in the carrying out of the Chair's duties, and shall perform such other duties as may be assigned to them from time to time by the Board of Directors or the Chair.
- **Secretary:** The secretary shall keep the minutes and actions of all meetings of the Board of Directors. The Secretary will maintain the official organization history, correspondences, and records. The minutes of each meeting shall state the time and place that it was held, attendees, votes and other decisions made, and such other information as shall be necessary to capture the actions taken and whether the meeting was held in accordance with the law and these bylaws; and shall make those records available on a timely basis. The Secretary shall send notices of all meetings of the Board of Directors and committees as required by the bylaws. The Secretary shall sign all documents requiring the signature of the Secretary as an officer of the organization. The Secretary may appoint, with approval of the board, a Director to assist in performance of all or part of the duties of the secretary.
- **Treasurer:** The Treasurer shall be the lead Director for oversight of the financial condition and affairs of the Park Stewards. The Treasurer will keep a true and accurate record of all monies received and disbursed by the Park Stewards. If dues are required, the Treasurer will keep a true, accurate, and current record of the dates of dues payments or waiver of dues. All checks, drafts, notices and orders for the payment of money issued by the organization and other similar documents requiring an organization signature shall be signed by the Treasurer or by other person or persons, if any, as the Board of Directors may from time to time designate. The Treasurer shall keep the governing body informed of the financial condition of the organization and of audit or financial review results. In conjunction with other directors of offices, the Treasurer shall oversee budget preparation and shall ensure that an appropriate financial report, including an account of major transactions and the financial conditions of the organization, is presented monthly to the Board or as may be required by the Board.
- **Other:** Other Officers appointed by the Board shall perform such duties as may be specified by the Board or by Officers given authority over them, including but not limited to functional operations and committees.

Section 3 Vacancies, Elections

The Officers shall be elected at the annual meeting in October of each year beginning in October 2027. The Directors shall fill any Officer vacancy occurring in any office at any time from the current Directors. Any Officer so elected shall fulfill the term of their predecessor.

Section 4 Term

Elected Officers shall serve a term of a minimum of one year and maximum of their entire Director term, and until their successors are elected, or until they are removed.

Section 5 Resignation

Any Officer may resign at any time by giving written notice to the Board, the Chair, or the Secretary.

ARTICLE FIVE – MEMBERSHIP AND MEMBERS

Section 1 Membership

Any supporter of the parks can become an Oregon Hill Park Steward Member. Should the Board establish a dues requirement, then any Member who pays their annual dues or has a waiver for the annual dues on account of financial hardship shall be a Member of the Park Stewards.

Section 2 Dues

Members may be required to pay annual membership dues in such amounts and at such intervals as determined by the Board of Directors from time to time. No Member shall be entitled to a refund of any membership dues or other charges or assessments upon such member's resignation or termination as a member. Membership dues and membership are not transferable.

Section 3 Member in Good Standing

A Member of the organization shall be considered to be a Member in Good Standing if such member:

- a. has attended at least two parks workdays in the previous 12 months, and,
- b. has attended one meeting in the previous six months; and
- c. has fully paid (in good funds) should dues be required; or,
- d. has paid dues on a sliding scale on account of financial hardship, should dues be required.

Section 4 Termination

Membership automatically terminates after the passage of six months of membership status without any meeting or park workday attendance; or, should dues be required for membership, then membership automatically terminates one year from the receipt of annual dues if renewal dues are not paid.

Membership may also be terminated at the discretion of the Board. Termination of membership shall be effective upon a majority vote of a quorum of the Board. If a Member is terminated, membership dues will not be refunded.

ARTICLE SIX - MEETINGS

Section 1 Annual Meetings

The Annual Membership Meeting shall be held in the month of October each year; or at such time as soon as practical thereafter as determined by the Board of Directors. All meetings shall be held in accordance with these bylaws and with Roberts Rules of Order, current edition. A videoconferencing option shall be provided for annual meetings.

Section 2 Monthly Meetings

Board meetings shall be held monthly, except for in December. These meetings are always open to the public. All meetings shall be held in accordance with these bylaws and with Roberts Rules of Order, current edition.

Section 3 Special Meetings

Special meetings of the Board shall be held at any time and at any place, including virtually, when called by the Chair or by at least three Directors. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting.

Section 4 Time and Location of Monthly Meetings

- a. Time: Oregon Hill Park Stewards Board meetings are held monthly, but are subject to change at the discretion of the Board by a majority vote.
- b. Location: Weather permitting, monthly meetings are held in an Oregon Hill park at a location determined by the board. When weather is not permitting, monthly meetings shall be held at such suitable place as the Board of Directors may determine within five miles of the Oregon Hill neighborhood, or virtually using videoconferencing.

Section 5 Notice of Meetings

It shall be the duty of the Secretary or other designee to send a public notice stating the place, day, and hour of public meetings. This notice shall be given by doorstep flyer, posted placard, by mail, or electronic mail, not less than ten (10) days before the date of the meeting.

ARTICLE SEVEN – COMMITTEES

Section 1 Executive Committee

The Officers shall constitute an Executive Committee, which shall have and may exercise between meetings of the Board of Directors all of the powers of the Board in the management of organization affairs except to approve an amendment to the Articles of Incorporation or a change in the Bylaws.

Section 2 Committees

The Board of Directors may establish standing Committees or special Committees from time to time as it shall deem appropriate to conduct certain activities of the Organization and to advise the Board, and shall define the powers and responsibilities of such Committees. Committee Chairs may be chosen from Directors or Membership and appointed by the Board of Directors for a one-year term or until their successors are duly elected, but shall be subject to removal at any time by vote of a majority of the Board of Directors then in office. Committee Chairs may propose committee members to be approved by a majority vote of the Board. No Committee appointed by the Board shall consist of fewer than two (2) Committee members. The voting rights, if any, of Committee members other than Directors shall be specified by the Board of Directors in its

action designating such specific powers and responsibilities as may be determined by the Board of Directors, except that no Committee shall have the power:

- to approve amendments to these Bylaws or the Articles of Incorporation;
- to approve any action or exercise any authority requiring the approval of more than a majority of a quorum of the Board of Directors under the laws of the Commonwealth of Virginia, the Articles of Incorporation or these Bylaws;
- to take any action for which final authority is reserved to the Organization or which has been prohibited by resolution of the Board of Directors; or
- to take other action which may not be delegated to it under the laws of the Commonwealth of Virginia or under the provisions of the Articles of Incorporation or these Bylaws.

Section 3 Meetings

Regular Committee meetings shall be held at any time and at any place, including virtually, as established by the Committee Chair. Business transacted at committee meetings shall be confined to the scope of the Committee's purpose. The minutes of each meeting shall state the time and place that it was held, votes and other decisions made, and such other information as shall be necessary to capture the actions taken and whether the meeting was held in accordance with the law and these bylaws. Minutes shall be shared in a timely fashion with the Executive Committee and Board.

Section 4 Quorum and Actions

A majority of the members of any committee serving at the time of any meeting thereof shall constitute a quorum for the transaction of business at such meeting. The action of a majority of those members present at a committee meeting at which a quorum is present shall constitute the act of the committee.

Section 5 Resignation

Any member of a committee may resign at any time by giving written notice of his intention to do so to the President or the Secretary of the Organization.

Section 6 Vacancies

Any vacancy occurring in a committee resulting from any cause whatsoever may be filled by the Board of Directors.

ARTICLE EIGHT – CONFLICTS OF INTEREST

Section 1 Potential Conflicts

A conflict exists when a Director, or their spouse, family member, or business, would receive a financial benefit, a contract, payment, or something else of value from an Oregon Hill Park Stewards decision that they would not otherwise be entitled to. Examples include but are not limited to:

- A board member owns or works for a vendor that Oregon Hill Park Stewards is hiring.
- A board member is on the board or staff of a partner organization that Oregon Hill Park Stewards pays or otherwise benefits.

- A family member of a board member would be paid by an Oregon Hill Park Stewards grant.
- A board member's business would receive an Oregon Hill Park Stewards contract.

Section 2 Duty to disclose

Anyone covered by this policy must disclose any actual or potential conflict in writing to the Chair before any board discussion or vote on the matter. If the Chair is the person with the conflict, disclosure goes to the Vice Chair.

Section 3 Handling a disclosed conflict

- The person discloses the conflict to the board.
- The person may remain in the room to disclose the conflict and answer questions, then must leave before deliberation and the vote.
- The remaining board members, without the disclosing person voting, decide whether a conflict exists and how to proceed.
- If a conflict exists, once questions are answered, the person must leave the room before the board begins deliberation or takes a vote.
- Before approving, the board considers whether a reasonable alternative is available that would not trigger the conflict. The board must also affirmatively determine that the final transaction is fair, reasonable, and in Oregon Hill Park Stewards's best interest.
- The disclosure, the discussion, and the vote are recorded in the meeting minutes.

ARTICLE NINE – DISPUTE RESOLUTION

Section 1 Purpose

The Oregon Hill Park Stewards are committed to a constructive and collegial organizational culture supporting the mission of the group. This Article establishes a fair and consistent framework for resolving disputes among Directors and Officers, and for addressing conduct that is harmful to the organization or its mission. We respect each others' humanity, and expect viewpoints to be expressed from a collegial, not combative, perspective, with the understanding that we all support the same mission and want to work together to reach effective resolutions and assume good intent even when we disagree.

Section 2 Informal Resolution

Whenever possible, disputes should be resolved informally and directly between the parties involved. Any Director or Officer who believes they have been aggrieved is encouraged to first raise the matter in good faith with the other party or parties. If direct communication does not resolve the issue within a reasonable time, either party may request the assistance of the Chair (or, if the Chair is a party to the dispute, the Vice-Chair) to facilitate an informal resolution.

Section 3 Formal Complaint Process

If informal resolution is unsuccessful or the matter is deemed too serious for informal handling, any Director or Officer may submit a written complaint to the Secretary (or, if the Secretary is a party to the dispute, to the Chair). The written complaint shall describe the nature of the dispute, the parties involved, and the resolution

sought. Upon receipt of a complaint, the Board shall, within 30 days, convene a closed Dispute Resolution Committee consisting of three Directors who are not parties to the dispute, and should that not be possible then Committee Chairs who are not parties to the dispute. The Committee shall review the complaint, provide all parties an opportunity to be heard, and submit a written recommendation to the full Board within 30 days of its convening.

Section 4 Board Action and Remedies

Upon receiving the Committee's recommendation, the Board of Directors shall convene in closed meeting and, by a majority vote of a quorum, determine an appropriate resolution. Remedies available to the Board include, but are not limited to: a formal written warning; suspension of rights or privileges for a defined period; removal from a committee; removal from an Officer position pursuant to Article Five, Section 5; or termination of membership pursuant to Article Three, Section 6. In cases involving a Director, removal may also be pursued pursuant to Article Four, Section 8. The Board's decision shall be communicated in writing to all parties and shall be final.

Section 5 Confidentiality and Good Faith

All parties involved in a dispute resolution proceeding shall treat communications made during the process as confidential to the extent practicable. All participants are expected to engage in the process in good faith. The filing of a complaint that is knowingly false or made in bad faith shall itself be grounds for disciplinary action under this Article.

ARTICLE TEN – AMENDMENTS TO BYLAWS

Section 1 Authority to Amend

These Bylaws may be amended by a two-thirds (2/3) vote at any regular or special meeting at which at least half the Board is present, provided that the requirements of Section 2 of this Article have been satisfied. No committee or subset of the Board may unilaterally amend these Bylaws.

Section 2 Notice of Proposed Amendment

Any Director may propose an amendment to these Bylaws. The full text of any proposed amendment must be submitted in writing to the Secretary at least thirty (30) days before the meeting at which the amendment is to be considered. The Secretary shall distribute the proposed amendment no fewer than twenty (20) days before that meeting, using the same notice methods described in Article Six, Section 5. No amendment may be voted on at a meeting unless this notice requirement has been satisfied.

Section 3 Effective Date and Record-Keeping

An amendment to these Bylaws shall take effect immediately upon adoption unless the adopting vote specifies a later effective date. The Secretary shall incorporate all adopted amendments into the official copy of the Bylaws, note the date of adoption, and distribute the updated Bylaws to all Directors and make them available upon request.

[updated June 2026]