

## VVECA Dissolution Explanation

The VVECA has dissolved and as the Vice President I wanted to provide a detailed explanation:

At the beginning of the year, all VVECA officers had resigned and the organization nearly dissolved. I volunteered to help and was elected as Vice President. The Treasurer graciously rescinded their resignation and was re-elected, establishing two officers.

With only two officers, the VVECA can hold general meetings (per Article V(E) two officers are required to have a quorum), but the Board of Directors cannot function (per Article VI(G) the Board of Directors requires four (4) members to constitute a quorum).

Fortunately, volunteers came forward and a special meeting was called in June with the sole purpose of electing officers in compliance with the bylaws, so that the Board of Directors could hold a quorum and conduct business.

At the June meeting a Board was formed, chairmen for our standing committees were confirmed and the Zoning Committee was tasked with focusing on land use applications that will impact our neighborhood. Following the elections, the Board met monthly and the Zoning Committee focused on the active rezoning application for 4201 E Arkansas Avenue by engaging with our Councilman's office, the City's Community Planning and Development Department and the development group behind the application.

We had a few neighbors not recognize the legitimacy of our organization because of the process behind the VVECA's special election in June. To further explain, they were specifically concerned that:

- The election meeting was called without proper notification of the voting members; and
- The election was held without a quorum

The VVECA responded by stating:

- Proper notification was provided in compliance with Article V(D) of our bylaws, "notice shall be given at least forty-eight 48 hours prior to the meeting and posted in the Virginia Village Library." A notification approved by a librarian was posted in the public information area of the library more than forty-eight (48) hours before the meeting. In addition, an email was sent out to the VVECA email distribution list of 300 neighbors and the VVECA website was updated to reflect the special meeting and time.
- We believe that a quorum was present. Per Article V(E) of our bylaws, "A quorum for the conduct of business at any general or special meeting of the members shall be ten (10) members, including two (2) officers." More than ten members were present. Our Treasurer had a last-minute family matter to attend to, and I was given their proxy.

The neighbors questioning the validity of the June election are doing so on the basis that two officers were not present and that our bylaws do not directly address proxies, both of which are true.

Our Treasurer did us a huge favor by remaining an officer at the beginning of the year so that the VVECA could hold meetings. If that officer cannot attend a meeting due a family matter, and a provision regarding proxies does not exist in the bylaws, are we not permitted to honor their proxy? Especially when the survival of the VVECA depends on it?

In my opinion, given the need for additional board members leading up to the special election and the vague language of the bylaws that does not specifically address proxies, the vast majority of our

members believe that formally recognizing those willing to volunteer their time as officers, so the VVECA could conduct official business, is vastly more important than the technicality of two officers being present. Especially when only two officers exist.

The uniqueness of the situation was addressed in a transparent and forthright manner at the June meeting. A vote was conducted to move forward acknowledging the Treasurer's proxy in absence of two officers being present. As there was only one nomination per position, all board members were voted in by voice vote, which is allowed in the bylaws.

Despite my opinion, we must acknowledge any question about the legitimacy of the organization and ensure that the ethical integrity of our officers, members and organization are not called into question. Therefore, the elections that occurred during the June special meeting have been deemed null and void, since proxies are not specifically addressed in the bylaws.

This is frustrating, but mostly quite sad, because our Treasurer has resigned due to family commitments. Per strict adherence to the bylaws, specifically Article V(E), it is now impossible to hold a quorum and elect officers. As a result, the VVECA has dissolved.

The dissolution does prevent any future work that the VVECA was preparing for, including but not limited to securing additional funding, partnership with other RNOs, printing of newsletters, holiday donation drives and reviewing active land use applications.

On a personal note, I want to apologize to anyone who feels let down, but I walk away proud of the collective effort to keep the organization alive. There is no doubt that those who participated in the VVECA leadership have done so out of the goodness of their hearts and with concern for their community.

Despite the dissolution, I know we live in a neighborhood with many passionate, engaged citizens and that this ending in no way represents an uninterested or disengaged community. Please do not hesitate to contact me if you have any questions, and I would be glad to be a resource should anyone reorganize with neighbors and register an RNO for Virginia Village.

Sincerely,

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