

Ardmore Neighborhood Association Bylaws

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ARTICLE I. NAME OF ORGANIZATION

The name of the organization shall be the Ardmore Neighborhood Association (ANA).

ARTICLE II. PURPOSE

The purpose for which the ANA is organized are:

- A. To preserve the basically residential nature of the neighborhood.
- B. To prevent further encroachment of industrial, commercial, and high-density land uses.
- C. To improve the quality of life in the neighborhood and encourage a neighborhood environment in which residents can live in harmony and with mutual respect.
- D. To establish and maintain an open line of communication and liaison among the neighborhood, government agencies, and other neighborhood.
- E. To provide an open process by which all members of the neighborhood may involve themselves in the affairs of the neighborhood.
- F. To do and perform all of the activities related to said purposes, to have and enjoy all of the powers granted, and engage in any lawful activity for which nonprofit corporations may be organized.
- G. For such other objectives as are approved by the Board of Directors (Board) or membership.

ARTICLE III. BOUNDARIES

Ardmore is a residential neighborhood in Winston-Salem, North Carolina. Boundaries of the neighborhood shall be defined as Stratford Road and Business 40 to the north, Peters Creek Parkway to the east, and Silas Creek Parkway to the south and west.

ARTICLE IV. MEMBERSHIP

SECTION 1: Qualifications

Membership in the ANA shall be open to all residents and property owners, located within the boundaries as defined in ARTICLE III.

SECTION 2: Voting

All members as defined above shall have one vote each to be cast during attendance at any general or special meeting. Unless otherwise specified in these bylaws, decision of the ANA shall be made by majority vote of those members present at any meeting.

ARTICLE V. FINANCIAL SUPPORT

Membership dues shall be set annually by vote of the members at the annual meeting of the Association. Such dues shall be payable to the Association.

ARTICLE VI. MEMBERSHIP MEETINGS

SECTION 1: General Membership Meetings

There shall be a minimum of one general membership meetings each year. The meetings shall be convened upon any day decided upon by the majority vote of the Board. Notification shall be by any appropriate means of communication apt to reach a majority of the members. Notification shall require a minimum of seven days advance notice.

SECTION 2: Special or Non-regular Meetings

The President or majority vote of the board may call a special meeting of the membership. Notification shall be by any appropriate means of communication apt to reach a majority of the general members. Notification shall require a minimum of 24 hours advance.

SECTION 3: Agenda

Subject to the approval of the Board, the President prepares the agenda for general and special meetings of the membership. Any person may add an item to the agenda by:

- A. Submitting the item in writing to the Board at least seven (7) days in advance of the meeting or,
- B. Making a motion to the Board to add an item to the general special meeting agendas at those respective meetings. Adoption of that motion requires a second and majority vote.

SECTION 4: Quorum

A quorum for any general or special meeting of the ANA is a simple majority of the Board.

SECTION 5: Participation

Any general meeting is open to any person and all who may wish to be heard regarding any item on the agenda. Only ANA members will be eligible to vote. All actions or recommendations of the general meeting shall be communicated to all affected parties, including minority opinion reports.

SECTION 6: Procedures

Roberts Rules of Order shall be followed in all areas not covered by the bylaws.

ARTICLE VII. BOARD MEMBERS

SECTION 1: Number of Board Members

The Board shall determine the exact numbers of Board positions annually.

SECTION 2: Eligibility for Board Service

Only persons eligible for membership shall be qualified to hold an elected position.

SECTION 3: Terms of Office

Terms of office are staggered. At the first meeting, the Board will determine initial appointments for one (1) year terms and for two (2) year terms. Upon expiration of initial terms of office, all re-appointments would be for two (2) year terms.

SECTION 4: Board Vacancies

The Board may fill any vacancy on the Board or committees by majority vote of the Board. A member appointed to fill a vacancy shall serve the remainder of the unexpired term and until his or her successor is elected or appointed.

SECTION 5: Election of Board Members and Officers

Board Members and Board Officers shall be elected annually by a vote of the membership at the annual meeting. The nominating committee shall place the names of all candidates for the Board and Officers shall be placed in nomination. Election requires a majority vote of the membership present and include President, Vice President, Secretary and a Treasurer. The Executive Officers shall have staggered terms. The remaining Board Members shall be members-at-large.

SECTION 6: Duties of Board Members

The Board shall have the following responsibilities and powers:

- A. Manage the daily affairs of the ANA.
- B. Make decisions and represent the interests of the ANA on all matters for which it is impractical to present to the membership in advance. All such actions shall be reported to the membership at the next regular meeting.
- C. Appoint committees to perform necessary functions and represent the ANA on specified topics.
- D. Establish a yearly work plan of priority issues and projects for maintaining and encouraging involvement in the ANA.

SECTION 7: Duties of Board Officers

- A. President: The President shall preside at all board meetings and all membership meetings. The president is an ex-officio member of every committee and is a non-voting member of each committee. The President should represent the position of the Board and the interests of the ANA.
- B. Vice President: The Vice President presides at board meetings and membership meetings when the President is absent. The Vice President is an ex-officio member of every committee and is a non-voting member of each committee. In the event that the President is absent, the Vice President shall represent the position of the Board and the interests of the ANA.
- C. Secretary: The Secretary shall record and maintain minutes of membership and board meetings, assist the President and Vice President with correspondence and maintain the non-financial files of the ANA. The Secretary will maintain a list of Board Members and their terms.
- D. Treasurer: The Treasurer shall have charge of all funds belonging to the ANA and shall receive, deposit and disburse funds for the ANA in an institution in such manner as designated by the Board. The Treasurer shall make financial reports as directed by the Board.

SECTION 8: Board Meetings

- A. Regular Board Meetings: There should be regular Board Meetings each year. The meetings shall be upon any day decided upon the majority vote of the Board. Notification shall be by any appropriate means of communication apt to reach board members and should be seven days advance notice.
- B. Special or Non-Regular Board Meetings: Special meetings of the board may be called by the President, the Vice President if President is absent or by majority of vote of the Board as deemed necessary. Notification shall be by any other appropriate means of communication apt to reach a majority of the members and should be seven days advance notice.
- C. Emergency Meetings: Emergency meetings of the Board may be called by the President, the Vice President if President is absent or by majority of vote of the Board as deemed necessary. Notification shall be by any other appropriate means of communication apt to reach a majority of the members. Notification to the Board Members is as soon as possible.
- D. Quorum: A quorum for an ANA Board Meeting is a simple majority and must be present to take action.
- E. Voting: Unless otherwise specified in these bylaws, decisions of the Board shall be made by a majority vote of those Board Members present at any meeting.

SECTION 9: Powers of the Board

The Board shall be responsible for all business coming before the ANA and for assuring that members are informed of business that affects them. The Board has the responsibility of acting in the best interest of the neighborhood but is not specifically bound to act according to the desire of majority of members attending a particular meeting.

SECTION 10: Termination for Non-Attendance

Board members failing to attend three consecutive Board Meetings may be terminated from the Board upon written notice.

ARTICLE VIII. COMMITTEES:

The Board may designate standing committees and the Executive Officers may establish special committees. All committees must have at least one (1) Board Member.

ARTICLE IX. CONFLICT OF INTEREST PROCEDURES:

A transaction in which a Board Member may have a direct or indirect conflict of interest may be approved by a vote of the Board if in advance of the vote by the Board all material facts of the transaction and the Board Member's interest are disclosed to the Board. A conflict of interest transaction is considered ratified if it receives the affirmative vote of the majority of the Board Members who have no direct or indirect interest. A single Board Member may not authorize a transaction. If a majority of the Board Members who have not direct or indirect interest in the transaction votes to authorize, approve or ratify a transaction, a quorum must be present for the purpose of taking action. The presence of, or vote cast by a Board Member with a direct or indirect interest in the transaction does not affect the validity of the action taken by the Board. The Board Member with direct or indirect conflict of interest may elect to abstain from voting on the transaction.

ARTICLE X. PROCEDURE FOR CONSIDERATION OF PROPOSALS:

SECTION 1: Submission of Proposals

Any person or group, inside or outside the ANA boundaries, may propose in writing items for consideration and/or recommendation to the Board. The Board shall decide whether proposed items will appear on the agenda of the Board, standing or special committees, or general or special meetings.

SECTION 2: Notification

The proponent and members directly affected by such proposal shall be notified by reasonable means of the place, day and hour of the proposal shall be reviewed not less than twenty-four (24) hours in advance.

SECTION 3: Attendance

The proponent may attend this meeting to make a presentation and answer questions concerning the proposals.

ARTICLE XI. PUBLIC MEETINGS AND RECORDS

Official action(s) taken by the ANA must be part of the minutes of each meeting. The minutes shall include a record of attendance and the results of any vote(s) and recommendations made along with a summary of dissenting views. Official records will be made publicly available online.

ARTICLE XII. NONDISCRIMINATION:

The ANA will not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, gender identity, age, disability, legal citizenship, national origin, income, or political affiliation in any of its policies, recommendations, or actions.

ARTICLE XIII. AMENDMENT OF BYLAWS:

All amendments to these bylaws must be proposed in writing and made available to members a minimum of seven (7) days before voting on their adoption may proceed at a general meeting.

Notice of a proposal to amend the bylaws, specifying the date, time and place for consideration, must be provided to all members a minimum of seven (7) days before voting. Amendments to these bylaws shall require a two-thirds (2/3) vote by the members present at a general meeting.

ARTICLE XIV. DISSOLUTION

In the event of the dissolution of the ANA, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in the Internal Revenue Code as presently constituted or as amended in the future, or to the federal, state, or local government for the exclusive public purposes. This article of the bylaws of the ANA may not be amended or repealed.