

**Ardmore Neighborhood Association Bylaws**  
**Revised October 6, 2022**

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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 purposes 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 institutional 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 neighborhoods.
- 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. INCLUSION AND DIVERSITY**

In principle and practice, ANA values and seeks an inclusive membership and leadership team. There will be no barriers to full participation based on age, disability, education, ethnicity, gender, gender identity, national origin, political affiliation, race, religious beliefs, sexual orientation, or socioeconomic status.

**ARTICLE IV. BOUNDARIES**

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

## **ARTICLE V. MEMBERSHIP**

### Section 1: Qualifications

Membership in the ANA is open to those individuals who pay annual dues and who are either:

- A. Residents located within the boundaries as defined in Article IV,  
or
- B. Individuals who are owners of residential property located within those boundaries.

### Section 2: Voting

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

## **ARTICLE VI. FINANCIAL SUPPORT**

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

## **ARTICLE VII. MEMBERSHIP MEETINGS**

### Section 1: General Membership Meetings

There shall be a minimum of one general membership meeting each year. The meeting 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 (7) days advance notice.

### Section 2: Special or Non-regular Meetings

The President or majority 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 notice.

### Section 3: Agenda

Subject to the approval of the Board, the President prepares the agenda for general and special meetings of the membership. Any ANA member may propose 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

Meetings may be held in person or virtually. Any general meeting is open to all persons and members. Only ANA members are eligible to vote and assume leadership roles. All actions or recommendations of the general meeting shall be communicated to affected parties

#### Section 6: Procedures

Robert's Rules of Order Newly Revised shall be followed in all areas not covered by the bylaws.

### **ARTICLE VIII. BOARD OF DIRECTORS**

#### Section 1: Number of Board Members

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

#### Section 2: Eligibility for Board Service

Only persons eligible for membership may hold an elected position.

#### Section 3: Terms of Office

All terms begin upon election. Elected board members serve for two (2) years or until a successor has been elected or appointed. Board terms are intended to be staggered.

#### Section 4: Board Vacancies

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

#### Section 5: Duties of the 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 best 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 6: 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 maintains 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 7: Board Meetings

- A. Regular Board Meetings: There should be regular Board Meetings. The meetings shall be held 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 (7) 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 the President is absent or by majority vote of the Board as deemed necessary. Notification shall be by any appropriate means of

communication apt to reach a majority of the members and should be seven (7) days advance notice.

- C. Emergency Meetings: Emergency meetings of the Board may be called by the President, the Vice President if the President is absent or by majority vote of the Board as deemed necessary. Notification shall be by any 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.
- E. Voting: Unless otherwise specified in these bylaws, decisions of the Board shall be made by a majority vote of the Board Members attending the meeting.
- F. Meetings may be held in person or virtually.

#### Section 8: 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 a majority of members attending a particular meeting.

#### Section 9: Termination for Non-Attendance

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

### **ARTICLE IX. NOMINATIONS AND ELECTIONS**

#### Section 1: Nominating Committee

- A. The Nominating Committee seeks board candidates, considers and vets them, and presents a single slate for election by members.
- B. The chair and members of the Nominating Committee are appointed by the President and approved by the Board.
- C. The Nominating Committee publishes the names of the candidates at least 15 days prior to the election.

#### Section 2: Elections

- A. All members at the annual meeting elect board members.
- B. Election is by paper ballot, voice vote, or electronic means.

**ARTICLE X. COMMITTEES**

The Board may designate standing committees and the Executive Officers may establish special committees.

**ARTICLE XI. CONFLICT OF INTEREST**

Members of the Board will adhere to the Conflict of Interest Policy.

**ARTICLE XII. 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 recommendation(s) made. Official records will be made available to members upon request.

**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 ( $\frac{2}{3}$ ) 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.