

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(s) 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** 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 neighborhood(s).
- 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 ~~III~~: IV. BOUNDARIES

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

ARTICLE ~~IV~~: V. MEMBERSHIP

Section 1: Qualifications

Membership in the ANA ~~shall be~~ is open to ~~all residents and property owners~~; those individuals who pay annual dues and who are either:

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

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(s) of the ANA shall be made by majority vote of those members present at any meeting.

ARTICLE ~~V~~ VI. FINANCIAL SUPPORT

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

ARTICLE ~~VI~~ VII. 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 (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 ~~person~~ member 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

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

Section 6: Procedures

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

ARTICLE VII. VIII. BOARD OF DIRECTORS

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~~ may 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.~~ 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 ~~or committees~~ by majority vote of the board. A member appointed to fill a vacancy shall serve the

remainder ~~if~~ of the expired term and until ~~his or her~~ a 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~~: 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 ~~7~~: 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 ~~will~~ 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 ~~8~~: 7: Board Meetings

- A. Regular Board Meetings: There should be regular Board Meetings ~~each year~~. 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 President is absent or by majority 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 (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 ~~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 the~~ Board Members ~~present at any~~ attending the meeting.
- F. Meetings may be held in person or virtually.

Section ~~9~~: 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 ~~10~~: 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 VIII: X. 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: XI. 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 no 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 must abstain from voting on the transaction.~~

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

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 recommendations 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. XII. 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 recommendation(s) made. ~~along with a summary of dissenting views.~~ Official records will be made ~~publicly~~ available ~~online~~ to members upon request.

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