

Historic North Charlotte Neighborhood Association Bylaws

Article I: Name and Description

- Section 1: The name of the Corporation is Historic North Charlotte Neighborhood Association, Inc. herein referred to as the HNCNA or the Association. The HNCNA is also known as the NoDa Neighborhood Association.
- Section 2: Offices: The principal offices of the Association shall be in the county of Mecklenburg, City of Charlotte. The Association may have such other offices as the Board of Directors may designate.
- Section 3: Geographical Area: The boundaries of the neighborhood shall be Matheson Avenue, North Tryon Street, Sugar Creek Road and The Plaza.

Article II: Purpose

- Section 1: The HNCNA exists to preserve the Historic North Charlotte Neighborhood, to foster local businesses and to promote NoDa, The Arts District.

Article III: Membership

- Section 1: Any person living, owning property, representing a business or a neighborhood organization or having a clear interest in the defined area shall be allowed membership to the Association.
- a. All members must be legal adults.
 - b. Businesses, Organizations, Landowners, and Residents shall become a member of the Association upon paying dues and attending three meetings within the past twelve months.
 - c. Any individual membership eligibility questions will be considered and voted on by the Board, with notification given to the Association. Eligibility will be approved by a majority vote.
 - d. The Board may vote to invite prospective members to join the Association who work or reside outside the defined area.
 - e. Only members have voting rights on matters before the Association.
- Section 2: Three categories of membership shall be as follows:
- a. Neighborhood residents.
 - b. Property owners, businesses and corporations. These members shall be physically located within the boundaries of the neighborhood. Each business shall have one designated representative and thus one vote.
 - c. Neighborhood organizations and non-profit organizations. These members shall be physically located within the boundaries of the neighborhood. Each organization shall have one representative and thus one vote.
- Section 3: Friends of NODA. Friends of NoDa are supporters of the neighborhood. Upon paying dues, they may participate in debate on matters before the Association but shall not have voting privileges.

Article IV: Dues

- Section 1: Annual membership dues shall be collected each year.
- Section 2: A Dues Schedule shall be established annually at the budget meeting.
- Section 3: Changes in the Dues Schedule must be approved by a simple majority vote of the Association's membership present at a scheduled Association Meeting, and will apply to all dues paid going forward.
- Section 4: Per the discretion of the President and the Treasurer, any resident of the neighborhood shall be granted membership regardless of the ability to pay dues.

Article V: Governance

- Section 1: A Board of Directors, herein referred to as the Board, shall govern the Association. The Association shall elect the Board.
- Section 2: Board members must be voting members of the Association.
- Section 3: The Association shall have eleven Board members, which shall serve three-year staggered terms with an election held each year.
- Section 4: The Board shall temporarily fill vacancies on the Board, by a majority vote, until the next election. At the next election meeting, the temporary Board member can run as an incumbent for a full term of office.
- Section 5: If at any point Board membership falls below nine due to vacancies, the Board must immediately fill those vacancies until the next election meeting.
- Section 6: The Board shall be responsible for conducting the day-to-day operations of the Association and has the following duties.
- a. The Board shall submit an annual budget and plan of action for the upcoming year to the Association for approval no more than 30 days after the beginning of the new fiscal year.
 - b. The Board shall develop policy to address all governance issues not specifically identified by these bylaws. The Board shall determine and represent the position of the Association on all issues before the neighborhood and the Association through simple majority vote of the Board.
 - c. The Board shall submit a written report to the Association annually on the state of the Association. This report shall include but not be limited to the Association's financial report of the previous fiscal year, committee activity and programs. This report should be submitted to the Association no later than two months after the close of the fiscal year.
- Section 8: Board Meetings:
- a. There shall be a minimum of ten monthly Board meetings.
 - b. The President or a majority of the Board may schedule additional Board meetings as required with a minimum 48 hours published notice.
 - c. Board meetings are open for attendance by the Board of Directors, Association members and invited guests only. Association members not on the Board planning to attend must either be invited or give 48 hours notice prior to the meeting to the Secretary or President. Only the Board may vote, participate or speak at meetings, unless specifically addressed by the President.
 - d. The Board shall, upon request, make Board meeting minutes and voting results available to Association members.
- Section 9: Contracts and Services:
- a. The Board may authorize any director, officer or agent to enter into any contract or execute and deliver any instruments on behalf of the Association, and such authority may be general or confined to specific instances.
 - b. Unless authorized by the Board of Directors or by the bylaws, no director, officer, employee or agent shall have any power or authority to bind the Association by any contract or obligation, or to pledge its credit, or render it liable for any purpose or in any amount.
 - c. All contracts must be signed by two people
- Section 10: Removal from Board: Board members will comply with all by-laws and policies of the Board and Association. All Board members will be subject to review by the Board for failure to comply or for any conduct that is inconsistent with the goals, functions, and operations of the Board and/or Association. If, after review, the Board determines there was a failure to comply with any policy or by-law, the Board may require immediate compliance or remove any Board member or take any other action the Board deems necessary. A Board member may be removed from the Board by either a two-thirds majority vote of the Association or a unanimous-minus-one vote by the Board.
- a. Any removal vote must include a hearing where the Board member in question has a chance to advocate on their behalf. The Board member in question must receive written notice two weeks prior to the hearing.

- b. Board members who attend less than 75% of calendared Board and Association meetings within a fiscal year are automatically referred to the Board for removal. Attendance-based removals require a two-thirds majority vote by the Board.
- c. If the conduct in question involves more than one Board member and/or creates a conflict of interest for the Board, the Board may appoint an investigative committee to conduct a review and/or hearing of the conduct and/or person(s) in question. The investigative committee will consist of at least three dues paying members of the Association.

Section 11: Resignation from Board: A Board member may resign from his/her position on the Board with written notification to the President. Reasons for resignation, if requested, will be kept confidential.

Article VI: Elections

Section 1: Board elections shall be held at the October meeting of the Association for the expired Board terms and any vacancies.

Section 2: An election committee shall be established to conduct the election process.

- a. The committee shall be made up of three Association members at least one of whom is a current Board member. No election committee member shall run for election. The election committee will elect one election committee member as chair.
- b. Nominations for open Board positions shall open at least one month prior to the October election meeting. Any Association member in open forum can make nominations.
- c. All nominees will be given time to promote their candidacy at the election.
- d. Following these presentations there shall be a question-and-answer session and discussion.
- e. The vote shall be by secret ballot of the Association membership present at the October election meeting. An additional two Association members will be randomly selected at the election to monitor vote counting.
- f. In the election, Association members can only vote for a total number of candidates that is equal to or less than the number of open vacancies.
- g. Association members can only vote once for each candidate in each round of voting.
- h. Candidates must achieve a simple majority vote to be elected.
- i. Run-off rounds can be used to shorten the list of candidates.

Section 3: Installation of Board Members: Board members' terms begin at the start of the Yearly Planning Meeting, but no later than January 1st following the October election.

- a. Board members receive their vote after attending 2 Board meetings, which may be attended prior to the beginning of their term.

Section 4: Election of Officers: The Board shall elect Board officers annually at a January Board meeting through a vote of simple majority.

- a. The Board officers shall include a President, Vice President, Secretary and Treasurer.
- b. All Board members are eligible for election as officers.
- c. The Board officers shall be confirmed by a simple majority of the Association membership present at the next regular Association meeting.

Article VII: Policy

Section 1: The Board shall establish policy to govern the business operations of the Association.

- a. Policies shall be published and copies made available to the membership if requested.
- b. The Board shall inform the membership of additions to or revisions of policy at the first regular meeting of the Association following the change.

Section 2: Approval of policy by the Association membership is not required; however, the Association may, upon a two-thirds majority vote, overturn or revise any policy of the Association.

Article VIII: Association Meetings

Section 1: The Association shall have an annual election meeting to conduct Board elections in October.

Section 2: The Association shall have an annual budget meeting to approve the upcoming fiscal year's budget.

Section 3: The Association shall have an annual year-in-review meeting to report the state of the organization. It should include, but not be limited to, the financial report of the previous fiscal year.

Section 4: Regular meetings of the Association shall be held at least monthly.

a. The Board may upon its discretion cancel up to two Association meetings.

Section 5: The Board may schedule additional Association meetings with a minimum 14-days published notice.

Article IX: Duties of Officers

Section 1: President:

a. Shall establish an annual plan of action.

b. Shall preside over all regular meetings of the Board and Association.

c. Shall report annually to the Association on the state of the Association.

d. Shall sign all contracts obligating the Association.

e. Shall represent the neighborhood to all public and outside entities.

f. Shall perform other duties as necessary to fulfill the purpose of the Association or that are assigned by the Board.

Section 2: Vice President:

a. Shall preside over the Association in the absence of the President

b. Shall be elevated to the presidency of the Association upon resignation or removal of the President. Shall serve as Parliamentarian at Association and Board meetings. Parliamentarian's duties are defined as:

i. Shall serve as an adviser to the Association on Robert's Rules of Order, the HNCNA Bylaws, and HNCNA Policy documents and precedents.

ii. Shall assist in writing revisions and amendments to HNCNA procedures and the Bylaws.

iii. Shall unobtrusively call to the attention of the presiding officer serious errors in procedure. However, the advice of a Parliamentarian is not binding on the presiding officer of an assembly.

c. Shall perform other duties as necessary to fulfill the purpose of the Association or that are assigned by the Board.

Section 3: Secretary:

a. Shall be responsible for documenting all general meetings of the Association and the Board.

b. Shall coordinate all correspondence between the Association and its membership.

c. Shall be responsible for administering the Document Retention and Disposition Policy.

d. Shall keep Board and Association meeting attendance and maintain the membership roster.

e. Shall perform other duties as necessary to fulfill the purpose of the Association or that are assigned by the Board.

Section 4: Treasurer:

- a. Shall manage all financial functions of the Association. The Treasurer shall have the custody of all Association funds and financial records and shall keep full and accurate accounts of receipts and disbursements.
- b. Shall give a summary financial report at all regular Association meetings and a full report after the end of each fiscal year.
- c. Shall prepare a proposed budget for the next fiscal year to be presented at the annual budget meeting.
- d. Shall sign all contracts obligating the Association to expend funds.
- e. Shall be responsible for filing all taxes or other government-required reports.
- f. Shall maintain a list of all real property owned by the Association.
- g. Shall perform other duties as necessary to fulfill the purpose of the Association or that are assigned by the Board.

Section 5: Board Members:

- a. Shall attend all scheduled Board and Association meetings in compliance with the Attendance Policy.
- b. Shall function as a Board liaison to a committee of the Association.
- c. Shall give the President 24-hours notice of any meetings they cannot attend.
- d. Shall perform other duties as necessary to fulfill the purpose of the Association or that are assigned by the Board.

Article X: Committees

Section 1: The Board shall establish the Committee Policy to define and govern the operations of committees.

Section 2: Standing Committees: The Association shall have standing committees as outlined in the Committee Policy. Standing Committee membership is open to all individuals eligible to become voting Association members.

Section 3: Other Committees: The Board at its discretion may establish other committees or task forces as necessary to conduct the business of the Association as outlined in the Committee Policy. Other Committee membership is open to all individuals eligible to become voting Association members.

Section 4: Executive Committees: The Board at its discretion may establish executive committees as necessary to conduct the specific tasks of the Association as outlined in the Committee Policy. The Board can establish limited or specific Executive Committee membership.

Section 5: Each committee shall have at least one Board member as a liaison between the Board and the committee.

Section 6: Committee leaders must be Association members.

Article XI: Finance

Section 1: The Association shall conduct an internal annual audit of the Association's finances. The results of the audit shall be made available to the membership if requested.

- a. An Internal Audit Committee shall be approved at the Year-in-Review meeting. The committee is appointed by the Board at the preceding Board meeting and approved by the Association. The committee should consist of the Treasurer, the President and three Association members not on the Board. The committee should conduct the audit within two months of the Year-in-Review meeting and report results to the Association.

Section 2: The Treasurer shall report on the status of the Association's accounts at all regular meetings.

Section 3: The Board shall select at least three members of the Board who are authorized to sign checks.

- a. No member of the Board may sign a check to themselves for any reason.
- b. All checks require two signatures.

Section 4: Any member of the Association with one week's notice may examine the financial records of the Association.

- Section 5: The Board shall receive no compensation for their services as directors.
- Section 6: The Board may authorize reasonable reimbursement of expenses incurred in the performance of their duties. The Board shall establish a Reimbursement Policy to govern reimbursable expenses.
- Section 7: The Board shall submit a budget to the membership for approval at the annual budget meeting.
- a. Minor revisions to the budget may be made by the Board throughout the year as needed without approval of the membership. Minor revisions are defined as any increase in expenditures less than \$500.
- Section 8: The Board shall establish a Conflict of Interest Policy.
- Section 9: The Board is prohibited from hiring employees without prior approval of a simple majority of the membership present at a regular meeting of the Association.
- a. Notice of the vote must be given at least 30 days prior to the vote.
 - b. This provision does not prohibit the Board from hiring independent contractors for specific duties with total compensation not exceeding \$500 per fiscal year. Any contract work above the \$500 threshold must be approved by the Association membership.
- Section 10: The Board shall determine the fiscal year of the Association.
- Section 11: Internal Revenue Code Restrictions:
- a. The Association shall not have members of capital stock and no stock or shares shall be issued. No incorporator, director or officer shall at any time be considered to be the owner of any of the assets, property or income of the Association, nor shall they, by distribution, liquidation, dissolution or in any other manner, be entitled to or receive any of said assets, property or income, all of which shall be devoted exclusively and forever to the purposes of the Association or disposed of as hereinafter provided.
 - b. The Association is not organized and shall not operate for profit, and no part of its net earnings shall inure or may lawfully inure to the benefit of any private incorporator, director, officer or individual. The above provisions, however, shall not prevent the payment of reasonable compensation to any person, organization, firm or corporation for services rendered to this Association, in accordance with the Conflict of Interest Policy.
 - c. The Association shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
 - d. The Association shall distribute its income for each taxable year at such time and in such manner as not to subject the Association to tax. The Association shall be fully organized as a not-for-profit charitable organization under 501(c)3 of the Internal Revenue Code and shall operate as such under all laws of the State of North Carolina, United States.
- Section 13: Contributions, Grants and Donations:
- a. The Association may receive contributions, grants or donations. The Association will make available to grantors any financial audits that their contributions, grants or donations may require.
 - b. The Association recognizes as its policy that contributions, grants or donations made by public bodies of the State of North Carolina are subject to the control of and accounting of such public bodies of the State of North Carolina from which those contributions, grants or donations shall be received.
 - c. Expenditures by the Association of such contributions, grants or donations shall be made for public purposes according to law only. The Association shall receive such contributions, grants and donations only pursuant to written contract with the public body of the State of North Carolina making such contributions, grant or donations, specifying particularly the service to be rendered or the expenditures to be made, the object of which shall constitute public purposes, in exchange for which such contributions, grants or donations shall be received.
 - d. Within 30 days after the annual internal audit has been submitted to the Association, the Treasurer shall transmit a copy of the audit to any public body of the State of North Carolina from which any contributions, grants or donations have been received during the fiscal year to which such audit applies, together with a report briefly stating the nature of the activities carried on by the Association during such fiscal year and stating the Association's compliance, to the best of the knowledge of the Board, with the provisions of this Article.

Article XII: Voting

- Section 1: Unless otherwise stated in the rules of order or the bylaws, all votes are by simple majority.
 - a. No voting by proxy shall be allowed.
 - b. The President or presiding moderator will hold his or her vote on issues or in elections to break ties.
- Section 2: Unless otherwise granted in the bylaws, the vote of the Board is the binding and final opinion on all issues and policy of the Association.
- Section 3: Association Poll: The Association at any time may conduct a poll vote of its members at a regular meeting of the Association for the purpose of informing the Board of neighborhood opinion.
- Section 4: Board Vote Reversal: Any action of the Board may be reversed by a two-thirds majority vote of the Association membership present at a regular meeting of the Association.
- Section 5: Quorum: At all Board meetings quorum shall be a simple majority of the directors then in office. Board members shall give prior notice if they are not able to attend. Quorum is required for Board voting to occur. Association voting does not require quorum.
- Section 6: Action Without a Meeting: Any action required to be taken or that may be taken at a meeting of the Board, may be taken without a meeting with consent in writing from two-thirds majority of the Board. The President or presiding officer may cast their vote and have it counted on all Actions Without a Meeting. Such action shall be filed in the minutes of the proceedings of the Board.

Article XIII: Amendments

- Section 1: These bylaws may be amended, replaced or repealed by a two-thirds majority of the Association membership present at a regular meeting of the Association.
 - a. Notification of amendments to the bylaws must be given at least 30 days prior to the vote.

Article XIV: Rules of Order

- Section 1: The rules of order for the Association shall be the latest edition of Roberts Rules of Order.

Article XV: Efficacy

- Section 1: This is the current and legal version of the HNCNA bylaws and replaces all previous versions of the bylaws.
- Section 2: These bylaws are intended to supplement but not replace any applicable state and federal laws governing the organization of nonprofit and charitable corporations. State law and federal law shall at all times supersede these bylaws.

The foregoing bylaws were adopted by a two-thirds majority of the Historic North Charlotte Neighborhood Association’s Board of Directors at its Board meeting held on the 11th day of November 2008.

President: _____ Date: _____

Vice President: _____ Date: _____

Secretary: _____ Date: _____

Treasurer: _____ Date: _____