

BYLAWS OF THE GREATER GLENWOOD NEIGHBORHOOD ASSOCIATION

Greensboro, North Carolina

Adopted April 3rd, 2008

Article I. Name.

The name of this organization is the Greater Glenwood Neighborhood Association (The Association).

Article II. Boundaries.

The Glenwood Neighborhood Association serves the area bounded by W. Lee Street, Freeman Mill Road, and Coliseum Boulevard., comprising the neighborhoods known as Glenwood and Piedmont Heights. Within this area are four sectors: Silver Avenue (bounded by Gregory St. and Freeman Mill Road); Central Glenwood (bounded by Aycock and Gregory); Piedmont Heights (bounded by Aycock and Coliseum Blvd.); and South of Florida (SoFlo, bounded by W. Florida, Freeman Mill Road, and Coliseum Blvd.).

Article III. Mission (1)

The mission of the Glenwood Neighborhood Association is to conserve and enhance our neighborhood's aesthetic appeal, safety, and community character, including our historic buildings, parks, and open spaces. We seek to promote businesses and transportation systems appropriate to the needs and scale of the community, and to assure that development respects the neighborhood context. The Association is guided by the principles of community, family, diversity, inclusiveness, and balance between individual rights and community needs. The Association builds relationships within the community, promotes neighborhood participation in decisions and activities, represents the neighborhood in interactions with governmental bodies, and organizes projects to achieve neighborhood goals.

Article IV. Membership.

Section 1. Membership in the Glenwood Neighborhood Association is open to all adults who reside, who rent or own property, or who operate businesses or institutions within the boundaries defined in Article II.

Section 2. Members in good standing of the Glenwood Neighborhood Association have the following rights: To attend meetings; to have access to all bylaws, minutes, and reports of the Association; to serve on committees; to nominate and elect officers; and to debate and vote on all matters before the membership.

Section 3. Members have the following responsibilities: To attend and participate in meetings of the membership and/or committees; to observe the rules of the assembly; to respect the rights of others to express their opinions; to abide by the final decision of the majority.

Section 4. Regular meetings of the membership take place quarterly or more frequently at a time and location designated by the Board of Directors. Meetings are announced in the newsletter, on

1 Article III adopted by the membership of the Association, November 2005

yard signs, on the web site, via e-mail, by telephone and/or other appropriate means. Special meetings of the membership may be called by a majority of the Board of Directors.

Section 5. (2) The President, or other officer as designated by these bylaws, presides over meetings of the membership, using the parliamentary procedures outlined in *Roberts Rules of Order*.

Section 5.1 (3) Elections Committee. A committee of no fewer than two and no more than five members, who are not running for office in the current election, conducts elections as follows:

Four months prior to the election the elections committee is appointed and begins accepting nominations for all vacant offices. The committee collects and compiles information about the candidate including: the candidate's name, address, phone number and e-mail address, the office sought by the candidate, a statement from the candidate indicating experience that will help him or her fulfill the duties of the office and any ideas the candidate may have for helping the association fulfill its mission. The nominating committee will inform members of the voting requirements by email and announcements at the regularly scheduled meetings.

Section 6. (4) The members present at a meeting of the membership constitute a quorum. For voting purposes, "good standing" requires the member to have attended two of the last four meetings of the membership. Voting is usually accomplished by voice or a show of hands, however, any member may request a secret ballot for any measure. Election of Officers proceeds according to Article V, Section 5, below.²

Article V. Officers.

Section 1. Composition of Officers. The officers of the Association consist of the President; the Vice-President; the Secretary; and the Treasurer, all of whom must be neighborhood residents.

Section 2. Terms of Office. Officers will serve a one-year term and may be re-elected to consecutive terms. It is desirable that the Vice-President succeed to the Presidency in order that continuity be maintained. The Past President will be on the Board of Directors for one year after his/her term in office.

Section 3. Vacancies. If the office of the President becomes vacant during the term of office, the Vice-President succeeds to the presidency. If the Vice-President is unable or unwilling to serve as President, the position may be filled by an appointment by The Board of Directors. The Board of Directors may appoint a successor to fill any other office vacated in the course of a term.

Section 4. Duties of Officers. Officers of the Association serve as members of the Board of Directors, as well as execute the specific duties listed below. They are accountable for upholding these bylaws, for maintaining communication with other officers and the board of directors, and for reporting to the membership activities related to the Association.

Section 4.1 President. The President is the chief executive officer of the Association. S/he presides at all meetings of the membership and of the Board of Directors in accordance with the agenda set by the Board. S/he manages the general affairs of the Association according to these bylaws and all orders and resolutions passed by the members and the Board of Directors.

The President executes orders of payment, and other contracts in the name of the Association when, as, and if authorized by the Board of Directors. Contracts, and orders of payment signed by the President on behalf of the Association must be attested by the signature of the Secretary.

² Article IV, Section 5 adopted by the membership of the Association, January 2006

³ Article IV, section 5.1 adopted by the membership of the Association, February 3, 2011

⁴ Article IV, section 6 amended by the membership of the Association, February 3, 2011

The President appoints chairs of standing committees, subject to the approval of the Board of Directors. S/he performs all duties incidental to his or her office, and other such duties as may from time to time be delegated by the Board of Directors.

Section 4.2. Vice-President. The Vice-President, during the absence or incapacity of the president, exercises the functions of the president, with the responsibilities of and restrictions upon the president. In the event that the office of president becomes vacant before the conclusion of the term, the vice-president succeeds to the office of the president. The vice-president also discharges such duties as may be assigned to him or her from time to time by the Board of Directors or by the President.

Section 4.3. Treasurer. The Treasurer has care and custody of all the funds and securities of the Association, and deposits them in the name of the Association in a bank selected by the Board of Directors. The treasurer issues all checks, drafts, notes, and orders for payments of money, to be signed by the President and Secretary, when, as, and if authorized to do so by the Board of Directors.

The Treasurer keeps full and accurate accounts of receipts and disbursements in the books of the Association; reports monthly to the membership the receipts and expenditures for that month; and delivers to the secretary a copy of the monthly expense report for publication in the minutes.

With the aid of the Board of Directors, the Treasurer prepares an annual budget for the association, which is subject to the approval of the Board. S/he disposes of funds only as provided by the budget or as authorized by the Board of Directors.

Section 4.4. Secretary. The Secretary sends notices of all meetings of the Association and the Board of Directors, and other notices as may be required by law, or by these bylaws, or instructed by the Board.

With the aid of the Board of Directors, the secretary prepares the agenda for the meetings of the Board and of the Membership and distributes the agenda up to one week prior to the meeting.

The secretary takes and distributes minutes of meetings of the Membership and of the Board of Directors, keeps a record of attendance of the meetings of the membership, and keeps copies of any minutes, newsletters, or other documents as may be generated by committees of the Association.

The secretary has charge of such books, records, and papers of the Association as the board of directors may direct, and is the custodian of the seal of the Association.

The secretary attends to such correspondence as may be assigned by the Board of Directors, and performs all duties incidental to his or her office.

Section 5. Election of Officers.⁽¹⁾ Officers are elected annually by a majority of those members present and voting at a regular meeting of the membership. Adults who reside, own property, or work as clergy in Glenwood are eligible to vote if they have attended two of the last three meetings prior to the election (e.g., if the election is held in March, members must have attended two regular meetings of the membership in December, January, or February).

Section 5.1 Elections Committee. A committee of no fewer than two and no more than five members, who are not running for office in the current election, conducts elections as follows:

Two months prior to the election. The election committee is appointed and begins accepting nominations for all vacant offices. The committee collects and compiles information about the candidates, including: The candidate's name, address, phone number, and e-mail address; the candidate's occupation; the office sought by the candidate; a statement from the candidate indicating his or her length of residency in Glenwood, previous contributions to the neighborhood, skills or experience that will help him or her fulfill the duties of the office, and any ideas the candidate may have for helping the association fulfill its mission.

One month prior to the election. The committee distributes information about the candidates at the meeting of the membership one month prior to the election and via the e-mail list. At this meeting, the committee conducts a brief presentation with each candidate, as follows: each candidate is invited

to make an additional statement of up to five (5) minutes. After each candidate has had an opportunity to make a statement, the committee invites questions from the membership. The question and answer portion should take no longer than a length of time totaling the number of candidates times five minutes (e.g., fifteen minutes for three candidates, twenty minutes for four candidates). This session should be moderated by a member of the committee, and the seated officers of the association should refrain from expressing opinions about the candidates, although they may ask questions.

Election Day. If there is only one candidate for each office, the committee may move that all candidates be accepted as officers by acclamation.

If there is more than one candidate for any office, the committee brings to the meeting a stock of sealable envelopes, printed ballots with the names of the candidates for each office, a stock of pencils or pens, and a ballot box.

Each member marks his or her ballot, inserts it into an envelope, seals the envelope, legibly writes his or her name on the outside of the envelope, and places the sealed envelope into the ballot box.

When all members have had an opportunity to vote, the committee takes the ballot box into another room with a list of all qualified voters that has been provided by the Secretary of the Association.

The committee removes the envelopes from the ballot box and checks each envelope against the list. If the name on the envelope is that of a qualified voter, the ballot is removed from the envelope and placed back into the ballot box without reading the vote. If the name on the envelope is not that of a qualified voter, the envelope is set aside and marked "provisional."

After all the qualified ballots have been removed from envelopes and placed back into the ballot box, they should be removed and tallied. Tallies should be observed or verified by each member of the committee.

Announcement of Election Results. If each officer has been elected by a clear majority, the committee may announce the results of the election that night.

If the result is quite close, the provisional ballots should be opened and kept with their envelopes to see if they would have made a difference in the result. If not, the result of the election may be announced.

If the provisional ballots would have altered the results of the election, announcement of the result should be delayed until the committee can verify with the secretary that, indeed, the member who cast the provisional ballot was ineligible to vote.

In case of a tie, a vote of the Board of Directors will choose between the two candidates.

In no case should the announcement of the results of the election take place later than the following meeting of the membership.

Article VI. Board of Directors

Section 1. Constitution of Board of Directors. The Board of Directors is the primary governing body of the Association. It consists of no fewer than (7) Directors, including the Officers of the Association, the past president, and Chairpersons of standing committees (See Article VII.) All Directors must be members of the Association (See Article IV, Section 1.) In the event that the Board of Directors fails to represent all four sectors of the Glenwood Neighborhood (See Article II), the President of the Association appoints a Director from the unrepresented sector, subject to approval of the Board of Directors.

Section 2. Terms. Terms of Board of Directors should be indicated at the time of appointment, but should not exceed two years. Terms of Directors should overlap so that there is continuity from one year to the next. Directors may only succeed themselves by a majority vote of the membership at the annual election of officers.

Section 3. Responsibilities. The Board of Directors has the following responsibilities:

- a. Establish goals and priorities for the Association, in keeping with the mission statement and subject to the approval of the membership.
- b. Initiate projects to fulfill the mission of the Association.
- c. Initiate and direct fundraising activities for the Association.
- d. Set the agenda for meetings of the membership.
- e. Prepare an annual budget for submission to and approval by the membership of the Association.
- f. Advise the Officers in the execution of their duties.
- g. Account to the membership for decisions made on their behalf.

Section 4. Meetings. The Board of Directors meets quarterly or more frequently, at a time and location determined by the President and Secretary, and communicated to the Board at least one week in advance of the meeting. Special Meetings may be called by a majority of the board members. Meetings are open to members of the Association, although only directors may vote, and members of the Association may only speak if recognized by the Chair. The President chairs the meetings of the Board of Directors. In the absence of the President, the Chair devolves upon the succeeding officer, in the following order: Vice-President; Secretary; Treasurer. Four directors, including at least two Officers, constitutes a quorum for transaction of business. Decisions are made by a majority of Directors present and voting.

Article VII. Committees

Section 1. Constitution of Committees. The Board of Directors may constitute such committees as are necessary to achieve goals and fulfill the mission of the Association. These may include standing committees, to serve ongoing or long-term needs of the Association, or *ad hoc* committees or task forces to achieve shorter-range goals.

Section 2. Committees Chairs. Chairs of standing committees must be members of the Association. The President appoints standing committee chairs, subject to the approval of the Board of Directors, for a term specified at the time of appointment, but not to exceed two years. Committee chairs may serve consecutive terms, subject to the approval of the membership at the annual election of officers. Chairs of standing committees serve on the Board of Directors.

Chairs of *ad hoc* committees or task forces may be persons other than members of the Association. The President appoints *ad hoc* committee chairs, subject to the approval of the Board of Directors, for a term of one year or the length of the task or project, whichever is shorter. Chairs of *ad hoc* committees may be reappointed for consecutive terms if warranted by the project or task, subject to the approval of the Board of Directors.

Committee chairs have the following responsibilities:

- a. Initiate and plan projects in keeping with the mission of the Association and consistent with their charge from the Board of Directors.
- b. Recruit committee members and volunteers to assist with committee tasks.

- c. Keep minutes of meetings, bring copies to meetings of the Board of Directors, and ensure that copies are filed with the Secretary of the Association.
- d. Report regularly to the Board of Directors and to the membership the activities and expenditures of the committee.

Article VIII. Amendments

Except as otherwise provided herein, these Bylaws may be amended or repealed, and new Bylaws may be adopted, by affirmation vote of the majority of the members voting at any regular or special meeting of the Association.

Article IX. Dissolution

In the event of dissolution of the Association, the residual assets of the Association will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to federal, state, or local government for exclusive public purpose. This section of the Bylaws may not be amended or repealed.

I, Barry Scarbrough, the duly elected, qualified and acting President of THE GREATER GLENWOOD NEIGHBORHOOD ASSOCIATION, do hereby certify that the foregoing are the Bylaws of THE GREATER GLENWOOD NEIGHBORHOOD ASSOCIATION.

IN WITNESS WHEREOF, I have hereunto set my hand on the 3rd day of April, 2008.



President

I, Rebekah Kates, the duly elected, qualified and acting Secretary of THE GREATER GLENWOOD NEIGHBORHOOD ASSOCIATION, do hereby certify that the foregoing are the Bylaws of THE GREATER GLENWOOD NEIGHBORHOOD ASSOCIATION.

IN WITNESS WHEREOF, I have hereunto set my hand on the 3rd day of April, 2008.



Secretary