

Burton Street Community Association
BYLAWS

ARTICLE 1: NAME

The name of this organization shall be Burton Street Community Association ("Association"). The corporation is a North Carolina nonprofit tax-exempt corporation.

ARTICLE 2: MISSION

Burton Street Community Association's mission is to improve the neighborhood through democratic citizen participation and involvement in activities which affect our everyday lives.

ARTICLE 3: MEMBERSHIP

Section 1. Classes and Qualifications.

The Board of Directors shall determine and set forth in separate documents the qualifications, dues, terms, and other conditions of each class of member. There shall be the following classes of members:

- (a) **Individuals:** Individual members shall consist of those individuals who have paid their Association dues, who have interest in and connections with the Burton Street neighborhood, who support the Association's mission and the neighborhood vision, and who meet any additional requirements for individual membership as may be imposed by the Board of Directors from time to time.
- (b) **Honorary Members:** The Board of Directors may designate individuals who do not qualify under the foregoing category as honorary members, using such criteria as the Board may develop.

Section 2. Voting Rights.

Only individual members in good standing shall have the right to vote at the Annual Meeting on those items specified in Article 7, Section 2., as well as to vote on such other issues as the Board may choose to bring before the members.

Section 3. Quorum and Voting.

Each voting member in good standing shall have one vote at any meeting of the members. A quorum must be present before any business can be transacted. Forty percent (40%) of the total voting members must be present to order to establish quorum. A majority of the votes cast at a meeting at which a quorum is present shall constitute the action of the members.

Once a quorum at a meeting has been established, the continued presence of a quorum is presumed to exist only until the President or any other member notices that a quorum is no longer present. If the President notices the absence of a quorum, he or she should declare this

fact, at least before taking any vote or stating the question on any new motion. Any member noticing the apparent absence of a quorum can and should make a *Point of Order* to that effect whenever another person is not speaking.

Section 4. Removal.

Any member may be removed from membership by a two-thirds vote of the Board of Directors only for cause, which is defined as a failure to pay dues, behavior unsupportive of the Association's mission, or gross lack of attendance and/or participation.

ARTICLE 4: BOARD OF DIRECTORS

Section 1. Board of Directors and Members.

All corporate powers shall be exercised by or under the authority of, and the affairs of the Association managed, by the Board of Directors which shall be comprised of not less than four (4) nor more than nine (9) Directors who shall be nominated by the Board Development Committee and elected by the members at the Annual Meeting.

Section 2. Term of Office.

The term of office for a Director shall be three calendar years and shall expire at the annual meeting for the term of office to which they have been elected or when their successors have been elected and qualified as set forth, whichever shall be later. The first Board elected following adoption of the bylaws will include members with one, two, and three-year terms to begin staggered terms. Subsequent slates will be for terms of three (3) years (unless fulfilling an unexpired term). Thereafter, if nominated by the Board Development Committee, this member may be considered to serve one additional three-year term of office. No Director shall serve for no more than three (3) terms. Under no circumstances shall a Director serve for more than nine (9) years.

Section 3. Duties.

Duties. As required by law and practice, every Director shall discharge his/her duties as a Director in good faith, with the care that an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the Director reasonably believes to be in the best interest of the Association. Directors shall abide by applicable federal and state law and the Board and Association's policies.

Duties of Attendance and Financial Contribution. Each Director shall attend all regularly scheduled or special Board and committee and Task Force meetings. Every Director shall make a personal financial contribution annually to support the work of the Association.

Excused absences. If a Board, committee, or Task Force member's absence is due to health, death/bereavement, or other significant personal event, the Board of Directors or Committee may excuse his/her absence on that basis by a majority vote of the Board of Directors, committee, or Task Force only during the meeting at which the absence occurred. An absence excused under these circumstances shall be recorded contemporaneously in the minutes of the meeting for which an absence has been excused.

Section 4. Conflict of Interest.

"Conflict of interest," as referred to herein, shall include but shall not be limited to, any transaction by or with the Association in which a Director has a direct or indirect personal interest, or any transaction in which a Director is unable to exercise impartial judgment or otherwise act in the best interests of the Association.

In the event any Director has a conflict of interest that might properly limit such Director's fair and impartial participation in Board deliberations or decisions, such Director shall inform the Board as to the circumstances of such conflict. If those circumstances require the nonparticipation of the affected Director, the Board may nonetheless request from the Director any appropriate nonconfidential information which might inform its decisions.

No Director shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family, or any organization to which such Director has allegiance, has a personal interest that may be seen as competing with the interest of the Association. Any Director who believes he or she may have such a conflict of interest shall so notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any Director has a conflict of interest in any matter. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested Director.

Applicable law. These provisions supplement any other applicable state or federal law or regulation which may apply to conflicts of interest.

Section 5. Vacancies.

In case of any vacancy in the Board of Directors through death, resignation, disqualification or other cause, the remaining Directors upon recommendation by the Board Development Committee may elect a successor to hold office for the remainder of the unexpired portion of the departing member's term.

Section 6. Compensation.

No member of the Board of Directors shall be compensated for service as Director of this Association except for reimbursement of actual expenses incurred while in the performance of their duties as a member of the Board.

Section 7. Removal.

A Director may be removed with cause at a regular or special meeting by a vote of the majority of the Board of Directors only if written notice has been given not less than ten (10) days before the meeting.

Section 8. Attendance and Resignation By Absence.

Attendance and participation at all regularly scheduled or special meetings of the Board or Board committee(s) is a primary responsibility for a Director. Annual attendance at Board meetings shall be tracked beginning with the start of a given fiscal year and ending at the conclusion of the fiscal year to coincide with the beginning and ending of the term of office for

Board members. Any Director who misses three (3) consecutive regularly scheduled meetings during a fiscal year or who cumulatively misses forty (40%) per cent or more of the regularly scheduled or special meetings during their three (3) terms of office shall be deemed to have resigned immediately and automatically from the Board of Directors. Excused absences are exempt. A Board member's

resignation by absence shall not require any further action by the Board of Directors or the Director to implement said resignation. The Secretary shall announce at the meeting the resignation by absence of a member, shall record in the meeting minutes the fact of a Director's resignation by absence, and shall send a copy of the minutes to the affected Director.

ARTICLE 5: BOARD OFFICERS

Section 1. Board Officers.

The Board officers of this organization shall consist of a President, Vice President, Secretary, and Treasurer. Officers shall be members of the Board of Directors, be nominated by the Board Development Committee, and elected by the members at the Annual Meeting.

Section 2. Terms.

The term of office for each officer shall be two (2) years from the date of their election. An officer is eligible for reelection for one additional term in a specific office.

Section 3. Duties.

President. The President shall preside at all meetings of the Board of Directors. The President shall insure that the business of the Board is conducted in compliance with federal and state laws, the Articles of Incorporation and the Bylaws of the Association, and the Board's policies. The President shall perform such other duties as may be assigned by a majority vote of the Board of Directors.

Vice President. The Vice President shall preside at all meetings at which the President is not in attendance and shall succeed the President in the event that the President is unable to complete their term of office or to perform other duties until the Board Development Committee can propose a successor for consideration by the Board. The Vice President shall perform such other duties as may be assigned by a majority vote of the Board of Directors.

Secretary. The Secretary shall insure the Board's compliance with responsibilities imposed upon it by law and these Bylaws, including, but not limited to, recording minutes of all regular and special meetings, documenting Board policies, recording the Directors' attendance at Board meetings and/or participation by electronic communications, and maintaining and assuring the accuracy of all organizational documents. The Secretary shall include in the minutes of each meeting the members who were physically present, who participated by electronic communications, and who were absent. The Secretary shall be responsible for securing and maintaining the annual conflict of interest disclosure statements and shall report the same at the Annual Meeting. The Secretary shall perform such other duties as may be assigned by a majority vote of the Board of Directors.

Treasurer. The Treasurer shall have and maintain supervision over the organization's funds, receipts and disbursements, shall maintain full and accurate records thereof in the offices of the organization, and shall provide financial reports to the Board of Directors and such other organizations on a routine basis and as may be required. The Treasurer shall perform such other duties as may be assigned by a majority vote of the Board of Directors.

In the event of death, resignation, disqualification or temporary absence or disability of any officer of the Association, the officer's duties and powers may be delegated by the Board of Directors to any other officer of the Association or to any Director of the Association for a specified period of time.

ARTICLE 6: BOARD COMMITTEES AND TASK FORCES

Section 1. Standing Committees and Task Forces.

While serving on the Board of Directors, Board members shall serve on one or more Standing Committees and/or Task Forces which are accountable to the Board of Directors. Standing Committees and Task Forces shall inform, advise, and make recommendations on matters affecting the Association to the Board of Directors as are necessary to improve and fulfill the Association's mission and to ensure compliance with applicable law. They work primarily between Board meetings either in person or electronically.

Standing Committees. Standing Committees are defined in the Association's Bylaws as set forth below; shall have permanent status unless removed from the Bylaws; and shall have the broad duties and responsibilities as outlined in the Bylaws.

Task Forces. Task Forces are temporary working groups which are not defined in the Bylaws; shall have a specific task(s) and/or a limited life span not to exceed a year unless reappointed for a second year; and shall perform the duties and responsibilities as defined in the written charter provided to them at their formation by the President and Board of Directors. No Task Force shall operate for more than two (2) years except in extraordinary circumstances.

Membership. A Standing Committee and Task Force shall be appointed by the Board, serve at the pleasure of the Board, and shall be chaired by a member of the Board of Directors. A Standing Committee or Task Force shall consist of a majority of Board members and not less than three (3) members. Non-Board members may be eligible for appointment to these groups. All individuals serving on a Board committee or Task Force shall be subject to the Board's conflict of interest and disclosure policies. Upon demonstration of satisfactory performance, non-Board members may be eligible for reappointment as appropriate.

Policies and procedures. Standing Committees and Task Forces may adopt policies and procedures to facilitate their duties which shall be submitted for review, coordination of effort, and approval by the Board of Directors. Reports and recommendations to the Board shall be in writing and issued sufficiently in advance of Board meetings and/or action to allow for meaningful review by the Board.

Term of office and review. The term of service for each Standing Committee or Task Force member shall expire at the end of the calendar year or upon completion of the work required by a Task Force matter, whichever occurs first. Committees and Task Forces shall be reviewed annually or as needed by the President and the Board Development Committee and, as appropriate, renewed by a vote of the Board at its Annual Meeting.

Section 2. Board Development Committee.

The Board Development Committee shall be a Standing Committee of the Board and shall consist of not less than three (3) individuals. The Board of Directors may appoint non-Board member(s) by majority vote. The term of office shall be one year. The Board Development Committee shall recruit, orient, and assess the officers and members of the Board of Directors and shall submit a slate of nominations to the Board. As part of its duties the Board Development Committee shall lead an assessment of the Board by the Board. The Board will evaluate its performance, processes, and ability to develop, sustain, and improve achievement of the mission. The Board Development Committee may also be called upon by the President or the Board of Directors to organize educational sessions for the Board and to make nominations for awards or special recognition.

Section 3. Finance Committee.

The Finance Committee shall be a Standing Committee of the Board and shall consist of not less than three (3) nor more than five (5) elected Directors and/or non-Board members. The term of office shall be one (1) year. The committee shall have oversight responsibility to assure the fiscal and operational integrity of the Association, including to supervise and direct fundraising activities, and to prepare the monthly financial reports and annual budget for the Association. The Chair the committee shall be the Treasurer. No Board member shall serve on the Audit and Finance Committees simultaneously.

Section 4. Audit Committee.

An Audit Committee may be formed consisting of not less than three (3) nor more than five elected Directors and/or non-Board members. At least one member of this committee shall have expertise in financial and accounting matters affecting the Association. The Committee shall contract for and receive an independent audit or review of the Association's financial transactions and status each year, as appropriate, and shall report the audit findings and recommendations in writing to the entire Board at a Board meeting and/or at the Annual Meeting. No Board member shall serve on the Audit and Finance Committees simultaneously.

Section 5. Other Committees.

The Board of Directors may create other committees or Task Forces as needed. The Board shall prescribe the duties and duration of such committees and Task Forces in writing at the time of their formation.

ARTICLE 7: MEETINGS

Section 1. Regular and Special Meetings.

Regular meetings of the Board of Directors shall be held not less than quarterly and at a time and place to be determined by the Board of Directors. All meetings will be documented with appropriate meeting minutes.

Special meetings may be called by the President or by two or more members of the Board of Directors at any time. Special meetings shall be held at a date and time as indicated in the notice of the meeting and shall be held at the site of regular meetings. (See Section 3 for notice requirements.)

An executive session may be held at each regular or special Board meeting during which only Board members or others whom the Board may invite shall be permitted to attend and participate.

Section 2. Annual Meeting.

The Annual Meeting shall be held between April 1 and May 30 of each calendar year and shall be attended in person by the Board.

At the Annual Meeting the members shall:

- Elect and welcome the new class of Board members and officers;
- Approve any amendments to the Bylaws that may be proposed by the Board;
- Approve calendar of meetings;
- Approve the annual budget proposed by the Board of Directors; and,
- Transact such other business as deemed necessary and appropriate.

Voting on all other matters is expressly reserved for the Board of Directors.

An annual report of accomplishments and activities of the Association will be available and distributed to entities and persons the Board of Directors deems appropriate.

Section 3. Notice of Meetings.

The date and times for regular meetings shall be established by the Board of Directors at the Annual Meeting for the calendar year with written notice given to the Board of Directors at that meeting. A meeting date may be changed subsequently to accommodate the organization's needs as may be determined necessary from time to time upon a majority vote by the Board.

Notice of a regular meeting, which shall include the Board packet of information, shall be given not less than seven (7) days by mail or by telephone, fax, e-mail, or other electronic communication medium as the Board may determine appropriate before said meeting unless such notice is waived by a majority of the Board at the meeting. Notice of a meeting to remove a Director for good cause shall be given not less than ten (10) days prior to said meeting date and said notice shall not be waived by the Board of Directors. Notice of the meeting shall include the date, time, place, and agenda for said meeting.

Notice of a special meeting shall be given not less than ten (10) days by mail or by telephone, fax, email, or other electronic communication medium as the Board may determine appropriate. Notice of a special meeting to remove a Director for good cause shall be given not less than ten (10) days prior to said meeting date and said notice shall not be waived by the Board of Directors. Notice of the meeting shall include the purpose of the meeting, who called the meeting, as well as the date, time, and place for said meeting.

Notice of the Annual Meeting shall be given not less than ten (10) days by mail or by telephone, fax, email, or other electronic communication medium as the Board may determine appropriate. Notice of the meeting shall include the purpose of the meeting, who called the meeting, as well as the date, time, place, and agenda for said meeting.

Attendance by a Director at any meeting shall constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to transaction of any business because the meeting is not lawfully called.

Section 4. Quorum.

A quorum must be present before any business can be transacted. Forty percent (40%) of the total members must be present in order to establish a quorum. A majority of the votes cast at a meeting at which a quorum is present shall constitute the action of the members.

Once a quorum at a meeting has been established, the continued presence of a quorum is presumed to exist only until the President or any other member notices that a quorum is no longer present. If the President notices the absence of a quorum, he or she should declare this fact, at least before taking any vote or stating the question on any new motion. Any member noticing the apparent absence of a quorum can and should make a *Point of Order* to that effect whenever another person is not speaking.

Section 5. Voting.

Each Director shall be entitled to one vote on each matter submitted to a vote at a meeting of the Board. Voting on all matters shall be by voice vote, by show of hands, or by ballot. Silence or failure to vote by a Director shall be counted as an affirmative vote on the matter before the Board. The Secretary shall record the votes on all matters in the meeting minutes. *Robert's Rules of Order* shall govern the conduct at meetings.

Section 6. Ratification of Action.

Any action taken and assented to in writing by all of the Board of Directors shall be valid and effective as if passed by the Board at any regular meeting or special meeting called for that purpose, except as to the removal of a Director for good cause, which action must occur at a scheduled meeting.

ARTICLE 8: AMENDMENTS

These Bylaws may be amended by an affirmative vote of two-thirds (2/3) of the members at the Annual Meeting or a meeting called for the purpose of modifying said Bylaws. Notice with copies of the proposed Bylaw changes shall be mailed to the members not less than ten (10) days in advance of any meeting to modify them.

ARTICLE 9: CONTRACTS, CHECKS AND FUNDS

Section 1. Contracts.

The Board of Directors may authorize the President, other Director, agent, or any combination thereof to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general in nature or restricted to specific matters or instances.

Section 2. Checks, Drafts, or Other Orders.

Checks, drafts, and other orders issued in the name of the organization shall be signed by two of the following three persons: the President, the Treasurer, or other Board designated person. As needed from time to time, the Board shall determine by resolution who is authorized to sign such instruments for the Association. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer.

Section 3. Gifts.

The Board of Directors may accept on behalf of the organization any contribution, gift, or bequest for the organization. The Board of Directors may authorize any Director, officer, agent, or combination thereof to negotiate with any donor as to the terms of any gift, contribution, or grant.

ARTICLE 10: FISCAL YEAR

The fiscal year for the organization shall run from January 1 through December 31.

ARTICLE 11: INDEMNIFICATION

The Association shall not indemnify a Director, officer, employee, or other party if either of the following conditions are present: (1) in connection with a proceeding by or in the right of the Association in which the Director, officer, employee, or other party was adjudged liable to the Association or (2) in connection with any other proceeding charging improper benefits to the Director, officer, employee, or other party whether or not involving action in his/her official capacity, in which the Director, officer, employee, or other party was adjudged liable on the basis that personal benefit was improperly received by the Director.

The Board shall at all times maintain appropriate Board and liability insurance policies commensurate with the appropriate level of risk and liability to the Board and the Association.

ARTICLE 12: PROHIBITED ACTIVITIES

No part of the net earnings of the Association shall inure to the benefit of or be distributable to its Directors, officers, employees, disqualified person(s), or other private persons or entities. However, the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes set forth in the Articles of Incorporation and these Bylaws.

No substantial part of the activities of the Association shall be for the purposes of propaganda or otherwise attempting to influence legislation, except as may be permitted by law.

The Association shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office or political party, except as may be permitted by law.

Notwithstanding any other provisions of these Articles of Incorporation or Bylaws, the Association shall not carry on any other activities not permitted to be carried on (a) by an Association exempt from federal income tax under Section 501(c) of the Internal Revenue Code or (b) by an Association for which contributions are deductible under Section 170 (c)(2) of the Code or its successor provisions.

ARTICLE 13: NON-DISCRIMINATION POLICY

Burton Street Community Association does not discriminate in its policies, administrative practices, programs, or in access to or treatment in any other activity or program on the basis of religion, race, color, sex, ancestry, sexual orientation, disability, national origin, or any other protected category in accordance with applicable Federal, State and local laws.

ARTICLE 14: DISCLOSURE POLICY

As a tax-exempt organization, the Association is required to produce certain documents upon request by any party pursuant to federal and/or state law. In seeking to comply with these provisions, the Association acknowledges and recognizes the values of trust, accountability, and transparency to its stakeholders and the public. Therefore, the Association shall prominently display on its website and disclose as downloadable PDF files the following documents:

1. Articles of Incorporation;
2. Bylaws;
3. IRS 990 tax forms; and
4. Other documents as the Board of Directors shall determine appropriate.

ARTICLE 15: CORPORATE SEAL

The Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Association, the state of incorporation, year of incorporation, and the words, "Corporate Seal".

ARTICLE 16: DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the Association and after making provision for the payment of all of the liabilities of the Association, the Board of Directors shall dispose of any remaining assets of the Association by giving them to an organization or organizations organized and operated exclusively for exempt purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code.

Alternatively, the Board of Directors may give the remaining assets to federal, state, or local governments to be used exclusively for public purposes. In the event the Board of Directors is unable to dispose of the remaining assets in accordance with the foregoing provision, then a petition shall be filed before the Superior Court of Buncombe County. After determining jurisdiction, the Superior Court shall determine what exempt organizations or federal, state, or local governments shall receive the Association's remaining assets.

Adopted this day _____, 20__.

President

Date

Secretary

Date