

BYLAWS OF THE GROVE PARK NEIGHBORHOOD ASSOCIATION, INC.

Article I. Name

The name of the Association shall be the "Grove Park Neighborhood Association, Inc." (hereinafter referred to as "GPNA" or "Association").

Article II. Boundaries

The Grove Park neighborhood (hereinafter referred to as "GP" or "neighborhood"), is a Charlotte, NC neighborhood. A map of the official Grove Park neighborhood boundaries is attached to and made a part of these bylaws.

Article III. Purpose

The purpose of the Association shall be:

- 3.1 To promote the common interests of, and good will among, the residents of GP;
- 3.2 To promote and foster participation in the neighborhood by providing a forum for discussion of neighborhood concerns and opportunities;
- 3.3 To help keep the residents of GP informed of issues and opportunities in our community;
- 3.4 To enhance and strengthen the neighborhood through neighborhood social activities, workshops, and other programs and projects which serve the needs and interests of members and residents;
- 3.5 To represent, promote, support and be a voice for GP where our common interests intersect with the larger community of Charlotte; and
- 3.6 To be a liaison and work with governmental bodies, institutions, schools, libraries, businesses, individuals and the general public on common issues.

Article IV. Membership

- 4.1 Membership. Membership in GPNA shall be automatically conferred upon all individuals at least 18 years of age or older who live or own property in the GP neighborhood of Charlotte, NC.
- 4.2 Dues. The payment of annual dues is strongly encouraged, but strictly voluntary, and the payment thereof will convey no special rights or privileges.

Article V. Membership Meetings and Voting

- 5.1 Meetings. Meetings of the members shall be held at least three times annually at a time and place as designated by the Board of Directors in the notice of the meeting.
- 5.2 Meeting Notices. Written, printed or electronically distributed notices of any membership meeting shall set forth the time and location of the meeting and be distributed to members. Signs promoting the time and location of meetings shall be posted at each neighborhood entrance at least one week in advance of each meeting.
- 5.3 Meeting Chair. The President, Vice President or other Board member designated by the President will chair the meetings.
- 5.4 Voting. Business may be transacted by any GPNA member present at the meeting and voting. A majority vote of those members present shall carry any motion. Voting may be done through a show of hands or by voice. No vote by proxy will be allowed. Each member shall be entitled to one vote per item of business. Board members may vote on any item of business.

Article VI. Board of Directors and Officers

- 6.1 Association Business. The activities and affairs of the Association shall be managed, directed and controlled, and its powers exercised by, and vested in, the Board of Directors.
- 6.2 Minimum Number. The Board of Directors ("Board") will consist of a minimum of five (5) GPNA members including four Officers and a Social Chair.
- 6.3 At Large Directors. An additional two (2) At-Large director positions may also be elected to the Board.
- 6.4 Officers. The four (4) Officer positions shall consist of a President, Vice-President, Secretary and Treasurer.
- 6.5 Compensation. All Directors and Officers shall serve without compensation. However, nothing herein shall exclude the reimbursement of approved expenses incurred by the Board.
- 6.6 Board Diversity. Efforts shall be made to ensure diversity among the Board. Multiple Board members from one household shall be discouraged.
- 6.7 Ex-Officio. The Board may appoint ex-officio members to the Board with a majority vote; said ex-officio member shall have no voting authority.
- 6.8 Election and Term. The Board will be elected for two-year terms starting July 1 by a majority vote of those GP residents present at the Spring GPNA member meeting.
- 6.9 Nomination. Any GPNA member may be considered for a Board position. Interested GP residents should notify the current Board at least 30-days prior to the Spring GPNA member meeting. A nominating committee consisting of Board members may be appointed by the Board as deemed necessary.
- 6.10 Regular Meetings. The Board will meet regularly to carry out the Purposes of the GPNA at such time and place as the Board may establish. The Board will present topics to be voted on at GPNA member meetings, as needs and opportunities arise.
- 6.11 Special Meetings. Special meetings of the Board may be called by the Board. Each member of the Board must be notified at least one week in advance of the meeting. Such meetings shall be held at the time and place designated by the Board members calling the special meeting and at such time as is most likely to allow all Board members to attend.
- 6.12 Attendance. Board members shall attend a minimum of three-quarters of regular board meetings each year. A Board member who attends less than three-quarters of regular board meetings shall be deemed to have resigned from their position. The Board member at issue may request exception and, at the discretion of the Board by a majority vote, may be allowed to retain the position.
- 6.13 Quorum. A majority of the Board shall constitute a quorum for doing business. If a quorum is present, action may be taken at any meeting of the Board by a majority vote of Board members present. Each member of the Board shall be entitled to one vote. Voting by email is prohibited.
- 6.14 Recusal. A Board member shall not participate in any vote before the Board regarding an item in which they have any direct fiduciary or business interest, beyond that of the general welfare of the neighborhood, and shall inform the Board of the need for recusal immediately upon recognizing the conflict of interest. The Board may also require a Board member to recuse themselves on an issue based on evidence of a conflict by a majority vote. The recusal shall be limited to the issues wherein the Board member has a conflict of interest.
- 6.15 Resignation. Any Board member may resign from the Board at any time by giving written notice to the President or Vice-President, and the acceptance of such resignation shall not be necessary to make it effective.
- 6.16 Removal. Board members may be removed from the office for cause by a majority vote of the Board of Directors at a regularly scheduled or specially called Board meeting at which a quorum of Board members shall be present. The officer or director at issue shall be given at least ten (10) days written notice of such meeting and the specific facts to be presented. In any meeting at which a vote for removal is to be taken, the officer or director at issue shall have a full and adequate opportunity to present arguments, facts, and

other information to support his/her position, and if not present, shall be informed in writing of the Board's actions.

- 6.17 Vacancy. If a Board vacancy occurs, a replacement board member will be elected at the next GPNA membership meeting by a majority vote of those GP residents present at that meeting. Optionally, vacancies for all offices except President may be filled by a majority vote of the remaining Board members as soon as the vacancy occurs for the remaining term of that position and until the next annual Spring GPNA election meeting, so long as the remaining term is less than nine (9) months.
- 6.18 Other Attendees. Other GPNA members, individuals, or organizations, may be invited to attend Board and GPNA membership meetings, and to participate therein at the discretion of the Board. No additional voting powers shall exist for these entities outside of those set forth in these bylaws.
- 6.19 President. The President will:
 - 6.19.1 Preside at all meetings of GPNA membership and the Board;
 - 6.19.2 Represent the GPNA and its Board in liaison with other GP and community organizations as directed and approved by the Board; and
 - 6.19.3 Perform such duties as directed by the Board of Directors.
- 6.20 Vice President. The Vice-President will:
 - 6.20.1 Lead GPNA and Board meetings in the absence of the President;
 - 6.20.2 Receive and review bank statements before passing them on to the Treasurer; and
 - 6.20.3 Perform all duties as may be assigned by Board of Directors.
- 6.21 Secretary. The Secretary will:
 - 6.21.1 Keep or cause to be kept a record of all meetings of the Board and GPNA membership meetings;
 - 6.21.2 Assist in such correspondence as may be required by the President and the Board of Directors;
 - 6.21.3 Keep a record of attendance at Board meetings; and
 - 6.21.4 Communicate with GPNA members and others at the direction of the Board.
- 6.22 Treasurer. The Treasurer will:
 - 6.22.1 Keep or cause to be kept accounts as may be necessary to show receipts, expenditures, and financial condition of the Association at all times;
 - 6.22.2 Receive and deposit all funds received including but not limited to membership dues and other contributions and sources of funds;
 - 6.22.3 Maintain a list of all dues paying members to include name, address, amount and date of payment;
 - 6.22.4 Write and sign checks as directed by the Board;
 - 6.22.5 File all required documents required for 501(c)(3) organizations and North Carolina corporations by deadlines required by the IRS or other governing bodies; and
 - 6.22.6 Report on the financial status of Association at each GPNA membership and Board meeting, and present a written report with details of same.
- 6.23 Social Chair. The Social Chair will:
 - 6.23.1 Lead in the organization, coordination and implementation of social events at the direction of the Board.
- 6.24 At-Large Members. At-Large members will:
 - 6.24.1 Serve in such capacity and role as directed by the Board.
- 6.25 Disclosure. In an effort to maintain good Board relations and transparency, Board members shall fully disclose to and receive approval from the Board before representing or acting on behalf of the neighborhood or Board in any community capacity.

Article VII. Financials

- 7.1 Income. All donations or income of any kind to and of the Association shall at all times be and remain secured or made use of and expended in the support and for the benefit of the Association and neighborhood.
- 7.2 Signatory Powers. The President and Treasurer will be signatories on the GPNA bank account. The Treasurer will write and sign all checks. In the absence of the Treasurer, and with the permission of the Board, the President may write and sign checks.
- 7.3 Expenses.
 - 7.3.1 All expenditures greater than \$100 must first be approved by the Board by a majority vote.
 - 7.3.2 All expenditures greater than \$1,000 must first be presented by the Board at a GPNA membership meeting and approved by a majority vote of those GP residents in attendance at said meeting.
 - 7.3.3 Approved Expenses. No one is permitted to incur any expenses with the presumptive right to reimbursement from GPNA funds without prior written approval of the Board.

Article VIII. General Provisions

- 8.1 Authority to Act. The Board may authorize any officer or officers to enter into any contract or agreement of any kind on behalf of the Association, by a majority vote.
- 8.2 Governance. Notwithstanding any of the above, the business of the Association shall be conducted in accordance with the laws governing organizations exempt from federal taxes under Section 501(c)3 of the Internal revenue Code or the corresponding provision of any future United States Internal Revenue law, and the North Carolina Non-Profit Association Act.
- 8.3 Dissolution. In the event of dissolution of the Association, the residual assets of the Association, after paying all debts in full from the Association funds, will revert to GPNA, an unincorporated organization, or to a tax-exempt, community-oriented organization chosen by GP residents at a GPNA member meeting and approved by majority vote at said meeting.
- 8.4 Indemnification. Any person who at any time serves or has served as a trustee, officer, employee or agent of the Association or in such capacity at the request of the Association for any other corporation, partnership, joint venture, trust or other enterprise, shall have the right to be indemnified by the Association to the fullest extent permitted by law against:
 - (a) Reasonable expenses, including attorney's fees, actually incurred and necessarily incurred in connection with any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, relating to said individual's work or actions on behalf of the Association;
 - (b) Reasonable payments made by in satisfaction of any judgment, money decreed, fined, penalty or settlement for which said individual may become liable in such action, suit or proceeding.The Board of Directors of the Association shall take all such action as may be necessary and appropriate to authorize the Association to pay the indemnification required by this Bylaw, including without limitation, to the extent needed, making good faith evaluation of the manner in which the claimant or indemnity acted and of the reasonable amount of indemnity due him. Any person who at any time after the adoption of this Bylaw serves or has served in any of the aforesaid capacities for or on behalf of the Association shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive from any other rights to which such person may be entitled apart from the provision of this Bylaw.

Article IX. Adoption of and Amendment to Bylaws

9.1 Procedure. These bylaws, as well as all future amendments or additions thereto, may be adopted as follows:

- 9.1.1 These bylaws, and any proposed amendments to these bylaws, shall be presented to and approved by the Board of Directors. A majority of the Board of Directors is required to place proposed bylaws, amended or otherwise, before a GPNA membership meeting.
- 9.1.2 Copies of proposed bylaws will be distributed or otherwise made electronically available with notice going to all members prior to the next GPNA member meeting, along with notice of the meeting time and place.
- 9.1.3 Upon a majority vote of approval by those GP residents present at the aforementioned GPNA membership meeting, these bylaws as well as any future amended bylaws will immediately go into effect, and will replace in their entirety any and all previous bylaws.

Bylaws and meeting notice distributed to GPNA members on: _____ (date)

Bylaws presented at GPNA member meeting on: _____ (date)

Bylaws approved at GPNA meeting on: _____ (date)

Grove Park Neighborhood Boundaries

