

WINDSOR PARK NEIGHBORS, INC.

BYLAWS

1. **Name** – The name of the organization is “Windsor Park Neighbors, Inc”. In these Bylaws, Windsor Park Neighbors may be referred to as “the Association”.
2. **Boundaries** – Windsor Park Neighbors shall consist of residents living within the area bounded by Central Avenue from North Sharon Amity Rd. to Kilborne Drive to Eastway and from the intersection of Eastway and Shamrock to North Sharon Amity and then from North Sharon Amity to Central Avenue. Additional area may be added or subtracted by resolution of the membership of the Association, and approval by the Association’s Board of Directors.
3. **Newsletter and Website** – The Association may establish, operate, publish and distribute a website and newsletter, as determined by the Board of Directors.
4. **No Encumbrance** – No member shall endure any encumbrance or lien on any real or personal property as a result of membership in the Association. Debts of the Association are not debts of any member due to their membership, nor are any contracts entered into by the Association personally binding on any member.
5. **Purpose** – The purpose of the Association is to enhance and improve the quality of life of the residents in the neighborhood, and to foster a spirit of friendliness and cooperation among neighbors. To accomplish this purpose the Association shall:
 - A. Work with and communicate with governmental bodies and agencies, including but not limited to the Charlotte Mecklenburg Police department, the Mecklenburg County Sheriff’s Department, the City of Charlotte and its agencies, Mecklenburg County and its agencies, Charlotte Mecklenburg Schools and others.
 - B. Maintain membership in non-profits dedicated to improvement of Charlotte’s East Side, as determined by the Board of Directors.
 - C. Identify any person in the neighborhood who due to disability or illness is in need of assistance, and attempt to identify assistance when possible. Nothing in this provision creates an obligation on behalf of the Association to provide financial or other assistance.
 - D. Conduct periodic meetings of members at a location in, or near, the neighborhood.
6. **Association Status** – The Association shall operate as 1120H under the IRS Code.
7. **No Power to Fine** – The Association shall have no power to levy or impose fines or penalties. However, the Association may make referrals or complaints to governmental agencies for code violations.

8. Membership –

- A.** Membership in the Association is voluntary, and is open to any person residing within the boundaries of the neighborhood, as described in #2, above. Proof of residence may be required.
- B.** No dues or assessments may be collected from members, although voluntary contributions may be solicited and accepted. Funds received as contributions will be used for the purposes of the Association, as determined by the Board of Directors.
- C.** Each adult member (eighteen years of age or older) shall have one vote for each officer in each election, and in any matter brought to the membership for a vote, provided that that member has attended the last three meetings, including the meeting at which the vote is taking place.
- D.** The membership role will be kept confidential.
- E.** Members have the right to request that issues be discussed by the Board of Directors, that they be put on the agenda for the next meeting, subject to the approval of the President.

9. Meetings –

- A.** Meetings of the membership shall be held monthly at a place and time established by the Board of Directors, and announced at the previous meeting. The meeting date, time and place may also be announced on the website and in the newsletter. Meetings may be suspended in the summer months in the discretion of the Board of Directors.
- B.** The officer presiding at the meeting shall have authority and responsibility to set and keep the agenda, recognize speakers and keep order.
- C.** No person attending a meeting shall be allowed to photograph or record anyone at the meeting without prior approval of the person(s) being photographed or recorded and the officer presiding at the meeting. Anyone violating this prohibition may be asked to leave the meeting. Photography or recordation of persons coming to or leaving the meeting is also prohibited and violation thereof may result in revocation of membership. (Amended 8/9/16)

10. Elections –

- A.** Elections for officers of the Association shall be in November of each year in which an election is held. The officers' terms shall begin in January in the year following the election. Election shall be by secret ballot, unless a candidate is unopposed, in which case it may be by voice vote.
- B.** The Board of Directors shall appoint a Nominating Committee of three to five members which shall recommend officers for the upcoming election. The Nominating Committee shall report its recommendation to the membership at the October meeting. Nominations may be made

from that floor at that meeting. In order to be nominated for office, the nominee must be a member of the Association. The nominee must be a homeowner residing in Windsor Park. The nominee must have attended five (5) general meetings during the past year including the October meeting when nominees are accepted. (Amended 4/10/18)

- C. Before any vote for offices, or any other subject, a member may ask to be heard.
- D. The vote for officers shall be by secret ballot, unless the candidate is unopposed, in which case a show of hands may be used. If the vote is by secret ballot, votes will be counted by those members of the nominating committee who are present at the meeting, and if none are present, by two members who are at the meeting who are not candidates. The results shall be announced at the meeting in which the election took place.

11. Officers –

- A. The Officers of the Association shall be the President, Vice President, Secretary and Treasurer. Elections for officers shall be held every two years for a term of two years for each officer.
- B. Each officer shall be a member of the Board of Directors, along with the immediate past President.
- C. The President shall:
 - i. preside over the monthly meetings and announce the time date and place of the next meeting.
 - ii. preside over meetings of the Board of Directors, and announce the next meeting of the Board of Directors.
 - iii. appoint committee chairs
 - iv. carry out the duties and responsibilities as directed by the Board of Directors.
 - v. designate to any member the authority to handle a particular task on behalf of the Association, upon approval and notification of the Board of Directors.
 - vi. develop the agenda for monthly meetings, with notification and approval of the Board of Directors.
 - vii. review the bank statement of the Association.
 - viii. determine whose signature is required on Association checks.
- D. The Vice President shall:
 - i. preside at the monthly meeting in the absence of the President.
 - ii. preside at the meeting of the Board of Directors in the absence of the President.
- E. The Secretary shall:
 - i. keep minutes of the meetings of the members and the Board of Directors.
 - ii. keep the written resolutions, consents to action and other documents of the Association and Board of Directors.

- iii. keep the roster of members.
- F. The Treasurer shall:
 - i. keep accurate records of the finances of the Association, including but not limited to records of income and expenses.
 - ii. make a monthly financial report to the Board of Directors, and a quarterly report to the members.
 - iii. The bank statement of the Association shall be sent the President's house and forwarded to the Secretary for monthly reconciliation.
- G. The Officer are responsible for the day to day operation of the Association.
- H. If an officer resigns his or her office, or dies during his or her term of office, the Board of Directors shall by majority vote select a member of the Association to serve out that person's term. If an officer moves his or her residence to a location outside of the boundaries of the Association, the move shall be considered a resignation.
- I. If an officer, due to illness, disability or some other cause, shall be unable to assist in the day to day operation of the Association, it shall be placed on the agenda for the next meeting of the Board of Directors for replacement of that officer and selection of a successor officer, who shall serve out the term of the replaced officer. The membership shall be informed of the replacement and reasons thereof at the next regularly called meeting. No officer shall be replaced without being given ten days written or email notice of the matter having been placed on the Board agenda.
- J. An officer may take a leave of absence by making written request to the Board and approval by a majority of the remaining Board members. If a leave of absence is approved, the duties of the absent Board member shall be designated to other Board members by agreement of the majority of the remaining Board members.
- K. Offices elected while the previously approved Bylaws were in effect shall serve out their terms as provided in those Bylaws before an election is held under the provisions of these Bylaws.

12. Board of Directors –

- A. The Board of Directors ("the Board") shall consist of the President, Vice President, Secretary, Treasurer and Past President. However, the Past President shall not be a member of the Board if he or she no longer lives within the boundaries of the Association, has been removed from office, or has resigned his or her position as President before the term has expired.
- B. The Board of Directors shall meet at a time and place determined by the President. It is the duty of the members of the Board to attend meetings.
- C. The President may prepare an agenda and mail or email it to members before a Board meeting.

- D. The secretary of the Association shall serve as secretary of the Board and shall take and keep minutes of each called meeting.
- E. The Board members may make decisions by phone and email communication. These decisions shall be recoded in minutes prepared and kept by the Secretary just as if they were made at a called meeting.
- F. All decisions by the Board shall be binding on the Association, unless in violation of these Bylaws.

13. Authority and Authorization – The Officers of the Association are authorized to administer the day to day operations of the Association. Members are not authorized:

- A. to represent themselves as speaking on behalf of the Association without prior approval of the Board of Directors.
- B. to enter into any agreement on behalf of the Association without prior approval of the Board of Directors.
- C. to incur any expense on behalf of the organization without prior approval of the Board of Directors.
- D. The Board of Directors may give prior approval to any member or committee to act on behalf of the Association.

14. Non-Authorization – No person shall use the name “Windsor Park Neighbors” for their personal or commercial use. The Association reserves the right to enforce its exclusive right to the name “Windsor Park Neighbors”, by means of litigation, or otherwise.

15. Committees –

- A. The Board may establish a Rezoning Committee, Community Improvement Committee, Beautification Committee, Crime Watch Committee, Fundraising Committee, Finance Committee, Nominating Committee and such other committees as determined by the Board to be in the Association’s best interest.
- B. The President shall determine the duties, responsibilities of the each committee.
- C. The number of members of any committees shall be determined by the Board. The President shall appoint the members and the Chair of any committee. The term of membership of committee members shall be one year. Resignation of any member or Chair of any committee shall be communicated to the President, who shall appoint a replacement member and/or Chair.
- D. Committee Chair’s shall report to the President and the Board of the committee activities.
- E. Committees shall take and keep minutes of their meetings, which shall be passed on to the Association secretary at the end of the Chair’s term.

- F. A member of a committee, including the Chair, may be removed from the committee by a vote of the Board for cause, which may include failure to attend meetings, or such other good cause as may be determined by the Board.
- G. Committee creation, committee member assignment and committee projects shall be communicated to the Association at regularly called membership meetings.

16. Bylaws –

- A. These Bylaws shall be the governing document of the Association.
- B. The Bylaws shall be made available to members through the Association website or by copy to a member without internet access.
- C. The Secretary of the Association shall keep the Bylaws with the minute book for the Association.
- D. Any proposed amendment to the Bylaws shall be presented to the President in writing, signed by three members of the Association. The proposed amendment shall be read to the members at the next regularly scheduled membership meeting and scheduled for a vote at the following regularly called membership meeting after the meeting at which it was read. Before any vote on a Bylaw amendment, discussion shall be allowed at the meeting. A vote of at least 60% of the members attending shall be required for approval of the amendment.

17. Dissolution –

- A. Any dissolution of the Association shall comply with the applicable North Carolina and United States law, and with the articles of incorporation.
- B. Except as prohibited by 17(A) above, any funds left with the Association at dissolution shall be donated to another eastside neighborhood group, or to the Windsor Park Elementary School.

Updated 4/10/2018