

**12SOUTH NEIGHBORHOOD ASSOCIATION**  
**WRITTEN CONSENT OF BOARD OF DIRECTORS**  
**IN LIEU OF ORGANIZATIONAL MEETING**

The sole incorporator of 12South Neighborhood Association having elected a board of directors and thereafter resigned to permit the board of directors to complete the organization of the Association, the board of directors unanimously adopts the following resolutions by written consent in lieu of holding an organizational meeting:

1. Acts of Sole Incorporator

RESOLVED: That the acts of the sole incorporator, as effected through the Written Consent of Sole Incorporator in Lieu of Organizational Meeting, executed January 7, 2005, are ratified.

2. Principal Officers

RESOLVED: That the following persons are appointed officers of the Association, to serve until the first annual meeting of the members or until their successors are elected and qualified:

W. Justin Adams, President  
Patricia Frantz, Treasurer  
David G. Thompson, Secretary

3. Bank Accounts

RESOLVED: That the president and treasurer are authorized to open one or more accounts in the name of the Association at such financial institutions as the president deems necessary or appropriate, and are authorized to execute the standard form resolution of any such bank when such account is opened, which standard resolution is hereby incorporated by reference and will be placed in the Association's minute book, and are both authorized to make deposits in and execute checks drawn on any such account without counter-signature by the other.

4. Assets of Montrose Neighborhood Alliance

WHEREAS: The voluntary association known as the 12South Neighborhood Association, and formerly known as the Montrose Neighborhood Alliance, elected to form this corporate Association and donate and transfer all right, title, and interest in its assets to the Association;

RESOLVED: That the Association accepts the donation and assumes all right, title, and interest in the donated assets.

5. Costs of Incorporation

RESOLVED: That the treasurer is authorized to pay, subject to approval by the president, as expenses of the Association, all reasonable expenses incident to the Association's organization and to reimburse any person who has made any disbursement for that purpose, subject to any budget adopted by the board.

6. Reimbursement of Expenses

RESOLVED: That the treasurer is authorized to pay, subject to approval by the president, as expenses of the Association, all reasonable expenses incident to the Association's activities and to reimburse any person who has made any disbursement for that purpose, subject to any budget adopted by the board.

7. Licenses, Permits, and Registrations

RESOLVED: That the president is authorized to apply for a federal employer identification number, state and local charitable solicitation licenses or permits, state tax exemptions, and all other federal, state, and local licenses, permits, registrations, or exemptions necessary or appropriate for the activities of the Association, to execute any forms, powers of attorney, standard form resolutions (which will be incorporated herein by reference), or other legal instruments and to pay any fees required for such applications, subject to any budget adopted by the board; provided, that the president will not apply for federal tax exempt status, pending determination by the board of the appropriate exemption, if any, to seek.

8. Bylaws

RESOLVED: That the 12South Neighborhood Association Bylaws, which have been presented to and reviewed by the board, are approved and adopted as the Bylaws of the Association and will be placed in the Association's minute book.

9. Special Rules of Order

RESOLVED: That the board adopts the following special rules of order for board meetings:

1. New expenditures. No new expenditure may be authorized without amending the Association's annual budget.

2. Public comments, questions, and announcements. (a) The order of business for board meetings will include, following new business, a period for comments, questions, and announcements to officers, committee chairpersons, or the board by any other officers, directors, or other persons in attendance, on any matter pertaining to the Association's purpose, under the heading, "open forum." (b) Except when the board is in executive session, any director may move to permit comments, questions, and announcements by any non-directors in attendance, pertaining to a matter then pending before the board at board meeting, which motion may be adopted by majority vote. (c)

Comments, questions, and announcements permitted by this rule will be limited to two minutes per person, subject to motions to further limit, extend, or immediately close them, which motion may be adopted by majority vote, and subject to all other motions having precedence over a main motion, and are otherwise subject to the board's rules of order.

10. Membership Dues

RESOLVED: That the annual membership dues will be \$10.00 per person for persons younger than sixty-five years of age and \$5.00 per person for persons sixty-five years and older.

11. Admission of Members

RESOLVED: That the secretary is authorized to record in the Association's members' list any person who meets the criteria for membership as described in the bylaws, without further action by the board, and will request and record in the Association's members' list each member's full name, home and work addresses, home and work telephone numbers, and home and work e-mail addresses, and any other information the president deems appropriate.

12. Place of Board and Members' Meetings

RESOLVED: That board and members' meetings will be at appropriate sites in the 12South Neighborhood selected by the president, *e.g.*, a member's home, local business or organization, public building or park, or house of worship.

13. Budget

RESOLVED: That the president will prepare a proposed budget for the fiscal year ending June 30, 2005 for consideration at the February 2005 neighborhood meeting.

14. Newsletter

RESOLVED: That the Association will publish a newsletter to inform the members of the Association's activities and to give notice of members' and board meetings;

That the offices of newsletter editor, newsletter designer, and newsletter distributor are created, under the president's supervision, and that the president may appoint and remove members to and from these offices for such terms as the president deems appropriate; and

That the president will supervise the production of the newsletter, may purchase materials for and contract for the production of the newsletter, and may, as the president deems appropriate, determine how often to publish the newsletter, the means of distributing the newsletter, including by hand delivery, mail, e-mail, and posting on one or more web sites, and direct its distribution to one or more non-members, subject to any budget adopted by the board.

15. E-mail List

RESOLVED: That the president will maintain an e-mail distribution list for the purpose of providing notices and information to the members, by such means as the president deems appropriate, subject to any budget adopted by the board.

16. 12South Neighborhood Tour Committee

RESOLVED: That a standing 12South Neighborhood Tour Committee is created to organize an annual tour of homes and other sites in the 12South Neighborhood for the purpose of raising funds for the activities of the Association;

That the committee is authorized to determine the date and time of the tour and the tour admission price, solicit volunteers and sponsors, purchase advertising, contract for the printing of promotional materials, and take all other actions and make such expenditures as are deemed necessary and appropriate, subject to any budget adopted by the board;

That W. Justin Adams is appointed committee chairperson, for a term expiring on June 30, 2005, and authorized to organize subcommittees, appoint committee members, authorize expenditures, and direct the activities thereof as he deems necessary or appropriate, subject to any budget adopted by the board;

That the committee will present a proposed budget for the 2005 Tour at the February 2005 neighborhood meeting and will report on its activities, income, and expenditures at each monthly neighborhood meeting.

17. Montrose in May Committee

RESOLVED: That a standing Montrose in May Committee is created to organize an annual neighborhood block party on the 1000 block of Montrose Avenue on Memorial Day for the purpose of fostering friendship among neighbors, promoting membership in the Association, and, if the committee deems it appropriate, raising funds for the activities of the Association;

That the committee is authorized to determine the time of the party, solicit volunteers and sponsors, purchase advertising, contract for the printing of promotional materials, and take all other actions and make such expenditures as are deemed necessary and appropriate, subject to any budget adopted by the board;

That Patricia Frantz is appointed committee chairperson, for a term expiring on June 30, 2005, and authorized to organize subcommittees, appoint committee members, authorize expenditures, and direct the activities thereof as she deems necessary or appropriate;

That the committee will present a proposed budget at the March 2005 neighborhood meeting and will report on its activities, income, and expenditures at each monthly neighborhood meeting.

18. Conservation Overlay Committee

RESOLVED: That an ad hoc Conservation Overlay Committee is created to study the feasibility and process of obtaining a conservation overlay for one or more portions of the 12South Neighborhood, to recommend to the board whether the Association should seek a conservation overlay, and, if the board determines that the Association should, to propose a plan and budget for doing so;

That Greg Dolezal is appointed committee chairperson, for a term expiring on December 31, 2005, and authorized to organize subcommittees, appoint committee members, and direct the activities thereof as he deems necessary or appropriate; and

That the committee will report on its activities at each monthly neighborhood meeting, will present its recommendation as to whether the Association should seek a conservation overlay no later than the June 2005 neighborhood meeting, and, if the board determines that the Association should, to propose a plan and budget for doing so.

19. 12South Revitalization Project Committee

RESOLVED: That an ad hoc 12South Revitalization Project Committee is created to monitor the Metro Department of Public Work's 12South Revitalization Project underway on 12th Avenue South for the purpose of keeping the Association apprised of the project's progress and any developments or issues for which the Association's involvement may be necessary or appropriate;

That Ken Winter is appointed committee chairperson, for a term expiring on June 30, 2005, and authorized to organize subcommittees, appoint committee members, and direct the activities thereof as he deems necessary or appropriate; and

That the committee will report on its activities at each monthly neighborhood meeting.

**IN WITNESS WHEREOF** each of the Association's directors executes this written consent, to be placed in the Association's minute book, today, January 11, 2005:

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W. Justin Adams, Director and President

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David G. Thompson, Director and Secretary

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Patricia Frantz, Director and Treasurer

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Ken Winter, Director

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Todd McEachern, Director