

# 12SOUTH NEIGHBORHOOD ASSOCIATION

## BYLAWS

As Adopted January 11, 2005

### ARTICLE I. NAME

The name of the corporation is 12South Neighborhood Association.

### ARTICLE II. PURPOSE

The Association's purpose is to promote the common welfare of all residents of the area commonly known as the 12South Neighborhood and defined more specifically in Exhibit A to these bylaws, by promoting community, friendship, beautification, public safety, environmental conservation, historic preservation, appropriate development, zoning and codes compliance, and cooperation with business, charitable, religious, and governmental institutions.

### ARTICLE III. MEMBERS

**Section 3.01. Membership.** There is one class of membership. Any person who lives in or owns or rents property in the 12South Neighborhood, supports the Association's purpose, and pays annual membership dues is a member of the Association. The term of membership begins on the date when dues are paid or, if dues for a subsequent term are paid before the expiration of a current term, the date following the current term's expiration, and expires twelve months thereafter.

**Section 3.02. Annual Membership Dues.** Dues will be payable per person. The board will set the amount or amounts of annual membership dues from time to time in its sole discretion. The board may set different amounts of dues for persons falling within one or more classifications based on age, income, or full-time student status, but doing so will not create different classes of membership.

**Section 3.03. Annual Members' Meetings.** The annual members' meeting will be held on the second Tuesday in October at 7:00 p.m., unless the board fixes another date and time.

**Section 3.04. Special Members' Meetings.** Special members' meetings may be called by the president, by the board, or by written request of ten percent of the members entitled to vote on any issue proposed to be considered at the proposed special meeting, and will be held at a date and time fixed by the board. The business transacted at special members' meetings will be confined to the business stated in the notice of the meeting.

**Section 3.05. Notice of Meetings.** Notice of a members' meeting will state the place, date, and time of the meeting, any matters that must be approved by the members, and, for special members' meetings, the business to be transacted at the meeting and the person or persons calling the meeting. Notice will issue no less than two weeks and no more than eight weeks before the date of the meeting. The person issuing a required notice will execute a

certificate that proper notice was issued and deliver the certificate to be placed in the Association's minutes.

**Section 3.06. Place of Meetings.** Members' meetings will be held at such place designated by the board within Davidson County, Tennessee. If not specified by the board, members' meetings will be held at the Association's principal office.

**Section 3.07. Conduct of Meetings.** Members' meetings will be conducted in accordance with the rules contained in the current edition of *Robert's Rules of Order Newly Revised* in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the members may adopt. If the president or secretary cannot be present, the president will appoint the presiding officer or meeting secretary, respectively, for the meeting; otherwise, the members will elect a presiding officer or meeting secretary. Except as otherwise provided by the members or the board, business at all members' meetings will be conducted in the following order:

- a. Reading and approval of minutes;
- b. Officers' reports;
- c. Board of directors' report;
- d. Standing members' committees' reports;
- e. Ad hoc members' committees' reports;
- f. Elections;
- g. Unfinished business and general orders;
- h. New business.

**Section 3.08. Record Date for Determining Members' Rights.** Unless the board fixes another date, the record date for determining who is a member entitled to notice of a meeting is the day before notice issues; to vote, the day of the meeting; to act by written consent, the day the first person signs the written consent; to act by written ballot, the day before written ballots are delivered; to demand a special meeting, the day the first person signs a written demand.

**Section 3.09. Members' List for Meetings.** Beginning on the record date for notice of a members' meeting, and continuing through the date of the meeting, the Association will prepare on a current basis an alphabetical list of the names and addresses of the members entitled to notice of the meeting and any members entitled to vote but not entitled to notice. The members' list must be available for inspection by any member for the period beginning on the date notice issues and continuing through the meeting.

**Section 3.10. Quorum.** Ten percent of the members entitled to vote on a matter must be represented at a members' meeting to constitute a quorum on that matter.

**Section 3.11. Voting.** Each member has one vote. If a quorum exists, the affirmative or negative vote of that number of the members specified in the members' rules of order is the act of the members, except where otherwise expressly required by these bylaws. Members may vote in person or by written proxy. Written proxies must be filed with the meeting secretary before being voted, and are valid through adjournments, but expire upon the final adjournment of the meeting. Cumulative voting is prohibited.

**Section 3.12. Action by Written Consent.** Any action which may be taken at a members' meeting may be taken instead by written consent signed by all members entitled to vote on the action. If so, the affirmative vote of the number of votes that would be necessary to authorize or take such action at a meeting will be the act of the members. The action must be evidenced by one or more written consents describing the action taken, signed by each member entitled to vote on the action in one or more counterparts, indicating each signing member's vote or abstention on the action, and placed in the Association's minutes. An action by written consent has the effect of a meeting vote and may be described as such in any document.

**Section 3.13. Action by Written Ballot.** Any action which may be taken at a members' meeting may be taken instead by written ballot authorized by the board and delivered to all members entitled to vote on the action. A written ballot must state each proposed action; provide an opportunity to vote for or against each proposed action; indicate the number of responses needed to meet the quorum requirements; state the percentage of approvals necessary to approve each matter other than election of directors; and specify the time by which a ballot must be received by the Association in order to be counted. If the number of votes cast by ballot exceeds the quorum requirement for a members' meeting, the affirmative vote of the number of votes that would be necessary to authorize or take such action at a meeting will be the act of the members. A written ballot may not be revoked except to correct clerical errors. An action by written ballot has the effect of a meeting vote and may be described as such in any document.

#### **ARTICLE IV. BOARD OF DIRECTORS.**

**Section 4.01. Authority.** The Association will be managed by a board of directors.

**Section 4.02. Number; Qualifications; Election.** The board will consist of no fewer than two and no more than five directors, who must be members of the Association and will be elected by a majority of the votes cast by the members entitled to vote at the annual members' meeting. The board will provide the manner of and procedures for nominations and other aspects of the election of directors.

**Section 4.03. Terms.** The term of a director will begin on November 1 following the director's election or, if elected after that date, upon election, and expire on October 31 of the following year or, if no successor has been elected by that date, on the date when the director's successor is elected. A director may be elected for successive terms. The term of a director filling a vacancy will expire at the end of the unexpired term which the director is filling.

**Section 4.04. Vacancies.** A vacancy in any office of director for any reason may be filled by the board or, if the board directs, by the members.

**Section 4.05. Removal for Non-Attendance.** The board may remove a director for failing to attend three or more meetings of the board during a fiscal year by majority vote of the directors then in office.

**Section 4.06. Compensation.** Directors will serve without compensation.

**Section 4.07. Annual Meetings.** The board will hold a regular annual board meeting immediately following the final adjournment of the annual members' meeting.

**Section 4.08. Monthly Meetings.** The board will hold a regular monthly meeting on the second Tuesday of each month at 7:00 p.m., unless the board fixes another date and time or cancels the meeting, and except in a month when the board holds an annual meeting. Except as otherwise provided by the board, the board will designate its monthly meetings as “monthly neighborhood meetings” and invite members and others to attend.

**Section 4.09. Special Meetings.** Special board meetings may be called by the president or any two directors. The business transacted at special board meetings will be confined to the business stated in the notice of the meeting.

**Section 4.10. Place of Meetings.** Board meetings will be held at such place designated by the board, or specified in the notice of such meeting, within Davidson County, Tennessee. If not specified by the board, board meetings will be held at the Association’s principal office.

**Section 4.11. Notice of Meetings.** Regular annual and monthly board meetings may be held without notice. Notice of a special board meeting will state the place, date, and time of the meeting, the business to be transacted at the meeting, and the person or persons calling the meeting, and will be issued no less than two days before the date of the meeting. The person issuing a required notice will execute a certificate that proper notice was issued and deliver the certificate to be placed in the Association’s minutes.

**Section 4.12. Conduct of Meetings.** Board meetings will be conducted in accordance with the rules contained in the current edition of *Robert’s Rules of Order Newly Revised* in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the board may adopt. If the president or secretary cannot be present, the president will appoint the presiding officer or meeting secretary, respectively, for the meeting; otherwise, the board will elect a presiding officer or meeting secretary. Except as otherwise provided by the board, the business at all board meetings will be conducted in the following order:

- a. Reading and approval of minutes;
- b. Officers’ reports;
- c. Standing committees’ reports;
- d. Ad hoc committees’ reports;
- e. Unfinished business and general orders;
- f. New business.

**Section 4.13. Quorum.** If there are five directors in office immediately before a meeting begins, a majority must be present at a board meeting to constitute a quorum. If there are fewer than five directors in office immediately before a meeting begins, two must be present at a board meeting to constitute a quorum.

**Section 4.14. Voting.** Each director has one vote. Directors must be present to vote. If a quorum exists, the affirmative or negative vote of that number of the directors specified by the board’s rules of order is the act of the board, except where otherwise expressly required by these bylaws.

**Section 4.15. Remote Participation.** Directors may conduct or participate in a board meeting by any means of communication, including telephone, by which all of the directors participating may simultaneously hear each other during the meeting and are deemed present at the meeting.

**Section 4.16. Action by Written Consent.** Any action which may be taken at a board meeting may be taken instead by written consent signed by all directors. If so, the affirmative vote of the number of votes that would be necessary to authorize or take such action at a meeting will be the act of the board. The action must be evidenced by one or more written consents describing the action taken, signed by each director then in office, indicating each signing director's vote or abstention on the action, and placed in the Association's minutes. An action by written consent has the effect of a meeting vote and may be described as such in any document.

**Section 4.17. Committees.** The board may establish committees to exercise the board's authority, and may appoint members and chairpersons of such committees, or delegate such authority to an officer or chairperson, respectively. The president will be a member *ex officio* of all committees unless the board provides otherwise. Committees will keep regular records of their proceedings and report to the board as often as the board may require. The provisions of this Article concerning meetings, notice, quorum, voting, and action without meeting will apply to committees, except as otherwise provided by the board or the board's rules of order.

## **ARTICLE V. OFFICERS.**

**Section 5.01. Number; Qualifications; Election; Subordinate Offices.** The Association will have three principal officers, a president, treasurer, and secretary. Principal officers will be elected by a majority of the votes cast by the members entitled to vote at the annual members' meeting. The board will provide the manner of and procedures for nominations and other aspects of the election of principal officers. The board may create other subordinate offices and make appointments to such offices or authorize the president to make such appointments, to serve at the pleasure of the board or president, respectively. All officers must be members of the Association and may also hold office as directors. No person may hold more than one office.

**Section 5.02. Terms.** The term of a principal officer will begin on November 1 following the officer's election or, if elected after that date, upon election, and expire on October 31 of the following year or, if no successor has been elected by that date, on the date when the officer's successor is elected. A principal officer may be elected for successive terms. The term of a principal officer filling a vacancy will expire at the end of the unexpired term which the officer is filling.

**Section 5.03. Vacancies.** A vacancy in the office of any principal officer for any reason may be filled by the board or, if the board directs, by the members.

**Section 5.04. Compensation.** Officers will serve without compensation.

**Section 5.05. President.** . The president will be the chief executive officer of the Association, will perform the duties incident to the office of president and any other duties assigned by the board, and will generally oversee and bear responsibility for the Association's activities, under the board's supervision. The president will execute the orders and resolutions of

the board, direct and assign the duties of the other officers and committees, except as the board otherwise provides, assign duties to and direct the activities of member volunteers, and preside at members' and board meetings. The president will execute all instruments of the Association except where the board expressly delegates such authority to another officer or agent of the Association. In the treasurer's absence or in the event the treasurer cannot or will not act, the president will perform the duties and exercise the authority of the treasurer.

**Section 5.06. Treasurer.** The treasurer will perform the duties incident to the office of treasurer and any other duties assigned by the president or board, under the board's and president's supervision. The treasurer will have custody of and responsibility for all funds and financial instruments of the Association; keep full and accurate accounts of receipts and disbursements in the Association's account book; oversee the disbursement of the Association's funds as authorized by the board, assuring proper vouchers for such disbursements; and deposit all money and other valuable effects in the name and credit of the Association in such depository or depositories as maybe designated by the board. The treasurer will render to the president or board whenever requested an account of all transactions of the Association. The treasurer will assure compliance with financial standards applicable to non-profit organizations and applicable federal requirements incident to the Association's tax-exempt status, if any. In the president's absence or in the event the president cannot or will not act, the treasurer will perform the duties and exercise the authority of the president.

**Section 5.07. Secretary.** The secretary will generally perform the duties incident to the office of secretary and any other duties assigned by the president or board, under the board's and president's supervision. The secretary will attend all members' and board meetings' and record all votes and the minutes of all proceedings in the Association's minute book, and will perform the same duties for committees when requested by the president. The secretary will give or cause to be given notice of all meetings and all written ballots authorized by the board. The secretary will attest to the execution of any document or instrument requiring such attestation and authenticate the records of the Association.

## **ARTICLE VI. MISCELLANEOUS**

**Section 6.01. Offices.** The Association's principal office is that designated in its charter. The board may designate other offices of the Association in addition to the Association's principal office.

**Section 6.02. Fiscal Year.** The Association's fiscal year will begin on July 1 and end on June 30 of the following year.

**Section 6.03. Annual Budget.** The board will adopt a budget for each fiscal year.

**Section 6.04. Delivery of Notices and Written Ballots.** Notice of members meetings will be delivered by publication in the Association's regular monthly newsletter, which will be addressed or delivered to each member's address shown in the Association's current record of members or, in the case of members who are residents of the same household and who have the same address in the Association's members' list, will be addressed or delivered to one of these members. Notice of special board meetings and written ballots, notice of an annual or special

members' meeting that cannot be delivered timely or practicably by publication in the Association's regular monthly newsletter, or supplementary notice of any meeting, may be delivered by electronic mail, mail, facsimile, or hand delivery to each member's address shown in the Association's current record of members. If written notice is impracticable by any of these means, oral notice may be given by telephone or in person.

**Section 6.05. Amendment of Bylaws.** Except where otherwise provided by law, the bylaws may be amended, added to, or repealed by a majority vote of the members entitled to vote at a duly constituted members' meeting or a majority vote of the board.

### **CERTIFICATION**

I certify that these bylaws were adopted by the board on January 11, 2005.

\_\_\_\_\_  
David G. Thompson, Secretary

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Date

## EXHIBIT A

For purposes of these bylaws, all properties within the following boundaries are defined as the 12South Neighborhood: Belmont Boulevard, beginning at its intersection with Interstate 440, northward to its intersection with Ashwood Avenue; from there, Ashwood Avenue, eastward to its intersection with 15th Avenue South; from there, 15th Avenue South, northward to its intersection with Wedgewood Avenue; from there, Wedgewood Avenue, eastward to its intersection with 10th Avenue South; from there, 10th Avenue South, southward to its intersection with South Douglas Avenue; from there, South Douglas Avenue, eastward to its intersection with 9th Avenue South; from there, 9th Avenue South, southward to its intersection with Vaulx Lane; from there, Vaulx Lane, southward to its intersection with Kirkwood Avenue; from there, Kirkwood Avenue, westward to its intersection with Craig Avenue; from there, Craig Avenue, southward to its intersection with Interstate 440; from there, Interstate 440, westward to its intersection with Belmont Boulevard; *provided*, that any property whose block is directly adjacent to but not within these boundaries, if the person living, owning, or renting such property wishes to become a member of the Association, will be defined as part of the 12South Neighborhood for purposes of these bylaws. These boundaries are more generally depicted in the following map:

