

**BYLAWS  
YOUR NEIGHBORHOOD**

**ARTICLE 1. LOCATION AND PURPOSE**

The \_\_\_\_\_ Residents Association, Inc. hereinafter known as \_\_\_\_\_, or the Association, is in

the City of Asheville, Buncombe County, and the State of North Carolina. YOUR NEIGHBORHOOD consists of properties shown on Plat of YOUR NEIGHBORHOOD Property filed in the office of the City Engineers, Asheville, NC, which includes property on PUT YOUR BOUNDARIES HERE

The purpose of the Association is to enhance the sense of community among the residents and across the neighborhood by creating opportunities for residents to come together, share information, work together and strengthen social ties; and, to encourage civic engagement in the broader Asheville community.

**ARTICLE 2. MEMBERSHIP**

**2A. DETERMINATION AND RIGHTS OF MEMBERS**

One individual owning real property in a household located within the neighborhood boundaries is eligible to be a Member of **Your Neighborhood**. Those individuals whose dues are currently paid are considered "Members in good standing" (hereinafter "Members") and as such, are eligible to vote and to serve on the Board.

**2B. DUES**

Annual membership dues will be established by the Board. The membership year is on a calendar basis beginning January 1 and ending December 31 each year.

**2C. MEMBERSHIP DUES RECORD**

The Treasurer will keep a record of Members. This information will remain strictly confidential and will be used only for official \_\_\_\_\_ communications with the Membership, and not used for any commercial purpose, nor co-mingled with any other non-\_\_\_\_\_ email list group.

**2D. NON-LIABILITY OF MEMBERS**

A member of \_\_\_\_\_ is not, as such, personally liable for the debts, liabilities, or obligations of the Association.

**ARTICLE 3. BOARD OF DIRECTORS**

**3A. POWERS**

The activities and affairs of this Association will be conducted and all corporate powers will be exercised by or under the direction of the Board of Directors, subject to the provisions of North

Carolina and any limitations in these Bylaws or the Articles of Incorporation. All decisions of the Board of Directors will be considered legally binding.

### 3B. COMPOSITION AND TENURE

The Board of Directors will consist of no less than five (5) nor more than seven (7) Directors. The Board will by resolutions, from time to time, determine the maximum and minimum number of Directors. Directors must be \_\_\_\_\_ Members in good standing. There will be no more than one active board member per household. In the absence of candidates, the Board may decide to waive this requirement. Each Director will hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor will be elected and qualified, whichever occurs first. The term is two (2) years.

The term of the Directors will be staggered so that only as many as one-half of those in office may be elected in any one year.

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### 3C. COMPENSATION

Directors serve without compensation. However, they will be allowed reasonable reimbursement for out-of-pocket expenses incurred in the performance of their duties or in return for services actually rendered to or for the Association, as approved by the Board.

### 3D. DESIGNATION OF OFFICERS

The Officers of the Board will be President, Vice President, Secretary, and Treasurer; Directors may determine other officers with such titles as the occasion demands, and present their proposal to that effect to the Board.

No officer will serve more than two (2) consecutive terms in one position. Upon serving two (2) consecutive terms in one position, a person may not be considered for re-election to that position until no less than one (1) year has elapsed. In the absence of candidates, the Board will be granted the power to extend officer terms or waive the one (1) year gap between terms.

#### ● DUTIES OF PRESIDENT

o The President will supervise and administer the affairs of the Association, subject to the policies approved by the Membership. He or she will perform all duties incident to this office and such other duties as may be required. Unless another person is specifically appointed to preside over the meetings, the President will preside at all meetings, including meetings of the Members.

o The President in the name of the Association may execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board or Membership.

#### ● DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President will perform all the duties of the President, and when so acting will have all the powers of and be subject to all the restrictions on the President. The Vice President will have other

powers and perform such other duties as may be prescribed by law, or these Bylaws, or as may be prescribed by Directors or Membership.

- DUTIES OF THE SECRETARY

- o Be custodian of the records of the Association and affix the logo, as authorized by provisions of these Bylaws, to duly executed documents of the Association, including:

- o These Bylaws, certified and up to date, amended or otherwise altered.

- o Minutes of all meetings of the Directors, and, if applicable, meetings of committees and of Members' meetings, recording therein the time and place of holding, whether regular or special, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

- o See that all Directors or Membership notices are duly given in accordance with the provisions of these Bylaws, or as required by law.

- o In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, or by these Bylaws, or which may be assigned to him or her from time to time by the Directors or Members.

- DUTIES OF THE TREASURER

- o The Treasurer will have charge and custody of, and be responsible for, all funds and securities of the Association, and deposit all such funds in the name of the **Your Neighborhood** in such banks, trust companies, or other depositories as will be selected by the Officers.

- o The Treasurer will prepare the Annual **Your Neighborhood** Budget for the next calendar year, and present the budget to the Board for consideration and adoption no later than the first day of November of the current calendar year and be responsible for all of the financial affairs of the Association.

- o Receive, and give receipt for, monies due and payable to the Association from any source whatsoever. Disbursements of funds from the Association, as may be directed by the Directors, require submittal of proper documentation (invoices or receipts) in support of such disbursements.

- o Keep and maintain adequate and correct accounts of the business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. Keep a membership record that will contain the name and address of each and all members who have paid dues, with start and end dates. Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Association. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

- o And, in general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, or by these Bylaws, or which may be assigned to him or her from time to time by the Members or Directors.

### 3E. ELECTION OF NEW BOARD DIRECTORS, OFFICERS, AND SECTION REPS

Potential new Board members are identified by the Nominating Committee subject to the consent of the Board. A slate of new Directors and Officers, are presented to the Membership at the Annual Meeting of the Association for consent and approval.

### 3F. VACANCIES

The Board can fill any mid-term board position vacancies (Director and Officer), if deemed necessary, before the next Annual Meeting by

- (1) selecting an interim person to serve the remaining term or by
- (2) calling a special Meeting of the Membership of the Association.

## ARTICLE 4. MEETINGS OF THE BOARD OF DIRECTORS AND MEMBERSHIP

### 4A. REGULAR MEETINGS

Regular meetings will be held at times and places agreed upon by the Board.

### 4B. ANNUAL GENERAL MEMBERSHIP MEETING

An Annual Membership Meeting will be scheduled each year in December. At this meeting, the board will

- (1) provide an annual report of board activities, initiatives, and finances,
- (2) conduct the next term board elections by presenting the slate of new Directors and Officers, to the Membership for consent and approval, and
- (3) collect/gather neighborhood feedback raised by Members at the meeting, and
- (4) approve the following year's budget as previously approved by the Board.

Notice of the General meeting will be communicated electronically or by mail, as appropriate, to residents a minimum of 10 days in advance of the December meeting date.

### 4C. SPECIAL MEETINGS

Special Board or Membership meetings may be called by or at the request of the President, the Secretary, or any director upon notice to the Secretary.

### 4D. NOTICE OF SPECIAL MEETINGS

Written notice stating the place, day, and hour of each special Board meeting will be delivered by electronic mail to each Director at his/her email address shown on the \_\_\_\_\_ records at least five (5) days before the meeting. Notice of electronic mail will be deemed effective when transmitted. Attendance of any Director at any meeting without protesting the lack of proper notice will be deemed a waiver of the notice of the meeting.

To hold a Special Meeting of the Membership, the President will give at least seven (7) days prior notice to the Membership, either by U.S. Postal Service or by email.

4E. QUORUM. At all meetings of the Members, the number of Members in good standing and entitled to vote in accordance with these bylaws, including then serving Directors, present in

person or by written proxy that constitute a quorum, will be at least one more than twice the number of Directors serving on the \_\_\_\_ Board.

#### 4F. BOARD ACTIONS WITHOUT A MEETING

Any action that might be taken at a regular meeting of the Board of Directors may be taken without a meeting if authorized by consent via telephone or e-mail and recorded in the minutes of the next regular meeting.

### ARTICLE 5 COMMITTEES AND SPECIAL ROLES

#### 5A. NOMINATING COMMITTEE

The President shall appoint a nominating committee consisting of a minimum of four members; three board members and one **Your Neighborhood** "member in good standing". After consulting and obtaining permission from potential candidates, this committee shall present a slate of nominations for the Board of Directors, Officers, and Section Representatives for the following year's term.

#### 5B. COMMITTEES AND SPECIAL ROLES

The Association will have such other committees or special roles as may from time to time be designated by resolution of the Membership or Directors. These committees or individuals may consist of persons who are non-Board members, and they may be designated to act in an advisory capacity to the Membership or Board of Directors, or to act semi-autonomously, coordinating with Board for financial, human and other resources to carry out goals in alignment with the \_\_\_\_\_ purpose as defined in these Bylaws. Committees or individuals are not authorized to make decisions that would encumber or obligate the \_\_\_\_\_, financially or otherwise, without the board's prior knowledge and written consent.

#### 5C. MEETING DOCUMENTATION

Committees will document meetings and provide, at a minimum, meeting date, time, place, attendees, a general description of discussions and any actions taken by consent at the meeting. Such minutes will be provided to the Board in any of the following ways:

- (1) a committee representative attends and presents a report at next scheduled board meeting,
- (2) a report is submitted electronically to the \_\_\_\_\_ Secretary prior to the next scheduled board meeting, or,
- 3) submitted upon Board request.

### ARTICLE 6. REMOVAL & RESIGNATION

Any Director may resign at any time by giving written notice to the President or Secretary. Any such resignation will take effect at the date of receipt of such notice.

A member may be removed from the Association's governing body, by the Board for failure to meet their roles and responsibilities. The member will be given an opportunity to present his or her arguments.

## ARTICLE 7. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

### 7A. EXECUTION OF THE INSTRUMENTS

The Board, except as otherwise provided in these Bylaws, may, by resolution authorize any Director or agent of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances. Unless so authorized, no Director, agent, or employee will have any power or authority to bind the \_\_\_\_\_ by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose in any amount.

### 7B. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Association must be signed by the Treasurer or President or Secretary.

### 7C. DEPOSITS

All funds of the \_\_\_\_\_ will be deposited in a timely manner in such banks, trust companies, or other depositories as the Board may select.

### 7D. GIFTS

The Board may accept on behalf of the Association any contribution, gift, or bequest if said gift be consistent with the purposes as stated in these Bylaws or Articles of Incorporation.

### 7E. EXPENDITURES

Expenditures or anticipated ongoing expenses that exceed a specified dollar amount as indicated in the \_\_\_\_\_ Operating Policies must have consent of the Board and Section Reps.

## ARTICLE 8. CORPORATE RECORDS AND REPORTS

The \_\_\_\_\_ will keep correct and complete books and records of Account, minutes of the proceedings of its Board, annual reports, and such other records as may be necessary or advisable or required by law at the registered or principal office of the \_\_\_\_\_.

### 8A. MEMBERS' INSPECTION RIGHTS

Upon written request, the Secretary will exhibit at all reasonable times to any Member or Director, or to his or her agent or attorney, on request therefore, the Bylaws, the membership record, and the minutes of the proceedings of the Directors of the Association. Members email addresses and phone numbers will remain strictly confidential. The Treasurer will exhibit at all reasonable times the books of account and financial records to any Member or Director, or to his or her agent or attorney, on request.

## 8B. OPERATING POLICIES

Operating Policies will be established and reflected in a separate document that will be reviewed annually by a three-person committee appointed by the President. All changes are approved by the Board. Policies will include items such as: establishing the annual membership dues amount, developing conflict of interest policies, establishing the method for calculating quorum, developing a disclaimer for \_\_\_\_ public documents, establishing authorization guidelines for large expenditures plus any other useful operational guidelines the Board deems appropriate.

## ARTICLE 9. NON-PROPERTY OWNER RESIDENTS (“NPR”)

Any lessee of property within the Association’s boundaries may become a non-voting member of the Association by paying the Association dues as provided for herein. Said NPR will not be entitled to vote or serve on the Board of Directors. Provided however, if such NPR obtains a proxy (the form of which is attached hereto) from the lessor property owner, the NPR will be entitled to vote as a Member during the term of such proxy.

## ARTICLE 10: INDEMNIFICATION BY ASSOCIATION OF DIRECTORS

Any person who at any time serves or has served as a Director will have the right to be indemnified by the Association to the fullest extent permitted by North Carolina law against (a) reasonable expenses, including but not limited to attorneys’ fees, actually and necessarily incurred in connection with the defense of any threatened, pending completed action, suit or proceeding, in which the Director or former Director is made a party by reason of being or having been a Director, or (b) reasonable payments made in satisfaction of any Judgment, money decree, fine, penalty or settlement for which he may have become liable in any such action, suit or proceeding; provided that this right to be indemnified by the Association will in no event exceed that portion of reasonable expenses and reasonable payments required by law and in excess of any and all available insurance proceeds. The Board will take all such action as may be necessary and appropriate to authorize the Association to pay the indemnification required by this Article 10, including without limitation, the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him. In the event insurance defense is available, any such person seeking indemnification under this Article 10, will utilize such insurance defense unless the Board and insurance carrier allow such person to obtain separate counsel and retain the benefit of the indemnification provided herein. Any persons who at any time after the adoption of these By-Laws serves or has served as a Director will be deemed to be doing or have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such rights will inure to the benefit of the legal representative of any such person and will not be exclusive of any other rights to which such person may be entitled apart from the provisions of this Article 10, including the provisions of North Carolina General Statutes Sections 55A-17.1 through 55A-17.3, the provisions of which hereby incorporate by reference as if fully set out, it being intended that the rights

## ARTICLE 11: AMENDMENT OF BYLAWS

Subject to any provisions of law, these Bylaws may be altered, amended, or repealed, and new Bylaws adopted by a simple majority vote of the Board. In cases of emergency or other circumstances deemed appropriate, a vote may be taken via email.

ARTICLE 12: CONFLICT OF INTEREST

Each Director and each Member of any Committee of the Board will, within thirty (30) days of his or her election or appointment to such post, execute an acknowledgement to adhere to the conflict of interest policy and practices as promulgated by \_\_\_\_\_ from time to time.

ARTICLE 13: CONSTRUCTION AND TERMS

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws will be unaffected by such holding.

ADOPTION OF BY-LAWS

The foregoing Bylaws were adopted by the Board of Directors on the \_\_\_th day of \_\_\_\_\_, 2018.

President \_\_\_\_\_ Date \_\_\_\_\_  
Vice President \_\_\_\_\_ Date \_\_\_\_\_  
Secretary \_\_\_\_\_ Date \_\_\_\_\_  
Treasurer \_\_\_\_\_ Date \_\_\_\_\_

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EXHIBIT A

YOUR NEIGHBORHOOD Residents Association

Property Owner's

REVOCABLE PROXY

\_\_\_\_\_, owner of the parcel of property located at \_\_\_\_\_, Asheville, NC ("Lessor") who leases Lessor's property to \_\_\_\_\_ ("Lessee") hereby grants to, and appoints, Lessee, Lessor's proxy for and in the name, place and stead of Lessor, to vote at any Annual Meeting of **Your Neighborhood**. (This Proxy may be withdrawn at any time by Lessor and automatically terminates one year from the date hereof or upon Lessee's ceasing to be a lessee at the above property). Any obligation of the undersigned hereunder will be binding upon the successors and assigns of the undersigned.

Dated:

\_\_\_\_\_, Lessor

\_\_\_\_\_  
Printed Name