

12 South Neighborhood Association

BYLAWS

As Revised and Adopted January 2018

ARTICLE I. NAME

The name of the corporation is 12 South 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 12 South Neighborhood and defined more specifically in Exhibit A to these bylaws, by promoting community, 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 age 18 or older who lives in, owns, or rents property in the 12 South Neighborhood, supports the Association's purpose, provides proof of residency in person at a monthly meeting. Proof may include a Drivers license, a bill with name and address, etc. The term of annual membership begins on the second Tuesday of October of each year.

Section 3.02. Affiliate Membership. Affiliate membership may be held by any person outside the boundaries established in these by-laws, but who agrees with the purposes of the association. An affiliate member may not be a voting member of the association nor a director in the association.

Section 3.03. Annual Membership Dues. Annual membership dues rate is set by the board at the annual October meeting.

Section 3.04. Annual Members' Meetings. The annual members' meeting will be held on the first Monday in October at a time and place fixed by the board.

Section 3.05. Special Members' Meetings. Special members' meetings may be called by the president, by the board, or by written request of fifteen 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 3.07. Place of Meetings. Members' meetings will be held at such place designated by the board within Davidson County, Tennessee.

Section 3.08. 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.

1. Reading and approval of minutes
2. Officers' reports
3. Board of directors' report
4. Standing members' committees' reports
5. Ad hoc members' committees' reports
6. Elections
7. Unfinished business and general orders
8. New business

Section 3.09. 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 the notice is issued; to vote, the day of the meeting; to demand a special meeting, membership dues must have been paid at least one month prior to issuing a notice of special meeting.

Section 3.10. Members' List for Meetings.
The secretary will maintain a list of members for the purpose of confirming membership.

ARTICLE IV. BOARD OF DIRECTORS.

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

Section 3.12. 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. The number required for any measure to pass is 50% + 1 of the members present when a quorum exists. Members may only vote in person. Cumulative voting is prohibited.

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Section 4.02. Number; Qualifications; Election. The board will consist of no fewer than three and no more than seven 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. Affiliate members may not be elected to serve on the board of directors. 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, two years from the date of election 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. No more than half the number of sitting directors, plus one, may come up for election in any one year. The only exception is when a vacancy on the board occurs.

Section 4.04. Vacancies. A vacancy on the board of directors for any reason may be filled by the board or, if the board directs, by the members. The term of the director filling a vacancy will expire at the end of the unexpired term which the director is filling.

Section 4.05. Removal. 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. Additionally, a director may be removed by unanimous vote of the remaining board members if found to be in violation of fiduciary duty of the board.

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 a day and time determined by the board. 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.

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 (s) calling the meeting, and will be issued no fewer than two days before the date of the meeting.

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:

1. Reading and approval of minutes;
2. Officers’ reports;
3. Standing committees’ reports;
4. Ad hoc committees’ reports;
5. Unfinished business and general orders;
6. New business.

Section 4.13. Quorum. A majority of board members 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. The number required for any measure to pass is 50% + 1 of the members present when a quorum exists.

Section 4.15. Remote/Electronic Participation. Electronic meetings of the board of directors may be called by the President, on his/her own initiative, under special circumstances requiring prompt and decisive action by the board that cannot reasonably be achieved by any other procedural means set forth herein. In the President’s initial notice of such a meeting, he/she

shall specify a reasonable amount of time, with definitive deadline, during which members of the board of directors must respond. Any vote, or decisive action otherwise binding or intended to bind the board of directors, conducted during and electronic meeting requires the participation and/or response of at least half (1/2) of the membership of the board of directors, a quorum. An affirmative vote by a simple majority of all those participating or responding, constituting a quorum, prior to the specified deadline is sufficient to pass a motion or otherwise bind the board.

Section 4.16. 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 duly elected board members at the November board 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. No person may hold more than one office.

Section 5.02. Terms. The term of a principal officer will begin upon election and expire 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.

Section 5.03. Vacancies. A vacancy in the office of any principal officer for any reason will be filled by the board within 30 days of the vacancy.

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 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, ensuring 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 a monthly account of all transactions of the Association or whenever requested. The treasurer will assure compliance with financial standards applicable to non-profit organizations and applicable state and 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. The treasurer is responsible for ensuring the filing of the corporations annually required report to the Secretary of State.

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. Registered Agent. A registered agent will be maintained by the board of directors, annually.

Section 6.02. Fiscal Year. The Association's fiscal year will begin on January 1st and end on December 31st of each year.

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

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 board of directors.

CERTIFICATION

I certify that these revised bylaws were adopted by the board on January 27, 2018.

EXHIBIT A

