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## **By-Laws of the Sedgefield Neighborhood Association**

### Preamble & Mission

The Sedgefield Neighborhood Association (SNA) is a not-for-profit organization representing residents of the Sedgefield neighborhood of Charlotte, NC and Mecklenburg County. The SNA is dedicated to the betterment of the neighborhood by promoting community engagement, improving the quality of life for Sedgefield residents, advocating for community needs, and building and maintaining a close working relationship with city government. For this purpose, we adopt and establish these by-laws.

### Article I – Name

The organization is the *Sedgefield Neighborhood Association*, a not-for-profit organization, hereinafter referred to as the *Association*.

### Article II – Membership & Dues

#### Section 1 – Eligibility

- a) The membership of this Association shall be limited to residents of single or multi-family households and long-term renters (holders of a 12 month or longer lease) living in Sedgefield within the recognized boundaries. Geographic boundaries for neighborhoods are not recognized by the City of Charlotte government. However, the neighborhood is generally recognized as being bounded by South Boulevard, Ideal Way, McDonald Avenue, Park Road, Marsh Road, Auburn Avenue, and Hartford Avenue.
- b) All members must be legal adults.
- c) Businesses located within this boundary are not eligible for membership in the Association.
- d) Interested non-residents and businesses are encouraged to interface with the Association. They will not be charged dues and will not be eligible to vote. However, they will be welcomed to follow activities via email and social media channels, attend public meetings, voice opinions relevant to the neighborhood and participate in certain events.
- e) Any person desiring to become a member shall make payment of dues to the Board of Directors in such manner and form as the Association shall prescribe.

#### Section 2 – Membership

- a) Dues paying members shall be considered to be an Active Member for said calendar year.
- b) Term of Membership shall commence on the date of dues receipt by the Association Treasurer and shall expire on December 31 of that calendar year.
- c) Only active members shall be entitled to vote. Any active member may be represented by written proxy, absentee ballot or online virtual vote if not able to attend a vote in person.
- d) A household dues payment grants active voting membership to two adults living at the designated address.

#### Section 3 – Dues

- a) Amount. The annual dues will be \$50.00 per household or \$40.00 per individual, due and payable on January 1 of each calendar year.
- b) Due Date. Payment may be made anytime during the membership year for the current year ending December 31. Dues will not be prorated.

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- c) Any changes in the Dues amount and schedule must be approved by a simple majority vote of the Association's membership at a scheduled Association Meeting and will apply to all dues paid going forward. The Treasurer must provide a report of the Association financial status at the Meeting prior to changes to the Dues and Dues schedule being voted upon.
- d) Per the discretion of the Board any resident of the neighborhood may be granted membership regardless of the ability to pay dues.

### Article III – Governance & Officers

#### Section 1 – Board of Directors

- a) A Board of Directors, herein referred to as the Board, shall govern the Association. The Association members shall elect the Board.
- b) Board members must be voting members of the Association.
- c) The Association shall have nine (9) Board members, which shall serve two-year staggered terms with an election held each year.
- d) The Board of the Association shall be a President, a Vice-President, a Secretary, a Communications Director and a Treasurer. An additional four (4) at-large officer positions shall constitute the remaining positions on the Board.
- e) The Board shall temporarily fill vacancies on the Board, by a majority vote of the existing officers, until the next election. At the next election meeting, the temporary Board member can run as an incumbent for a full term of office.
- f) If at any point, Board membership falls below the designated nine officers, the Board may decide by simple majority vote to appoint a temporary replacement or to leave the position vacant until the next election. The five named positions of President, Vice-President, Secretary, Communications Director and Treasurer must always be filled.
- g) Board terms will be limited to four consecutive two-year terms or eight consecutive years (inclusive of interim positions), whichever comes first. Should a Board member reach their maximum term limit, a one-year hiatus is required before the individual is eligible to serve in an interim role or run for another term.

#### Section 2 – Election of Officers

- a) All Officers shall be elected by the active membership. Each Officer must receive a simple majority of the votes to be elected.
- b) Officers shall be elected at an Association Meeting on the second Tuesday of September and serve a two year term beginning October 1. The Board may shift the date of the election within one month, as long as the term of new officers can still begin on the first day of October.
- c) The existing Board will designate an officer whose term is not expiring to accept nominations and validate that candidates are Members of the Association in good-standing. The election date and call for nominees shall be announced to the active membership at least 30 days in advance of the election. The final slate of nominated candidates must be communicated to the active Membership at least ten (10) days in advance of the election to permit for written proxy votes, absentee vote and virtual votes to be collected.
- d) In-person voting may be performed via paper ballots or virtual voting. Paper ballots may be distributed, collected and counted at the association meeting.

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- e) For active members not in attendance, they may cast a vote from 48 hours prior to the election up to the designated start time of the election meeting. This may be provided by written proxy, online virtual vote or absentee ballot.
- f) The existing board will designate two volunteers, present at the in-person meeting, that are not running for office or related to a nominee, to collect and count paper ballots. These volunteers will also review the verification, validation and count of any written proxy, absentee and virtual votes collected by the start of the meeting.
- g) In the event of ties, run off rounds may be used to shorten the list of candidates.
- h) Election votes shall be by secret ballot. The results of the election shall be announced at the meeting and communicated thereafter to the full membership.

### Section 3 – Special Committees

The Officers may appoint special committees to perform such duties as they determine. Social Activities, Major Events (such as Sedgefest), Website and Social Media are among the various roles that may merit a special committee or designated chairperson. The Board shall maintain and publish a list of active committees and their designated chairperson.

### Section 4 – Removal of Officers

- a) Board members will comply with all by-laws and policies of the Board and Association. All Board members may be subject to review by the Board for failure to comply or for any conduct that is inconsistent with the goals, functions and operations of the Board and/or Association.
- b) Any officer or Board member may be removed by a (2/3) vote of the remaining officers.
- c) A Board member may choose to resign from their position on the Board with written notification to the President. Reasons for resignation, if requested, will be kept confidential.

### Section 5 – Officer Responsibilities

- a) President – The President shall be the chief executive officer of the Association and shall have general charge of the business affairs and property of the Association. The President shall preside at all meetings of the membership and of the Officers. The President shall have signing power on bank accounts in addition to the Treasurer. The President will work to fill vacancies on the Board in a timely manner. The President will establish policy for the Association and ensure the bylaws are met. The President shall represent the neighborhood to all public and outside entities.
- b) Vice-President – The Vice-President, in absence or disability of the President, shall act in the President's stead. The Vice-President is also responsible for acting in the capacity of other officers during meetings, in the event that officer is absent.
- c) Secretary – The Secretary shall keep the minutes of the meetings and attend to the correspondence pertaining to the Board. The secretary must ensure meeting minutes are available and communicated to the general membership. They will have responsibility for the agenda of Association and Board meetings and ensure meetings are held. The Secretary shall maintain the list of active members and have responsibility for maintenance and safe handling of Member contact information.
- d) Treasurer – The Treasurer shall be responsible for all financial functions of the Association, maintaining a budget, remitting payments, keeping full and accurate accounts of receipts and disbursements and making reports of the financial condition of the Association to the Membership at least twice per year. They must maintain the not-for-profit tax-exempt status of the organization and file all appropriate paperwork with the Internal Revenue Service.
- e) Communications Director - The Communications Director shall be responsible for all communications external to the Board of Directors. They will ensure relevant information is

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communicated to the active Association Membership in a timely manner. They will be responsible for ensuring maintenance of the Association website and social media channels. They will oversee advertising of Association news and activities via social media channels and/or newsletters, as well as reaching out to new community residents.

f) At-Large Officers - At-large officers will support the goals and mission of the Association and perform any duties assigned by agreement of the Board. This may include management of special committees.

## Article IV – Operations

### Section 1 - Board Responsibilities

- a) The Board shall be responsible for conducting the day-to-day operations of the Association.
- b) The Board shall develop and maintain a budget for the Association.
- c) The Board shall develop policy to address all governance issues not specifically identified by these bylaws.
- d) The Board shall determine and represent the position of the Association on all issues of importance to the neighborhood and be a voice for the residents in interactions with local government officials and businesses operating in the neighborhood.
- e) The Board shall receive no compensation for their services as officers.

### Section 2 - Meetings

- a) Association Meetings - General meetings of the Association shall be held quarterly with appropriate written notice given to the membership.
- b) Board Meetings - there shall be a minimum of six (6) monthly meetings of the Board of Directors. The Secretary shall furnish Board meeting minutes and voting results to active Association members.
- c) Quorum - A quorum of Board members for the conducting of Association business at board meetings shall consist of 50% of the sitting board members, and no less than 4 persons. A quorum of active members for the conduct of Association business at general meetings shall consist of 10% of active members, including those represented by proxy, absentee or virtual vote. While meetings may proceed without a quorum, quorum is necessary for any votes to be binding.
- d) For conduct of meetings, Robert's Rules of Order will be applied as needed where the bylaws are silent. The Board may designate a parliamentarian from amongst its ranks. If not designated, this responsibility will fall to the Vice-President.

### Section 3 - Contracts and Services

- a) The Board may authorize any officer or agent to enter into a contract on behalf of the Association by simple majority vote of the Board.
- b) Unless previously authorized by the Board or the bylaws, no officer or agent shall have any power or authority to bind the Association by any contract or obligation, or to pledge its credit, or render it liable for any purpose or in any amount.
- c) Monies raised from the payment of Dues shall be used for projects and services for the benefit of the Association, as deemed appropriate by a majority vote of the Board, if the expenditure is under \$2,500. Any expenditure over \$2,500 must be approved by a majority of the Association membership at a regularly scheduled meeting.

### Section 4 - Internal Revenue Code Restrictions

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- a) The Association shall not have members of capital stock and no stock or shares shall be issued. No incorporator, director or officer shall at any time be considered to be the owner of any of the assets, property or income of the Association, nor shall they, by distribution, liquidation, dissolution or in any other manner, be entitled to or receive any of said assets, property or income, all of which shall be devoted exclusively and forever to the purposes of the Association or disposed of as hereinafter provided.
- b) The Association is not organized and shall not operate for profit, and no part of its net earnings shall inure or may lawfully inure to the benefit of any private incorporator, director, officer or individual. The above provisions, however, shall not prevent the payment of reasonable compensation to any person, organization, firm or corporation for services rendered to this Association
- c) The Association shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- d) The Association shall be fully organized as a not-for-profit charitable organization and shall operate as such under all laws of the State of North Carolina, United States.

## Article V – Amendments

### Section 1

Amendments of these bylaws may be adopted by two-thirds (2/3) vote of the Association members attending or voting by proxy, absentee ballot or virtual vote at any regular or special meeting, provided that written notice of the proposed change in bylaws has been submitted to the active membership at least ten (10) days prior to the vote.

## Article VI – Dissolution

### Section 1

Upon dissolution of the Association, any capital assets will be split equally and donated between the named elementary and middle schools serving the Sedgefield Neighborhood, as designated by the Charlotte Mecklenburg School district..