

**Wilmore Neighborhood Association  
By-Laws  
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## **ARTICLE I Name and Location**

The name of the organization shall be the Wilmore Neighborhood Association Inc. (WNA), Charlotte, North Carolina. The principal office of the organization shall be located at the Wilmore Neighborhood Center. All official mail shall be received at the Association Post Office Box.

## **ARTICLE II Objectives**

Section 2.1 Objectives. The objectives of the organization are and shall be:

1. To develop full utilization of talent and human-power within the neighborhood and to forge a sense of community.
2. To promote the Wilmore Community, its resources and advantages to interested persons and groups and to the public at large.
3. To provide a communications base for meaningful discussions of issues pertinent to the community.

4. To promote and provide a basis for making known, to interested parties, community members' views on issues of any nature.
5. To promote the architectural heritage, as well as other features affecting the lives of residents of the Wilmore Community, by encouraging renovation of existing structures where possible, promoting a compatible blending of old and new businesses and residences through community involvement in planning, zoning and other issues which may affect the community.
6. To develop a pool of leadership and broad understanding of those factors influencing the quality of life within the community.
7. To establish specific goals, backed by planning, legal advice and other professional opinions in order to promote the cause of neighborhood involvement in city and county planning.
8. To encourage and promote a closer association of business firms, residents and interested parties for the general welfare and progress of the Wilmore area and surrounding areas of the city.
9. To promote the development of recreational, cultural, and educational programs and facilities in the Wilmore and surrounding areas of Charlotte, North Carolina; and to make donations for the public welfare or for religious, charitable, scientific, or educational purposes but, but not to or for the use of any political party nor for any partisan political activity.

Section 2.2 Policies. The Board of Directors of the WNA, the composition of which is described in Article V of these Bylaws, may adopt policies and procedures consistent with these Bylaws, which policies shall be binding on the WNA and its members. The policies will be made available for the public either in printed or electronic material.

### **ARTICLE III Membership**

Section 3.1 Single Class. The membership of the WNA, hereafter referred to as the Association, shall consist of a single class.

Section 3.2 Members. The eligibility in the Wilmore Neighborhood Association shall consist of the following criteria:

- (1) Adult persons, age 21 years or older; and
- (2) who can demonstrate either;
  - a. his or her legal residence continuously during the previous 6 months was within the geographical boundaries of the Wilmore Community as set by the Board of Directors;
  - b. that he or she is the registered owner of property located within the geographical boundaries of the Wilmore Community as set by the Board of Directors as shown by the Register of Deeds office of Mecklenburg County, North Carolina; and
- (3) provides evidence to the board of directors a desire to be members of the Association; and

- (4) pays such dues as may be prescribed by the Board of Directors  
Notwithstanding the above listed criteria for individuals, the membership of the Association shall consist of such businesses, churches, associations or other organizations which may be accepted for membership by the Board of Directors; provided that all such businesses, churches, associations and organizations shall have only one designated representative to act and vote on their behalf.

Section 3.3 Membership Year. The membership will be from January 1 to December 31.

**ARTICLE IV**  
**Officers**

Section 4.1 Officers of the Association. The officers of the Association shall be a President, a Vice-President-President Elect, a Secretary, and a Treasurer . Section 4.2

Compensation. Compensation, if any, for officers shall be approved by a majority of the Board of Directors at a properly called meeting and by a majority of the membership present at any regularly or specially called meeting.

Section 4.2 Elections. These officers shall be elected by the membership at the annual membership meeting in December. The officers shall hold office for one year or until their successors are duly elected. Nominations can be accepted by any officer at any time before the December meeting. The President and Vice President must have previously served on the Board of Directors or be a current board member in the past 5 years.

Section 4.3 Vacancies. Vacancies for any office which occur between annual elections shall be filled by majority vote at a properly called meeting of the Board of Directors at which two-thirds of the directors and officers are present.

Section 4.4 Duties.

A. President. The President shall preside at all meetings of the Board of Directors and at all meetings of the membership. The President, unless otherwise ordered by the Board of Directors, shall have authority to appoint such standing and special committees as he or she may deem proper, and shall define the powers and duties of all committees, appoint committee chairpersons, and fix the period of the existence of each during his or her administration. The President may vote only if, after each director and officer present at any directors meeting has cast his or her vote on a question, a tie vote is recorded, then the President may cast another vote to break the deadlock. The President shall at the regularly scheduled directors meeting succeeding, report any action taken or opinion given by him or her in his or her capacity as Association President. In addition to powers and duties specifically set forth herein, the President shall have such powers as are ordinarily incumbent upon the Chief Corporate Officer, including those established by statute except where specifically limited herein.

B. Vice-President-President Elect. In the absence or inability of the President, the Vice-President-President Elect shall perform the duties and exercise the powers ordinarily delegated to the President. In addition, the President may

delegate to the Vice-President-President Elect such of his or her powers as he or she sees fit during his or her administration. Should the President be unable to fulfill the duties of the office by resignation or another action, the Vice President-President Elect shall assume the office.

- C. Treasurer. The Treasurer shall keep and maintain all records of monies collected and disbursed, in the form and manner prescribed by the Board of Directors. He or she shall generally perform such duties as are ordinarily incumbent upon a Treasurer. He or she shall present a written financial report at each regularly scheduled meeting of the Board of Directors and shall present a written financial report at the annual membership meeting.
- D. Secretary. The Secretary shall keep and maintain the minutes of all directors meetings and membership meetings, all records of membership and attendance, and shall conduct such correspondence as may be required by the President and/or the Board of Directors. He or she shall also have charge of the corporate seal and shall sign with any other officer such instruments as required his or her signature. The Secretary shall be responsible for notice of any meeting of the Board of Directors or membership meeting.

## **ARTICLE V**

### **Powers and Duties of Board of Directors**

- Section 5.1 Board of Directors. The business of the Association shall be conducted by a panel of 15 Board of Directors including the officers. It shall exercise all corporate powers not otherwise delegated, subject only to such restrictions as provided by these By-Laws. They shall control and manage all property and activities of the organization, except as otherwise provided for in these By-Laws. It shall determine and pass upon matters of policy concerning the Association and may delegate the execution of the policies and business of the Association to any officer or officers or to any committee or committees. The Board of Directors shall set and retain control over membership dues and fees, if any. The Board may consider and express an official position on issues, whether political or not, which directly affect the Wilmore community if such issues are not to be decided by popular vote. The Board of Directors shall consider, debate, vote on, take a stand on, or express an opinion on an issue to be decided by popular vote only when a quorum of Directors eligible to vote are present at a regularly scheduled directors meeting. The Board shall not endorse any candidate or political party, nor make any contributions to a candidate or political party.
- Section 5.2 Elections. The Board of Directors shall be elected by the membership at the annual membership meeting in December.
- Section 5.3 Vacancies. Vacancies for the Board of Directors which occur between annual elections shall be filled by majority vote at a properly called meeting of the Board of Directors at which two-thirds of the directors and officers are present.

- Section 5.4 Terms. A member will serve as a Board of Director for three (3) years and can then be nominated again for another term. The term will be complete after the third membership meeting following appointment.
- Section 5.5 Meetings. The Board of Directors shall hold regular monthly meetings, at such time and place as the Board may establish. No monthly notice of such regularly scheduled meetings need be given to individual directors unless the Board shall decide otherwise. Special meetings may be held at any time on the call of the President or upon written request of six (6) directors; such request must state the purpose of the meeting and be delivered to the President at least seven days prior to such meeting. Notice of such special meeting, stating the specific purpose for such meeting, shall be given to the officers and directors at least five (5) days prior to such meeting time.
- Section 5.6 Action Taken Without a Meeting. The directors shall have the right to take any action which they could take at a meeting, in the absence of a meeting, by obtaining the written approval of two thirds (2/3) of the directors (including email). Any action so approved shall have the same effect as though taken at a meeting of the directors.
- Section 5.7 Quorum. Except as otherwise herein specifically provided, a quorum for any directors meeting shall consist of two thirds (2/3) active directors including elected officers.
- Section 5.8 Alteration of Election Procedure. The Board of Directors may, by majority vote, at a regular or special meeting at which a quorum of two thirds of the officers and directors are present, change the election procedure. No change may be made which would not maintain a "one member - one vote" rule.
- Section 5.9 Monetary Decisions. All monetary decisions over \$100 have to have board approval including the purchase and sell of property but excluding the payment of regular monthly bills after the initial approval.
- Section 5.10 Voting. All decisions by the Board of Directors must be approved with a majority vote at an appropriately called meeting of the Board of Directors in which a quorum is present.

## **ARTICLE VI**

### **Disqualification for Cause**

- Section 6.1 Removal. All officers or directors, upon prior approval from the Board of Directors to represent the WNA during any public or private event, shall conduct themselves at all times in a professional manner. Any officer or director who fails to perform the duties of his or her office including representing the WNA at public or private events shall as herein set forth be removed from office.
- Section 6.2 Removal for Non-Attendance. Any officer or director who fails to attend three (3) consecutive regularly scheduled meetings without reasonable excuse shall be

removed from office. Reasonable excuse shall be defined by the Board of Directors.

- Section 6.3 Removal Procedure. An officer or director may be removed from office by either (a) majority vote of the Board of Directors at a regularly scheduled or specially called meeting at which a quorum of two-thirds of the directors and officers shall be present or (b) majority vote of the membership in a specially called meeting at which a quorum of two-thirds (2/3) of the Association members are present in person (a special meeting for this purpose shall be called upon the written request to the President by two thirds (2/3) of the members of the Association).
- Section 6.4 Notice of Removal Action. The Officer or Director at issue shall be given at least five (5) days written notice of such meeting and the specific facts to be presented. In any meeting at which a vote for removal is to be taken, the Officer or Director at issue shall have a full and adequate opportunity to present arguments, facts, and other information to support his position, and if not present, shall be informed in writing of the Board or Association's actions.

## **ARTICLE VII Membership Meetings**

- Section 7.1 Annual Meetings of Members. The annual membership meeting of the Association shall be held during November or December of the calendar year, on such date, hour and place as designated by the Board of Directors, and upon ten (10) days notice thereof to the membership.
- Section 7.2 Special Meetings of Members. Except as herein otherwise provided, special meeting of the membership may be called at any time by the Board of Directors or upon the written request to the President by a petition signed by two-thirds (2/3) of the Association members.
- Section 7.3 Notice of Special Meetings of Members. The Secretary shall be instructed to call such special membership meetings by giving members five (5) days notice in advance thereof. No business shall be transacted at a special meeting other than that for which the meeting is called.
- Section 7.4 Rules For Meetings. Conduct of the Association's meetings shall be governed by Robert's Rules of Order, construed to allow liberal discussion of issues of interest to members in a respectful and dignified manner.
- Section 7.5 Vote. Each member shall be entitled to one vote at any regular or special meeting of the membership and no member shall have more than one vote. Members must be present at meetings to vote and there shall be no proxy. A majority of the members voting shall determine any question that may come before the association, provided the quorum required, as defined in Section 7.6, has been met.
- Section 7.6 Quorum. Except as herein otherwise provided, at any regular or special meeting of the membership, the attendance of thirty-five (35) members in person shall constitute a quorum for the transaction of business.

Section 7.7 Notice. Shall mean either through the U.S. Postal Service or by posting in the marquee outside the Wilmore Neighborhood Center.

**ARTICLE VIII  
Committees**

There shall be such standing and special committees as shall be appointed by the President by virtue of powers herein before enumerated. The committees' powers duties and period of existence during his or her administration shall be fixed by the President of the Association. Such powers, duties and existence shall continue until and unless the President shall otherwise direct. Each committee chairperson will report at the monthly directors meetings unless the President shall otherwise direct.

**ARTICLE IX  
Rules and Regulations**

The Board of Directors shall from time to time, prescribe such rules and regulations to be observed and adhered to by the members, as may be deemed advisable and for the best interest of the Association.

**ARTICLE X**

Section 10.1 Amendment by Directors. These By-Laws or any part or section thereof may be altered, amended or repealed by majority vote of the Board of Directors at a special meeting at which two thirds of the officers and directors are present.

**ARTICLE XI  
Voting**

Section 11.1 Proxy. No vote by proxy will be allowed for any question, issue or candidate under any Article of these By-Laws.

Section 11.2 Written Ballots. The Board of Directors may establish rules for the distribution of written ballots for any questions, issues or elections by either the Board of Directors or the Association membership.

**ARTICLE XII  
Indemnification**

Section 12.1 Right to Indemnification. The Association shall indemnify any person who at any time serves or has served as a director or officer of the corporation, or who, while serving as a director or officer of the corporation serves or has served at the request of the corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or as a trustee or administrator under an employee benefit plan, shall

have a right to be indemnified by the corporation to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, incurred by him or her in connection with any threatened, pending or completed civil, criminal, administrative, investigative or arbitral action, suit or proceeding (and any appeal therein), whether or not brought by or on behalf of the corporation, seeking to hold him or her liable for reason of the fact that he or she is or was acting in such capacity, and (b) reasonable payments made by him or her in satisfaction of any judgment, money decree, fine (including an excise tax assessed with respect to an employee benefit plan), penalty or settlement for which he or she may have become liable in any such action, suit or proceedings.

The Officers and Directors of the Association shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the corporation, and the Association shall indemnify and forever hold each such Officer and Director free and harmless against any and all liabilities to others on account of any such contract or commitment. Any right to indemnification provided for in any such contract or commitment shall not be exclusive of any other rights to which any Officer or Director of the Association or former Officer or Director of the Association may be entitled.

Section 12.2 Payment of Indemnification. The Board of Directors of the corporation shall take all such action as may be necessary and appropriate to authorize the corporation to pay the indemnification required by this by-law, including, without limitation, making a determination that indemnification is permissible in the circumstances and a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him or her. The Board of Directors may appoint a committee or special counsel to make such determination and evaluation. To the extent needed, the Board shall give notice to, and obtain approval by, the members of the corporation for any decision to indemnify.

Section 12.3 Binding and Non-Exclusive. Any person who at any time after the adoption of these by-laws or has served in the aforesaid capacity for or on behalf of the corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this bylaw.

### **ARTICLE XIII Terminology**

Wherever used herein, and as the context may require, the singular shall include the plural and the use of any gender shall be applicable to all genders. The WNA shall be included to mean the Association, and or Wilmore Neighborhood Association, Inc. interchangeably.

**ARTICLE XIV**  
**Implementation**

These by-laws supersede any previous by-laws or legal document adopted by the Wilmore Neighborhood Association, Inc.