Hilltop Neighborhood Association By-Laws

Effective immediately upon adoption

Article I: Name of Organization

The organization shall be known as the Hilltop Neighborhood Association (HNA), hereinafter referred to as the "Association."

Article II: Boundaries

The boundaries of the Association shall be bordered by the following roads: Brainerd Road, Belvoir Avenue, N Terrace, and Germantown Road. Changes to the boundaries of the Association shall be set by the Board of Directors.

Article III: Purpose

The Association shall be a non-partisan, non-sectarian and non-profit organization. The Association, however, reserves the right to take positions and to express views on any legislation, ordinance or course of action which in the judgment of the Association will affect the welfare of its members.

The Association may support, collaborate and join other civic groups whose purpose and actions are consistent with the welfare of the Brainerd community, provided that the Association as a distinct organization is not compromised.

The Association hopes to:

1. Promote and spread a spirit of involvement and cooperation among the various members of our community;
2. Evaluate the various needs of our community;
3. Encourage residents, landlords and commercial establishments to maintain and improve their property to the benefit of the total community;
4. Encourage government entities to properly maintain the areas under their responsibility;
5. Maintain an active interest and participation in projects and programs affecting and/or benefiting our area;
6. Foster a sense of pride in our community, thereby improving its overall image and condition;
7. Preserve the history of the neighborhood.

Article IV: Membership

Section 1. Voting Rights

The Association will consist of 1 voting class and 1 non-voting class:

1. Individual - membership is open to any adult of legal voting age meeting the following stipulations: 1) Owning property within the boundaries of the neighborhood (membership conferred immediately) or renting property within the boundaries of the neighborhood (membership conferred after one year) and 2) residing within the boundaries of the

neighborhood set by the Board of Directors. Voting privileges are conferred.

2. Associate and Honorary - membership shall be conferred upon any individual or organization at the discretion of the Board of Directors. However, the Associate and Honorary class shall not have voting privileges. This may include individuals who operate businesses within the bounds of the neighborhood.
3. Members are eligible to vote on all items.

Section 2. Resignation

Membership shall automatically cease upon failure to maintain active residency or if a member no longer resides at all within the boundaries of the Association. Any member may also resign by notifying the Association President in writing.

Article V: Dues

A $0.00 membership fee shall be payable on January 1st of each year by each voting class member. Any increase to the membership fee shall be approved by a majority of voting class members at the annual meeting. When no annual dues are collected all members of the association will be expected to contribute to association projects on an as needed basis to the extent that their personal financial position allows.

Article VI: Fiscal Year

The Association fiscal year begins on January 1st and ends on December 31st.

Article VII: Meetings

Section 1. General Meeting

The Association shall typically hold general neighborhood meetings quarterly. The meeting date location shall be communicated to the members at least one week in advance. The Officers shall have the ability to cancel if there is no agenda or call special meetings if there is an agenda.

Section 2. Business of the Annual Meeting

The Membership at the annual meeting shall elect Officers and members of the Board of Directors. The membership shall approve the annual financial report by the Treasurer and hear a summary of activities of the Association President. The membership shall approve amendments to the Constitution and By-laws and shall conduct any other such business as deemed necessary by the Board of Directors.

Section 3. Notice of the Annual Meeting

All residents of the neighborhood, by general communication, shall receive notice of the date, time and place of the Annual Meeting at least fourteen (14) days prior to the date of the meeting. The annual meeting shall be held in September of each year.

Section 4. Other Membership Meetings

The Board of Directors may call special meetings of the membership at its discretion. Notice of all unscheduled meetings shall be given at least 1 week in advance. The Board of Directors are compelled to call a membership meeting upon receiving written request from at least 30 percent of the Association members.

Article VIII: Board of Directors

Section 1. Number

The Board of Directors shall be comprised of: President, Vice-President, Secretary, Treasurer, and five (5) at-large Directors elected by the membership.

Section 2. Date and Manner

The Directors shall be elected from among the membership at the annual meeting of the Association in September.

Section 3. Term of Office

The Directors shall serve a term of two (2) years, and each Director shall be limited to two (2) consecutive terms, not including those terms served in other positions as an officer. The Board of Directors may meet quarterly at a time and place selected by the President to discuss the Association's business and to set forth an agenda for the following general membership meeting.

Section 4. Nominations and Elections

1. At the September general membership meeting, nominations shall be made by a committee consisting of two officers not seeking re-election, plus three members elected to committee service by the general membership at the June general meeting. However, any member has the right to nominate a member from the floor for any office or Board position, and additional nominations may be made at the time of the election. All nominees must be current active members.
2. Officers and four at-large Directors shall be elected by a simple majority of those current dues paying members in attendance at the September meeting for the term of two years, to commence in January.
3. Officers are: President, Vice-President, Secretary and Treasurer. No officer shall serve more than two consecutive terms in the same office. Vacancies in office shall be handled as follows:
    - In the event of death, resignation or incapacity of the President, the Vice-President shall become the President for the unexpired term.
    - Vacancies in office other than the President, and on the Board of Directors, shall be filled for the unexpired term from the general membership by the Board of Directors.
    - Unexcused absences from three consecutive meetings shall constitute a vacancy of the office.

Section 5. Filling Vacancies

Vacancies (unexpired term) on the Board of Directors shall be filled by qualified candidates nominated by the President and approved by the Board of Directors.

Section 6. Removal of Directors

A member of the Board of Directors will be considered to have automatically resigned from the Board of Directors if membership in the Association is no longer maintained or if three (3) consecutive meetings of the Board of Directors are missed without

permission from the President. A Director may also resign upon submitting a written resignation to the President. A member of the Board of Directors may be removed from office by a vote of two thirds (2/3) of the Board of Directors for cause.

Section 7. Meetings and Quorum

A Quorum of the Association is defined as at least ten registered members and a majority of the Board of Directors.

Section 8. **Representation**

The Board of Directors shall consist of individuals that are representative of the neighborhood.

Section 9. Ex-Officio members

All past Presidents and the Historian shall serve as permanent ex-officio members of the Board of Directors. The Board of Directors may also invite other qualified individuals to serve as ex-officio members.

Article IX: Duties

The President shall:

- Preside at all meetings of the organization.
- Call special meetings at their discretion and with the approval of a majority of the Board of Directors.
- Have the ability to sign all warrants/checks on the treasury of the organization with approval from the Board of Directors.
- See that the regulations of the organization are enforced.
- Carry out assignments and instructions given to him/her by vote of the organization.
- Perform such other duties as customarily pertain to the office of the President.
- Appoint standing and special committees' chairpersons with the approval of a majority of the Board of Directors.

The Vice-President shall:

- Aid the President and in case of the absence or disability of the President, shall assure and perform the duties of the President.
- Perform such other duties as customarily pertain to the office of the Vice-President.

The Secretary shall:

- Keep the records of membership attendance at all meetings and shall record and distribute to the members of the Board of Directors, minutes of each meeting.
- Maintain and preserve all current and past minutes of organization meetings.
- Seek approval of the minutes from the general membership and Board of Directors meetings at the meeting that follows their transcription. Minutes may be read at the meetings or placed on the website.
- Issue notices of all meetings and agendas, after consultation with the President.

The Treasurer shall:

- Collect all fees and dues, if applicable
- Make timely deposits in the official depositor and shall disburse such funds at the

direction of the Board of Directors.

- Pay the bills of the organization and upon order or warrants signed by the President.
- Render an accounting each month or more often if required of all receipts and expenditures.
- Counter sign all checks
- Serve as chairperson of the Budget/Finance Committee
- Make available to the Secretary the names of members who have paid.
- Make available to the President and Board of Director members all books and records.
- Make available all books and records to any authorized auditor for inspection.
- Provide a report to the membership at the annual meeting or any other such time as the Board of Directors may require.

The Historian shall:

- Publish and present neighborhood history at least once annually.
- Hold and maintain historical files, pictures, and publications pertaining to the neighborhood.
- Invite members to participate in collection of historical information.
- The Historian does not hold voting rights on the Board.

Article X: Committees

At the direction of the President and/or the Board of Directors, any committee may be formed that serves to carry out the goals and objectives of the Association.

Section 1: Committees

Committees may be appointed by the President. They shall perform the duties as defined at their creation and will automatically cease operation on December 31st unless otherwise instructed by the President.

Section 2: Committee Terms

All Committee members shall serve a term of one (1) year or until December 31st unless otherwise instructed by the President.

Section 3: Qualifications to Serve

Committees may consist of association members and non-members that may have special qualifications that would enhance the work of the committee. Non-members who serve on committees must be approved by the Officers of the association. All committee chairpersons shall be members.

Article XI: Parliamentary Authority

The referral authority for Parliamentary procedures shall be Robert's Rules of Order.

The Constitution and By-Laws of the Association may be amended by two-thirds affirmative vote of the active members present and voting at a regular meeting, provided that notice of such an amendment has been given to the general membership

at a previous regular meeting. All full text of such an amendment shall be mailed to all members at least fourteen (14) days prior to the date the amendment shall be constituted.

Article XII: Dissolution

The Hilltop Neighborhood Association may be dissolved in the same manner as the procedures outlined in Article XI, provided that the disbursement of all monies and properties be acted upon prior to dissolution, and in accordance with the requirements of the laws of the State of Tennessee.