

# Association Bylaws (DRAFT)

Change key: \*addition\* (~~deletion~~)

## BYLAWS OF BOYLAN HEIGHTS NEIGHBORHOOD ASSOCIATION OF RALEIGH, NC, INCORPORATED.

### ARTICLE I NAME AND LOCATION

The name of the corporation is Boylan Heights Neighborhood Association of Raleigh, NC, Incorporated, hereinafter referred to as the "Association". The principal office address of the corporation shall be located at \*906 W. South Street or as changed from time to time when practicable\* (~~610 S. Boylan Avenue~~), Wake County, North Carolina, 27603, but meetings of members and officers can be held at such places convenient to the Membership within the State of North Carolina, County of Wake. At all times herein, the Association shall maintain a registered office at \*906 W. South Street\* (~~610 S. Boylan Avenue~~), Raleigh, NC 27603 and with said registered agent being \*Michael Motsinger\* (~~Leslie Kellenberger~~).

### ARTICLE II PURPOSE

The Association shall preserve and enhance the quality and diversity of the neighborhood life in the Boylan Heights area of Raleigh, North Carolina. To accomplish this purpose, the Association shall:

- (1) Preserve and enhance the physical character of the neighborhood by encouraging maintenance, revitalization, and beautification of buildings, grounds, streets and common areas;
- (2) Be a voice for common neighborhood interests by acting as liaison with local government, and with institutions, schools, and businesses in and around the neighborhood, and to work with other neighborhood associations on common problems;
- (3) Encourage and facilitate vigorous citizen participation in governmental processes, especially those involving education, land use, zone changes, traffic patterns, and street modifications;
- (4) Support charitable organizations that also enhance the quality of life in and around the neighborhood; and
- (5) Encourage citizen participation in activities affecting the quality of life in the Boylan Heights Neighborhood and in Raleigh.

The Association is to be a nonprofit corporation formed under the laws of the State of North Carolina and shall be organized exclusively for charitable purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

### ARTICLE III MEMBERSHIP

The Members of the Association shall be \*adult\* individuals who are residents, employees, or owners of homes, property, or businesses within the Boylan Heights neighborhood. The Boylan Heights neighborhood is defined by the boundaries set by the Raleigh Historic Development Commission.

### ARTICLE IV MEETINGS OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the Members shall be held within one (1) year from the date of incorporation of the Association and each subsequent regular annual meeting of the Members shall be held each year thereafter. The primary purpose of the annual meeting will be to elect the **Officers (President, Vice-president, Secretary, Treasurer)** ~~Board of Directors~~ of the Association pursuant to Article V.

Section 2. Regular Meetings. Unless otherwise agreed, the Association shall hold a Regular Meeting once during each month, **\*with July and December being exempted at the discretion of the Board of Directors.\***

Section 3. Notice of Regular and Annual Meetings. Except as otherwise provided in the Articles of Incorporation or these By-Laws, notice of each Regular and Annual Meeting of the Members shall be given by, or at the direction of, the President or person authorized to call the meeting, by electronic **and/or** print medium to all Association Members **\*no less than five days before the meeting date\***. The notice shall include an agenda describing the subject matter of items about which the Members may set policy or act, as well as the date, time, and location of the Regular or Annual Meeting.

Section 4. Special Meetings. Special Meetings of the Members may be called by the President, by a majority of the Board of Directors of the Association, or by twenty or more Members of the Association. Notification of a Special Meeting shall be provided to the Members at least ten days, and not more than thirty days prior to a Special Meeting, by electronic **and/or** print medium to all Association Members. The notice shall include an agenda describing the subject matter of items about which the Association may set policy or act, as well as the date, time, and location of the Special Meeting.

Section 5. Action Taken at Meetings. The Association shall set policy or act by **\*simple\*** majority vote of the Members present, on policy issues outlined in the agenda of a meeting notice. If a new agenda item is raised at Regular or Special Meeting without notice, the Association may discuss the matter but may not take a final vote to set policy or act until the next Regular Meeting, or called Special Meeting, following notice of the new agenda item.

If a policy item or other time sensitive administrative decision requires action before the next Regular Meeting, or before a Special Meeting can be called, the Board of Directors of the Association is authorized, when appropriate, to take action on behalf of the membership. A **\*two thirds\*** majority of the Board of Directors must agree to the action in order to utilize such authority. Notification of the action shall be provided as part of the notification of the next scheduled Regular or Special meeting of the Association, at which meeting the interim action by the Board of Directors shall be approved or rejected by the Members.

Section 6. **\*Proceedings of the Boylan Heights Association will be conducted informally, but in the event of a dispute on how to proceed, and on the request of any member in attendance at a meeting of the Association - with a Point of Order request - the latest edition of "Roberts Rules of Order, Newly Revised, In Brief" will govern to the extent they are not inconsistent with these Bylaws.\***

~~(Robert's Rules of Order. The conduct at all meetings shall be in accordance with the most recently updated Robert's Rules of Order.)~~

## ARTICLE V

### OFFICERS AND MEMBERS OF THE BOARD OF DIRECTORS

Section 1. Management. – The affairs of the Association shall be managed by the Board of Directors, by majority vote of the number of filled positions, so elected, with powers consistent with the Articles of Incorporation and these Bylaws of the Association. The Board of Directors shall be authorized to act for the Association in the interim between meetings, pursuant to Article IV, Section 5.

Section 2. Enumeration of Officers. The Board of Directors shall consist of the Officers of the Association (President, Vice-President, Secretary, and Treasurer), Immediate Past President, and up to two At-Large Directors. **\*The Board of Directors shall serve without compensation.\***

Section 3. Election of the ~~(Board of Directors)~~ \*Officers\*. The election of the ~~(Board of Directors)~~ Officers shall take place at the Annual Meeting, \*normally during the May Association meeting\*. Only Members of the Association at the time of the election shall be eligible to be on the Board of Directors of the Association. The Immediate Past President shall automatically assume the role without election. \*Up to two At-Large Directors may be appointed at any Board Meeting by two thirds vote of the sitting Board of Directors.\*

Section 4. Term. The members of the Board of Directors shall serve a one-year term, with no limitations on future terms. The term ~~(of office)~~ \*of Officers\* shall commence upon election and continue until successors are elected at the annual meeting.

Section 5. Vacancies and Removal from Office. Any Director may be removed by a majority vote of the Members present (excluding the Director to be removed) at a Regular or Special Meeting, following notification. Upon the death, removal, resignation, incapacity, or ineligibility of a Director, Members shall elect a successor at a Regular or Special Meeting.

Section 6. Concurrent Office Holding. The offices of Secretary and Treasurer may be concurrently held by the same person during a given term.

Section 7. Duties. The duties of the Officers are as follows:

President

(a) The President shall preside at all meetings of the Association; determine and set the agenda for all Regular Meetings, see that orders and resolutions are carried out; and is the sole signatory for all authorized Association leases, mortgages, deeds and other written instruments, and shall execute all checks and promissory notes in the event that the Treasurer is unavailable due to death, removal, resignation, incapacity, or ineligibility

(b) The President shall appoint committee chairs, and other task force chairs. Any appointment can be overturned by majority vote of the Directors.

Vice President

(a) The Vice President shall act in the place and stead of the President in the event of the President's death, absence, incapacity, removal, or refusal to act, and shall exercise and discharge such other duties as required by the President.

Secretary

(a) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the members; maintain the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Association, and shall perform such other duties as required.

Treasurer

(a) The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution; shall authorize payment of all checks, \*to a limit of \$5000. Expenditures of greater than \$5000 require approval of the Board\* ~~(and sign (promissory notes) of the Association);~~ keep proper books of account; ~~(cause an annual audit of the Association books to be made by an independent public accountant)~~ \*conduct an annual review of the books of the Association, presented to the Board of Directors for approval\* at the completion of each fiscal year as directed by the Association; and shall prepare an annual budget as approved by the Board of Directors and statement of income and expenditures to be presented to the membership at the beginning of the fiscal year.

Immediate Past President

- (a) The Immediate Past President shall confer with the President and other officers as to the operation of the organization, planning and such other duties as may be delegated as to special projects. This position provides continuity to the Association, and Immediate Past \*P\*resident

- (b) may serve in absence of President ~~(and)~~ \*or\* Vice President, those duties delegated to him or her by these officers. If the Immediate Past President is no longer willing or able to serve it is up to the discretion of the ~~(Officers)~~ \*Board of Directors\* to appoint \*any Past President\* to fill the position, or leave it vacant.

#### ARTICLE VI RECORDS AND BOOKS

The records, books and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any Member at the principal office of the Association.

#### ARTICLE VII AMENDMENTS

Section 1. These By-Laws can be amended, at a Regular or Special Meeting of the Members, by 3/5 vote of those present and voting. For the amendment to be effective, the amendment must be approved at two consecutive meetings. Amendments may also be made by the Officers of the Association, without the consent of the Members, to achieve or maintain the tax-exempt status of the Association. Notification of the action shall be provided as part of the notification of the next scheduled Regular or Special meeting of the Association, at which meeting the interim action by the Board of Directors shall be approved or rejected by the Members.

Section 2. In the case of any conflict between the Articles of Incorporation and the By-Laws, the Articles shall control.

#### ARTICLE VIII DISSOLUTION

In the event that the Boylan Heights Neighborhood Association of Raleigh, NC Incorporated becomes inactive or dissolves, all monies in the general fund shall be distributed to The Project Enlightenment Foundation, a 501(c)(3) organization.

#### ARTICLE IX INDEMNIFICATION

Section 1. Liability. An Officer or Director shall not be personally liable for monetary damages as an Officer or Director for any action taken, or any failure to take any action, unless:

(a) the Officer or Director has breached or failed to perform his or her duties in accordance with the standard of conduct contained in the North Carolina Nonprofit Corporation Act, NCGS 55A-1-01 et. seq, and any amendments and successor acts thereto; and

(b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; Provided, however, the foregoing provision shall not apply to (a) the responsibility or liability of an Officer pursuant to any criminal statute, or (b) the liability of an Officer for the payment of taxes pursuant to local, state or federal law.

Section 2. Indemnification. The Association shall indemnify any director or representative of the Association who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, (and whether or not by, or in the right of, the Association) by reason of the fact that such person is or was a representative of the Association, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the criminal proceeding, had no reason to believe such conduct was illegal, provided, however, that no persons shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or

recklessness; and provided, further, however, in instances of a claim by or in the right of the Association, indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Association.

ARTICLE X  
MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year.

CERTIFICATION

I, the undersigned, do hereby certify that the foregoing Bylaws were adopted and ratified by the Members of the Boylan Heights Neighborhood Association on the XXth day of (month), 2025.

President: ~~(Steve Bryan)~~ \*Michael Motsinger\* <signature on file>

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this XXth day of (month), 2025.

Secretary: ~~(Josh Marlow)~~ \*Jane Barabash\* <signature and seal on file>