

**BYLAWS OF NEW HILL COMMUNITY ASSOCIATION, INC.**  
**Incorporated April 10, 2006**

**1. NAME, PURPOSE AND DESCRIPTION**

- 1.1 NAME.** The name of this organization shall be the New Hill Community Association, Inc. and shall also be known as "NHCA."
- 1.2 PURPOSE.** NHCA is an alliance of neighbors in or near the historic community of New Hill, North Carolina. Our purpose is to preserve and sustain the unique quality of life in our area by facilitating interaction between citizens. We are committed to advancing our common interests by acting as a unified group when interacting with neighboring communities and governments.
- 1.3 DESCRIPTION.** NHCA shall be an independent, nonprofit corporation. All activities shall be consistent with the spirit and legal requirements of such an organization. Any activities that would jeopardize nonprofit status shall be avoided.
- 1.4 DEFINITION.** NHCA shall encompass the citizens of Buckhorn Township in Wake County and citizens in adjacent areas in Chatham County desiring to be included in the New Hill Community Association.

**2. MEMBERSHIP**

- 2.1 ELIGIBILITY FOR MEMBERSHIP.** Application for membership shall be open to any resident or property owners that are at least eighteen (18) years old who live or own property in the area defined in paragraph 1.4. Membership is granted after completion and receipt of a membership application. All membership applications that meet above criteria shall be granted.
- 2.2 RIGHTS OF MEMBERS.** The Board of Directors has full discretion on which matters are submitted to membership for a vote. Each member shall be entitled to cast one vote on each matter submitted to membership.
- 2.3 MEMBERSHIP LIST.** NHCA will maintain a list of members meeting the requirements identified in paragraph 2.1.
- 2.4 MEMBERSHIP CONDUCT.** Members shall conduct themselves in legal, civil and ethical manners at all times. These bylaws shall be followed, commitments shall be honored, members shall be mutually respected, issues shall be discussed civilly, and differences shall be settled cordially.
- 2.5 ASSOCIATE MEMBER.** Associate memberships shall be awarded to individuals, organizations or businesses interested in contributing and working with the NHCA in achieving its goals. Associate members shall have no voting rights and are responsible for abiding by the NHCA corporate bylaws.
- 2.6 HONORARY MEMBER.** Honorary membership shall be awarded to individuals, organizations or businesses outside the community in recognition of their contributions and service or aid in achieving the goals of the NHCA. Honorary members shall have no voting rights.

**3. MEETINGS OF MEMBERS**

- 3.1 REGULAR MEETINGS.** Regular meetings of the members shall be held quarterly, at a time and place designated by a simple majority of the Board of Directors.

- 3.2 **ANNUAL MEETINGS.** An annual meeting of the members shall take place in the month of July, the specific date, time and location of which will be designated by a simple majority of the Board of Directors. At the annual meeting the board will announce changes to the board of directors and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.
- 3.3 **SPECIAL MEETINGS.** Special meetings may be called by the president, the Executive Committee, or a simple majority of the Board of Directors.
- 3.4 **NOTICE OF MEETINGS.** Notice of meetings shall be by any one or combination of the following: signs posted in the community, telephone calls, flyers, electronic mail, notice posted to the official website and newsletters not less than ten (10) days prior to the meeting.
- 3.5 **QUORUM.** The members present at any properly announced meeting shall constitute a quorum.
- 3.6 **VOTING.** All issues that the Board of Directors presents to the membership to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

#### 4. BOARD OF DIRECTORS

- 4.1 **BOARD ROLE, SIZE AND COMPENSATION.** The board is responsible for overall policy and direction of the association, and delegate's responsibility of day-to-day operations to the Executive Committee, staff and committees. The board shall have up to fourteen (14) members, but no fewer than seven (7) members. Board members receive no compensation, but may be reimbursed for reasonable, Association related expenses.
- 4.2 **TERMS.** All board members shall serve two-year terms, but are eligible for re-election for up to four (4) consecutive terms.
- 4.3 **MEETINGS AND NOTICE.** The board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least five (5) days in advance.
- 4.4 **BOARD ELECTIONS.** New directors and current directors shall be elected or re-elected by the board of directors at the annual board of directors meeting. Directors will be elected by a simple majority of members present at the annual meeting. The first elections will take place in June of 2007.
- 4.5 **ELECTION PROCEDURES.** A Board Development Committee shall be responsible for nominating a slate of prospective board members representing the association's diverse constituency.
- 4.6 **QUORUM.** A quorum must be attended by at least forty percent (40%) of the board members for business transactions to take place and motions to pass.
- 4.7 **OFFICERS AND DUTIES.** The Executive Committee shall have five (5) officers to the board, which will be the same five (5) officers to run the day-to-day activities of the association which shall consist of president, vice-president, secretary, treasurer, and at-large. Their duties are as follows:
  - 4.7.1 **THE PRESIDENT.** The president shall convene regularly scheduled board and association meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-president, at-large, treasurer, and secretary.
  - 4.7.2 **THE VICE-PRESIDENT.** The vice-president shall chair committees and projects on special subjects as designated by the board.

- 4.7.3 THE SECRETARY.** The secretary shall be responsible for keeping records of board and association meetings, including overseeing the taking of minutes at all meetings, distributing copies of meeting minutes and the agenda to each board member, and assuring that corporate records are maintained.
- 4.7.4 THE TREASURER.** The treasurer shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, prepare all necessary taxes and IRS documentation, and make financial information available to the board members and the public.
- 4.7.5 AT-LARGE.** The at-large shall be responsible for notification by signage of the association meetings, the association newsletter, and any other special tasks delegated by the board.
- 4.8 VACANCIES.** When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting.
- 4.9 RESIGNATION, TERMINATION, AND ABSENCES.** Resignation from the board must be in writing and received by the Secretary. A board member shall be terminated from the board due to excess absences, more than two unexcused absences from regular quarterly board meetings in a year. A board member may be removed for other reasons by a three-fourths (3/4) vote of the remaining directors.
- 4.10 SPECIAL MEETINGS.** Special meetings of the board shall be called upon the request of the president, or one-third of the board. Notices of special meetings shall be sent out by the president or secretary via US Mail or electronic mail at least five (5) days in advance.

## **5. COMMITTEES**

- 5.1 COMMITTEE FORMATION.** The board may create committees as needed, such as fundraising, publicity, data collection, etc. The president appoints all committee chairs.
- 5.2 EXECUTIVE COMMITTEE.** The five officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and the bylaws, the Executive Committee shall have all the powers and authorities of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.
- 5.3 FINANCE COMMITTEE.** The treasurer is the chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within the budget. Any major change in the budget must be approved by a majority of the board of directors. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization

are public information and shall be made available to the membership, board members and the public.

**6. AMENDMENTS**

**6.1 AMENDMENTS.** These bylaws may be amended when necessary by two-thirds majority of the board of directors. Proposed amendments must be submitted to the Secretary to be sent out with regular board announcements.

**CERTIFICATION**

These bylaws were approved at a meeting of the board of directors by a two-thirds majority vote on May \_\_\_\_\_, 2006.

\_\_\_\_\_  
Secretary: Vickie Gardner

\_\_\_\_\_  
Date