

NEW HOPE IMPROVEMENT ASSOCIATION BYLAWS

1 PREAMBLE

We, the residents and property owners in and surrounding the New Hope Creek Area, do unite to establish a non-profit permanent charitable organization.

2 NAME

The name of the organization shall be the New Hope Improvement Association, Inc., hereinafter referred to as the "Association".

2.1 PRINCIPAL OFFICE

The principal office of the Association is located at:
4014 Whitfield Road
Chapel Hill, NC 27514

2.2 PRINCIPAL MAILING ADDRESS

New Hope Improvement Association
PO Box 16013
Chapel Hill, NC 27516-6013

3 PURPOSE

The purpose of the Association shall be to promote the common good of the residents, property owners, and interested citizens of the New Hope Creek Area.

4 STANDING RULES

The operations of the Association are to be governed by a set of standing rules that address the detail of process and operation that are not covered in this document. The Standing Rules may not contradict or override any item within this document.

5 AREA

The New Hope Improvement Association membership area shall include all of the area in the New Hope Fire District in Orange and Durham Counties, and shall also include all of the area in Orange and Durham Counties adjacent to and bounded by the following streets, roads, and highways: Beginning at the intersection of Old NC 86 and New Hope Church Road; continuing with New Hope Church Road in a northeasterly direction to Old NC 10; then right on Old NC 10 to NC 70; then right on NC 70 to NC 751; then right on NC 751 to Kerley Road; then right on Kerley Road to W. Cornwallis Road; then left on W. Cornwallis Road to Erwin Road; then right on Erwin Road to Randolph Road; then left on Randolph Road to Pickett Road; then left on Pickett Road (including Pineview Circle, Brecknock Street and Donnigale Avenue) to Garrett Road; then right on Garrett

DRAFT 09.22.2016

Road to NC 15-501; then right on NC 15-501 to I-40; then right (west) on I-40 to the Erwin Road overpass; then with Erwin Road as it crosses below the I-40 overpass in a southwesterly direction to Weaver Dairy Road; then right on Weaver Dairy Road as it crosses Martin Luther King, Jr. Blvd. and becomes Weaver Dairy Road Extension; then with Weaver Dairy Road Extension to Homestead Road; then right on Homestead Road to Rogers Road; then right on Rogers Road to Eubanks Road; then right on Eubanks Road to Old NC 86; then left on Old NC 86 to the point of Beginning.

6 MEMBERSHIP

6.1 MEMBER

Any person, over the age of 18, who has been listed on a legible application and who has paid dues for the current dues period is a member of the Association unless he/she have been previously expelled from the Association.

6.2 VOTING MEMBER

Only members who are either primary residents or own property within the New Hope Creek Area as defined in Bylaws Section 5 are granted voting privileges. These members shall be referred to as voting members.

Any current member as of (insert date) who resides outside of the New Hope Creek Area as defined in Bylaws Section 5, shall be grandfathered in as a voting member for so long as the current member continues to maintain their membership by paying the annual dues.

6.3 VOTING RIGHTS

The payment of annual dues will entitle each voting member listed on the membership application to one (1) vote in any Association business.

6.4 RESIGNATION

Any member desiring to resign from the Association shall submit a letter of resignation in writing to the Secretary of the Association for recording and communication to the Board of Directors. A resignation may be submitted by electronic mail (hereafter, email).

6.5 Expulsion

The Board of Directors may consider expulsion of any Association member upon the written recommendation and justification by a member of the Association. Upon receipt of the written notification, the Board will initiate an inquiry by appointing a Special Review Committee of five (5) non-Board voting members to review the recommendation and its justification(s). The member being recommended for expulsion will have the opportunity to address the Special Review Committee and defend the actions causing said recommendation for expulsion. In order to recommend expulsion, the Special Review Committee must vote unanimously for the recommendation of expulsion. The decision of the Special Review Committee is presented to the Board in writing for Board action. The President shall notify the member of the Special Review Committee's decision and the Board's action.

7 DUES

7.1 DUES AMOUNTS

The amount of dues for the upcoming year is to be established by the Board of Directors and presented to the Association membership at the Annual Meeting. Dues are non-refundable.

7.2 DUES PERIOD

The dues period shall be from January 1st through December 31st.

7.3 DUES COLLECTION

Dues are to be collected annually during the first quarter of the year.

Dues collected during the first, second, and third quarters of the year (January – September) shall be applied to the current year's membership.

Dues collected in the fourth quarter of the year (October - December) shall permit a member to participate immediately in Association activities. Voting rights shall apply to the following year, beginning January 1st.

7.4 DUES PAYMENT

Upon completion of the Association application, each person listed on the application must pay annual dues in order to be a member of the Association.

8 BOARD OF DIRECTORS

The Board of Directors is responsible for seeing that the goals of the Association are met.

The Board of Directors is the governing body of the organization and is responsible for adherence and management of these Bylaws.

The Board of Directors shall consist of the Officers, the New Hope Fire Chief, and an even number of Members-At-Large with a minimum of two (2) and maximum of six (6). The board shall always maintain an odd number of board members. Only voting members of the Association are eligible for election to Officer or Member-At-Large positions.

The Board of Directors shall manage the business of the Association between membership meetings and maintain the Standing Rules of the Association.

8.1 OFFICERS

The Officers of the Association shall be:

President

Vice President

Secretary

Treasurer

8.1.1 PRESIDENT

The President is responsible for setting the agenda and presiding over the meetings of the Association membership and of the Board of Directors.

The President shall facilitate the mission of the Association.

8.1.2 VICE PRESIDENT

The Vice President shall preside over the meetings of the Association membership and of the Board of Directors in the absence of the President.

8.1.3 SECRETARY

The Secretary shall be responsible for the clerical records of the Association and minutes from the Association membership and Board meetings.

The Secretary is the registered agent of the Association. As agent, the Secretary will receive and archive all legal notices for the Association.

8.1.4 TREASURER

The Treasurer shall be responsible for all finances and financial records of the Association. Financial status of the Association shall be presented at every membership and regularly scheduled Board meetings.

The Treasurer is responsible for maintaining records of membership and dues payments.

8.2 OTHER BOARD MEMBERS

8.2.1 NEW HOPE FIRE CHIEF

The New Hope Fire Chief is a voting member of the Board.

8.2.2 MEMBERS-AT-LARGE

The Members-At-Large provide counsel, support, and assistance to the Officers.

8.3 QUORUM

Greater than fifty (50) percent of the total Board membership is considered a quorum. A quorum of the Board must be present in order for any action to be taken.

8.4 MAJORITY VOTE

A majority vote is defined as affirmative or dissenting votes by two-thirds (2/3) of the members present at the Board meeting.

8.5 REMOVAL OF AN OFFICER OR MEMBER-AT-LARGE

Any Board member(s) may be removed from office by a majority vote of the voting membership of the Association. Once a written recommendation and justification for removal of Officer(s) or Member(s)-At-Large has been received by the Board, the Board shall call a Special Meeting of the voting membership for the sole purpose of considering the removal of one or more Officer(s) and/or Member(s)-At-Large from Office.

8.6 CONFLICT OF INTEREST

Whenever a member of the Board of Directors has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw him/herself from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Board members shall determine that it is in the best interest of the Association to do so. The minutes of meetings at which such votes are taken shall record such disclosure or abstention and rationale for approval.

8.7 BOARD MEMBER INDEMNIFICATION

The Association agrees to indemnify, defend, and hold harmless the Board members, its officers and directors, from and against all claims, liability, loss, cost or expense (including attorney's fees) by reason of liability imposed upon any person, arising out of or related to Association's activities, whether caused by or contributed to by the members or any other party indemnified herein, unless caused by the sole negligence of the member or any other party indemnified herein.

9 COMMITTEES

The Association shall have the following standing committees:

Nominating Committee
Events Planning Committee
Communications Committee

Ad hoc committees may be appointed by the President as required to carry out the purposes and functions of the Association.

9.1 NOMINATING COMMITTEE

The Nominating Committee has the responsibility for accepting nominations and identifying voting members of the Association who are willing to run for Office or the positions of Member-At-Large. The Nominating Committee is responsible for publishing, and communicating by electronic and/or print media the nominees to the membership twenty-five (25) days before the election.

9.2 EVENTS PLANNING COMMITTEE

The Events Planning Committee is responsible for planning activities and events that are consistent with the Association's objectives.

9.3 COMMUNICATIONS COMMITTEE

The Communications Committee is responsible for communications, including dissemination of information, marketing, and advertising of events, meetings and other activities to the entire membership and to the community. The Communications Committee creates and maintains the content of internet websites and electronic media communications provided by the Association. The Communications Committee manages the Association's email list(s).

10 ELECTIONS

10.1 TIMEFRAMES

Election of officers and board members shall be held in October and/or November each year. See Bylaws Section 10.3. Only voting members may participate.

An even/odd year election timetable will be used. The following table is the election position timetable that will be used during the next election of Officers and Members-At-Large after the adoption of the Bylaws approved (insert date).

EVEN YEAR POSITIONS	ODD YEAR POSITIONS
President	Vice President
Treasurer	Secretary
Member-At-Large A	Member-At-Large B
Member-At-Large C	Member-At-Large D
Member-At-Large E	Member-At-Large F

10.2 TERMS OF OFFICE

The term of office for all Officers and Members-At-Large is two (2) years. Officers and Members-At-Large may only hold an office for two (2) successive full terms.

Should an Officer or Member-At-Large resign, the President shall recommend a member of the Association to the Board for appointment to fill the vacant position until the next election, except for the Treasurer who shall be appointed immediately by the President.

10.3 ELECTION FORMAT

The intent of Association is to make elections as accessible as possible to the voting members. The Board of Directors may decide to use any format of election where integrity of the vote is assured, and full participation of the voting membership is facilitated.

Electronic voting will begin October 1st and conclude October 31st. If the Board decides to have a paper ballot, the Nominating Committee will prepare paper ballots for the Annual Meeting in November.

10.4 ELECTION RESULTS

The election results from any approved method of balloting shall be announced at the Annual Meeting in November and reported on electronic media. Officers and Members-At-Large terms shall begin January 1 of the following year.

11 MEETINGS

11.1 PARLIAMENTARY AUTHORITY

Robert’s Rules of Order shall govern the Association in all cases in which they are not inconsistent with the Association’s Bylaws.

11.2 MEMBERSHIP MEETINGS

A minimum of three (3) Association membership meetings will occur each year, with the Annual Meeting occurring in the fourth quarter.

11.3 MEETING CALENDAR

The Board of Directors will establish a schedule for Association membership meetings and for regularly scheduled Board Meetings within the first sixty (60) days of the calendar year.

11.4 BOARD MEETINGS

Unless otherwise ordered by the Board, a regular meeting of the Board of Directors shall be held at least quarterly. Attendance to regular scheduled Board Meetings is open to all members. The Board may convene an Executive Session (elected Board members only) as needed. A special meeting of the Board may be called by the President or any two (2) members of the Board of Directors.

12 AMENDMENT OF THE BYLAWS

Bylaws may be amended after being available to membership for review at least thirty (30) days before the vote. The vote must have approval of greater than fifty (50) percent of the voting members of the Association.

13 DISSOLUTION

In the event the Association has been inactive for a period of three (3) years, any three (3) voting members may, after notice to all known voting members of the Association, dissolve the corporation and donate any remaining assets to an organized charitable, benevolent, educational, or similarly purposed organization of their choice.

14 DATE OF ENACTMENT

These Bylaws were enacted on Month Day 2016.