

New Hope Improvement Association  
4014 Whitfield Road  
Chapel Hill, NC 27514  
Minutes of the Membership Meeting

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Date: Tuesday, September 8, 2016

Called to order: 7:05 p.m.                      Adjourned: 8:15 p.m.

Location: New Hope Improvement Association Building

Note taker: Suzanne Sauter

Attendees, Members and Guests: Board Members: Walter Fowler, Lindsay Carroll, Mike Doub, Mike Tapp, Ed Tostanoski, James Worrell, Ann Williams, Dell Williams, Suzanne Sauter

Members: Nancy Barber, Kay Tapp, Margaret McCann, Anne Winfield

Guest: Kitty Harrison, Sue Wilkins

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**Opening Comments by President pro tempore:** Meeting opened with general remarks from the President pro tempore, Walter Fowler, as to all the events and activities since January 2016. (For details, please see the website and blog of the NHIA.) He reminded members of the upcoming Candidates' Forum beginning at 6:30 p.m. on October 13, Turkey Run on November 12, and Annual meeting on November 15<sup>th</sup>.

**Minutes** from August 16, 2016 Board meeting were not read since minutes were previously approved by Board and posted on the NHIA website blog.

**Treasurer's Report:** The Treasurer summarized the costs and revenues from events since January 2016, cost of minor building repairs, income from building rental. For August, the receipts were \$405.31. Disbursements were \$500.19. The total account balance of the NHIA is \$32,909. No motion made for report approval.

**Comments about Bylaws:** Michael Doub from the ad hoc Bylaws writing committee reviewed the history of the process that began in December 2015 when it became clear that the Bylaws approved in 1976 with subsequent modest revisions no longer met the standards for a non-profit association. Mr. Doub explained that the Bylaws are the durable structure for the Association that state the mission, membership, governance, and mechanism for dissolution of the Association. The Standing Rules address the specifics of the governance of the Association including duties of officers, details of elections, appointment and duties of standing and ad hoc committees, rules for quorum and other necessary details.

**Motion** made by Nancy Barber and seconded by Ann Williams: It was moved that the Bylaws (as they appear on the website of the NHIA, and sent to all current voting members of the Association) be approved. The motion was defeated with 8 opposing and 2 affirming.

**Discussion:** There were two issues. (1) The NHIA now has only about ten percent of the voting membership that it has had in the past. A vigorous discussion ensued. Several

members stated every effort is needed to contact by email (and letter if necessary) all recent members that they need to renew membership including payment of \$5.00 dues *now*, if they wish to vote in the Annual Meeting elections for officers and for ( or against) the new Bylaws. (2) Editorial corrections needed to be made. Member Meg McCann presented a list of proposed changes and corrections. See attachment 1.

**Motion** made by Nancy Barber and seconded by Ann Williams and carried without dissent that an email(or letter if necessary) be sent to all recent members, who belonged within the last five years, informing them of the need to renew membership for 2016 if the wish to be members, especially voting members of the Association.

**Action:** Bylaws and Standing Rules ad hoc committees will consider proposed corrections. The corrected Bylaws and Standing Rules will be posted on NHIA website as soon as practical.

**General Membership meeting in October:**

**Motion** was made by Ed Tostanosky, seconded, and carried on a voice vote. It was moved that a general Membership Meeting be scheduled in October for the purpose of electing a five member nominating committee that will identify persons who would be willing to serve as officers and members-at-large of the New Hope Improvement Association. The Nominating Committee must contact three Members-At-Large about his/her desire to run for re-election. Among the other officers needed are Secretary and Treasurer. Note that the names of the nominees need to be presented to the NHIA membership at least 30 days before the Annual Meeting on November 15, 2016 at 7 p.m.

Meeting adjourned.

## **Attachment 1. Proposed corrections to the Bylaws and Standing Rules**

Proposed by Meg McCann, member, NHIA.

### **BYLAWS**

6.1, line 1: "that" should be "who."

6.1, para. 2, line 1: "that" should be "who."

6.4: I guess this is necessary, although most people who "resign" would just stop paying dues. But maybe someone wants to officially resign before the dues period is up. (Do we need to add that dues would not be returned?)

6.5:

Line 1: change to "may consider expulsion of any Association member"

Line 6: Sentence beginning with "The Special Review Committee" should be changed to "In order to recommend expulsion, the Special Review Committee's recommendation for expulsion must be approved by the Committee unanimously."

Line 8: After "writing," add "for Board action."

Line 8: Presumably the member would be notified of the decisions of both the Special Committee and the Board?

7.3, para. 2: Clarify whether dues payment in the fourth quarter would apply only to the next year, or to the current year as well.

8.1: Para. 3, line 3: change to "maintain an odd number of board members. Only voting members of the Association are...."

8.2.1, line 1: Delete "the" before "setting"

8.2.4

Line 2: change "each" to "all"

Para. 2: change to "maintaining records of membership and dues payments"

8.3

The wording here is sometimes tricky, because there are actually 3 categories of board members: officers, members at large, and the fire chief. Most things in this section apply to all 3 categories, but the wording is not always clear. Maybe there needs to be a note that says "board members" applies to all 3 of these categories; otherwise, someone might later argue that it doesn't apply to them.

8.6

Line 1: Change beginning to "Any Board member(s) may..."

Line 4: Change "removing the" to "considering the removal of"

8.7: Does this apply to the FD chief? For example, if the board is voting on the lease agreement with the FD??

9.1, line 2: change “members” to “members of the Association”

10., line 1: Change beginning of sentence to “Election of officers and board members shall be held in October and/or November...”

10.2: This says that a person can only have two successive terms for the same office. Are there any limits on how many successive terms a person can have in some position on the board?

Para. 2, line 2: Add comma after “election”

When do new officers and members at large take office?

11.2: Add comma after “year”

13, line 1: Add comma after “years”

#### STANDING RULES

4.4: Does this apply to both board and membership meetings?

6.1, line 1: Change to either “Any adults.... are” or “Any adult... is”

6.6:

Line 1: After “relocations” add “of members”

Line 2: check format on contact email

8.1.3, line 2: after “minutes” add: “of board and membership meetings”

8.1.4, line 2” New sentence should begin “Information on the revenues, expenses and assets...”

8.4: refers to Bylaws Section 8.1.4, but this does not exist.

8.7: It’s not clear what the three types of meetings are.

9.1:

First 2 para.: This section is a bit garbled and it raises some questions. I’d suggest moving the second sentence further down in the section, following the details about how the committee is put together. In the second paragraph, need to clarify that anyone can identify himself/herself as a POTENTIAL member of the nominating committee. Who will decide which of these people would become part of the proposed nominating committee? As it reads now, if a group wanted to take over the association, five people in that group could propose themselves as members of the

nominating committee, and the five members-at-large would be removed, almost automatically. I realize this is not likely to happen, but....

Para. 5 and 6: If nominations are presented at a meeting in Sept., it would be less than 30 days before the electronic voting begins on Oct. 1.

9.2: Does anything need to be said about the Facebook page, or is this more detail than necessary?

9.3.1: How is this committee formed?

9.6: How is this committee formed?

11.2.1, line 5: "send" should be "sent"

11.2.2, line 3: "eeting" should be "meeting"

11.4, line 1: add comma after "meetings"