

Grove Park – Sunset Mountain Neighborhood Association, Inc.

Bylaws

Date Of This Version: March 18, 2015

Replaces Version Dated: March 4, 2006

Original Articles of Incorporation filed with the State of North Carolina May 17, 1973, designating this Association as a Non-Profit Corporation. Articles of Incorporation and amended Articles of Incorporation filed with the State of North Carolina June 19, 2014, restate the Neighborhood as a non-profit Corporation pursuant to Chapter 55A of the General Statutes of the State of North Carolina and covered under 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986.

N.C. Identification: SOSID: 0063133

Duration: Perpetual

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PROLOGUE:

Officers, Board Members, Area Coordinators and all members in good standing will manage the Grove Park – Sunset Mountain Neighborhood Association, Inc., as regulated by these Bylaws.

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ARTICLE I: Name Of Organization

The name of this organization shall be the:

Grove Park – Sunset Mountain Neighborhood Association, Inc.

ARTICLE II: Purpose of the Association

The purpose of the neighborhood association will include:

1. To be organized and operated to support the Grove Park- Sunset Mountain Neighborhood of North Asheville, Buncombe County, NC (“Neighborhood”) community image through participation in civic projects and to provide a social forum for the constructive exchange of ideas relative to improvements in the Neighborhood.
2. In general to promote the welfare of resident members of the Neighborhood as defined in these Bylaws of the Association, registered as a Corporation, limiting its activities to those that are charitable, educational, religious and scientific within the meaning of Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 (the “Code”).
3. To engage in any lawful activity for which corporations may be organized under Chapter 55A of the General Statutes of North Carolina so long as the Association does not engage in any activity or activities not in furtherance of one or more tax exempt purposes as contemplated on Section 501(c)(3) of the Code.

In furtherance of this purpose, the Association will:

- Preserve the natural beauty, historic character and overall integrity of the neighborhood.
- Promote the safety and security of the residents.
- Provide the opportunities for neighborhood social interactions including the constructive exchange of ideas relative to improvements in our community.
- Represent the neighborhood within the larger community.
- Develop and maintain contact with city and county officials and other community/neighborhood groups whose actions may impact the neighborhood and city.

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ARTICLE III: Membership

1. The Association (Corporation) shall have members with the rights and privileges as set forth in these Bylaws and the effective Articles of Incorporation.
2. Membership in this association is open to all residents living within the geographical boundaries as designated on the area map – Attachment #1.
3. Membership may be modified through a change in the present boundaries with approval of two-thirds vote of the Board.
4. Membership may be withdrawn if an incident involving a member of the Association is brought to the attention of the Board. The Board will review the event and render a decision if withdrawal of the membership is deemed to be in the best interest of the Association. This decision will require a majority vote of the Board. A formal letter will be mailed to the member notifying him/her of the Board's decision with a copy retained by the Association secretary.

NOTE: The Board consists of the officers (the President, Vice President, Secretary and Treasurer), the past President, Area Coordinators and other elected members as determined by the Association/Board

ARTICLE IV: Dues

The dues of the Association shall be determined by the Board.

- Fiscal year of the Association will be January 1 – December 31 of the same calendar year.
- Annual dues are payable by April 1.
- Dues will be used for publication and distribution of the newsletters, the administration of the Association or other projects and needs as agreed by a majority vote of the Board.
- New membership dues received in the last quarter of the fiscal year (October, November or December) will be considered as paid for the next fiscal year.

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ARTICLE V: Meetings

1. Annual Meeting: The annual meeting of the membership to elect officers and Board members will be held no later than April 1 of each calendar year. The President will report the status of the Association including activities accomplished during the past year and the ongoing projects. The Treasurer will report the financial activities including the yearly expenses and present condition of the treasury. Any member in good standing may introduce items of business by requesting a Board member to include the item on the agenda.

2. Special Meetings: Special meetings will be called by the President and/or by members of the Board. Any member in good standing in the Association may request a special meeting by presenting the request to a Board member. The Board must then approve the special meeting by a majority vote. The method of notification to the membership of a special meeting will be determined by the Board.

3. Board Meetings:

- The President will arrange for the Board to meet at least four times a year.
- Meetings are open to all members of the association.
- The dates of these meetings vary and any member in good standing should contact a Board member to ascertain the date and location of the next meeting.
- Any member of the Association desiring to address the Board should contact an officer or board member.

ARTICLE VI: Association Officers

The officers of this Association shall consist of:

- President
- Vice President
- Secretary
- Treasurer

Board Members consist of the officers, the past President, Area Coordinators, and additional members as designated by a majority vote of the officers and members of the Board.

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ARTICLE VII: Election Of Officers. Area Coordinators and Board

A Nominating Committee appointed by the President and/or the Board will make nominations.

- Election of officers, Area Coordinators and Board will occur at the annual business meeting;
- Election of these Association members will be by a hand count, or a voice vote will elect if there is only one candidate per office;
- A majority vote shall be required to elect an officer;
- A maximum of two (2) votes per household is allowed;
- No proxy votes will be allowed. Votes must be cast in person.
- A member is eligible to vote if that household is current on their dues for, at least, the previous fiscal year.

Newly elected officers and Board members shall assume their responsibilities following the annual meeting and election process.

Officers and Board members shall serve for a term of one year or until their successors are elected.

Officers may continue to serve beyond the present term if approved by the Board.

ARTICLE VIII: Officers

1. The President will:

- Be executive officer of the Association.
- Preside at all meetings of the Association and the Board.
- When authorized, execute documents in the name of the Association.
- When authorized, represent the Association at meetings whose actions may affect the neighborhood.

2. The Vice President will:

- During the absence, disability of, or failure to act by the President, fulfill the duties of the President (the Board will be apprised and agree with that decision).
- Assume other duties assigned by the President and/or the Board.

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3. The **Secretary** will:

- Record the proceedings (minutes) of all meetings of the Association and Board. Provide written minutes of each meeting to Officers and Board members.
- Maintain an up to-date list of all current members, and homeowners in the Association territory for the purpose of sending newsletters, announcements etc; Preparation of this correspondence may be delegated to another member and/or committee with majority approval of the Board,
- Attend to correspondence of the Association.
- Notify N.C. Secretary of changes to Corporation.

4. The **Treasurer** will.

- Be custodian of all funds, securities, property and books of accounts of the Association
- Be responsible for the collection of dues and the deposit of funds in a bank(s) approved by the Board.
- Obtain information from new members (i.e., home address, e-mail address and phone) and provide this information to the secretary for Association purposes only.
- Disburse allocated fund monies upon approval of a majority of the Board*
- Submit a written financial report at each Board meeting and at the annual meeting.

*Note: In the treasurer's absence, the President is authorized to have access to the treasury to pay bills, etc.

5. **Budgets and Expenditures:**

- A majority vote of the President and Board will be required to approve budgets and expenditures of funds exceeding the amounts previously approved:
- Funding for specific projects that are in keeping with the purpose of the Association.

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ARTICLE IX: Board Members:

1. Board Members:

- Will consist of the Association's four officers, six area coordinators and other members of the Association as deemed necessary.
- The past president will automatically become a member of the Board and will serve at least one year.
- Board members will be elected annually and serve for one year, but may serve additional terms if voted by a majority of the Board.

2. Vacancies:

- If any office other than that of the President becomes vacant by reason of death, resignation, retirement, disqualification, removal or any other cause, the Board will appoint a successor or successors to serve the unexpired term.
- The Vice President will assume the office of the President
- Any officer or standing committee chair may resign at any time by giving written notice to the Board. Such resignation will take effect on the date of receipt of such notice or at any later time specified therein.

3. Duties of the Board:

- Are vested with the general management of the affairs of this Association.
- Will act for this Association between meetings of the membership on any matter deemed urgent.
- May adopt rules including the admission to this Board from time-to-time of other members on such temporary basis as is deemed necessary.
- May allocate funds when necessary, and has the authority to join in coalition or association with other neighborhood associations whenever the Board deems it would be in the interest of the neighborhood.

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ARTICLE X: Area Coordinator

There will be Area Coordinators within the boundaries of the Association.

1. Area Coordinators must be members in good standing with the Association and may be appointed by the Board. A member in good standing may also volunteer and serve in this position with approval of the Board.
2. Responsibilities of this position will include:
 - Attend Board meetings;
 - Act as a liaison between the Board and Association members in their designated areas as noted on Attachment #1.
 - When authorized the Coordinator will contact or distribute information to members in their areas;
 - Report to the Board specific data pertaining to any activity that may affect the association,
 - Assist with activities sponsored by the Association.
3. The coordinator may designate other members in his/her designated area to assist with distribution of information, etc., but these members will not have a vote at Board meetings.

ARTICLE XI: Committees

1. The President, with approval of the Board, may establish and/or dissolve standing committees.
2. Committee members may be selected from the general membership and have approval of the majority of the Board.
3. All committee members must be members in good standing of the Association.
4. If requested, reports from the committees will be made in writing periodically to the Board.
5. Committee members may make recommendations to the officers and Board, but may not vote at Board meetings.

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ARTICLE XII: RULES OF ORDER:

Roberts Rules of Order will be the authority used as the parliamentary procedure for all committee, officer and Board Meetings.

A majority of the board will constitute a quorum of the Board Meetings of the Association.

ARTICLE XIII: PROPERTY AND RECORDS, EARNINGS, TERMINATION:

Property and Records: All officers and members of this Association holding or charged with the responsibility for the custody and maintenance of any records of correspondence, documents and funds and any other property of this Association will turn over promptly to their successors all such records and property.

- The outgoing officers will deliver all such records and property to their successor.
- If delivery cannot be made to the successor, delivery of such property may be made to any member of the board.
- Documents and /or records of the Association kept in the ordinary course and scope and in furtherance of the business of the Association shall be the property of the Grove Park-Sunset Mountain Neighborhood Association.

Earnings: No part of the net earnings of the Association shall be distributed to or impermissibly inure to the benefit of its officers or directors or any private person, except that the Association shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except to the extent permitted by Section 501(h) of the Code], and the Association shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision hereof, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation to which contributions are deductible under Section 170(c)(2) of the Code.

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Termination: In the event of termination, dissolution or winding up of the affairs of the Association in any manner for any reason whatsoever, the directors shall, after paying or making provision for payment of all liabilities of the Association, distribute all of the remaining assets of the Association to an organization with primary focus on preservation of the natural beauty, historic character and overall integrity of the Neighborhood and surrounding area, that is organized and operated for exempt purposes as described in Section 170(c)(2) of the Code, or to federal, state and local governments to be used exclusively for public purposes.

ARTICLE XIV: AMENDMENTS:

1. Proposed amendments must be presented in writing to the Board.
2. Proposed amendments to the Bylaws of the Grove Park – Sunset Mountain Neighborhood Association, Inc. will be approved by the majority of the Board.
3. Amended Bylaws must be available for perusal by members of the Association by contacting any member of the board and will be available at the annual membership meeting.

ARTICLE XV: DISSOLUTION:

Upon dissolution of this Association, disposition of funds and other assets shall be dispersed in accordance with Article XIII covering Termination under the Bylaws and as voted by the Board.

The Board secretary will formally dissolve the Association by contacting the N.C. Secretary of State and complete the required documentation.