

Historic Fourth & Gill Neighborhood Organization

BY-LAWS (Revised January 7, 2012)

ARTICLE 1

Name and Purpose

- Section 1.1 Name. The name of the organization is the HISTORIC FOURTH & GILL NEIGHBORHOOD ORGANIZATION (hereinafter "Organization"), a 501(c) (3) non-profit corporation organized under and existing by virtue of the laws of the State of Tennessee.
- Section 1.2 Purpose. The purpose of the Fourth & Gill Neighborhood Organization is to build and sustain a vital urban community by protecting and preserving the historic architecture of the area and by promoting a strong sense of community.
- Section 1.3 Boundaries. The boundaries of the Fourth & Gill Neighborhood are: North - Glenwood Avenue; South - I-40/Fifth Avenue; East - Hall of Fame Drive; and West - Broadway/Central.

ARTICLE 2

Principal Office

- Section 2.1 Office. The principal office of the Fourth & Gill Neighborhood Organization shall be located within the boundaries of the Fourth & Gill Neighborhood Organization as defined in Section 1.3.

ARTICLE 3

Members

- Section 3.1 Class. The Organization shall have one class of members.
- Section 3.2 Membership. Members are those who own property or reside within the boundaries of the Fourth & Gill Neighborhood and who appear in person and sign the register at the annual meeting. Any person who wishes to join the Organization after the annual meeting may do so by submitting his/her name in writing to the Secretary of the Organization. These members stand as valid Members of the Organization until the beginning of the next annual meeting.
- Section 3.3 Voting. Each Member age 16 and older is entitled to vote on any matter submitted to a vote of the Members.
- Section 3.4 Membership. Members have the power and responsibility to elect the Board, amend the by-laws and vote on issues presented by the Board

ARTICLE 4

Meetings of Members

- Section 4.1 Regular Meetings. Regular meetings are held at least once a quarter. These meetings may also be conducted as social events.

- Section 4.2 Special Meetings. Special meetings of the members may be called by the President, or by three directors of the Board, or by not less than twenty-five members having voting rights.
- Section 4.3 Annual Meeting. The annual meeting shall be held during the first quarter of the year at a time and place to be determined by the Board of Directors. Organization business, including election of the Board of Directors will be conducted at the annual meeting.
- Section 4.4 Meeting Place. The Board of Directors may designate any place in Knoxville, Tennessee, as the place of a meeting of members.
- Section 4.5 Notice of Meetings. Notice shall be given by mail, email, newsletter, or personally as to the date and time of meeting. This notice shall be given no less than 10 or more than 30 days before the meeting.
- Section 4.6 Quorum. Twenty-five percent of members must be present at a meeting of members to constitute a quorum.
- Section 4.7 Proxy. Proxy voting will not be allowed.

ARTICLE 5

Board of Directors

- Section 5.1 General Powers. The affairs of the Organization shall be managed by its Board of Directors, all of whom must be Members of the Organization who are eligible to vote.
- Section 5.2 Number. The number of Directors shall be not less than 7 nor more than 11.
- Section 5.3 Selection. The Directors shall solicit nominations from Members to fill vacancies, and the names of eligible nominees who have been vetted by the Board and are willing to serve will be submitted for vote to Members in attendance at the annual meeting. If a vacancy occurs, a new Director may be elected by the Board to serve the remainder of the unexpired term and will begin their term of office at the next scheduled Board meeting.
- Section 5.4 Term. Directors shall serve for a term of three years and may be reelected for up to one additional consecutive full term. Terms begin at the next scheduled Board meeting following the annual meeting.
- Section 5.5 Duties/Removal. Directors are expected to attend regular meetings of the Board and to serve as an Officer or chair at least one committee. If a Director misses three consecutive meetings he/she shall be subject to removal by majority vote of the Board. Additionally, at any time a Director may be removed by three-quarters vote of the Board.
- Section 5.6 Board Meetings. Regular meetings of the Board will be held at least quarterly at a time and place set by the Board. Meetings are open to all the membership. Special meetings of the Board of Directors may be called by the President or three Directors. Any special meeting shall take place within the Fourth & Gill Neighborhood at a reasonable time.
- Section 5.7 Meeting Notice. Notice of a special meeting of the Board of Directors shall be given at least 7 days prior to the meeting by mail, phone, email, or any other reasonable means to each Director.

- Section 5.8 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.
- Section 5.9 Voting. Resolutions of the Board must be approved by majority vote unless otherwise stated in the By-laws or the Charter.
- Section 5.10 Informal Action. If all the directors severally or collectively consent in writing to any action taken or to be taken by the organization, the action shall be as valid as though it had been authorized at a meeting of the board. This method of reaching Board consent should be used only in unusual circumstances.
- Section 5.11 Compensation. Directors shall not be compensated for their service as Directors but may be compensated for other service to the Organization.

ARTICLE 6

Officers

- Section 6.1 Officers. The officers of the Organization shall consist of a President, Vice-President, Secretary, and Treasurer, all of whom must be members of the Board. Section 6.2 Selection. The officers of the Organization shall be elected annually by majority vote of the Board of Directors at the first Board meeting following the annual meeting and shall begin serving at the second regular meeting following the annual meeting. Officers may serve unlimited terms subject to the term limits for Board members.
- Section 6.3 Removal. Any officer may be removed by a 3/4 vote of the Board. Section 6.4 Filling Vacancies. The Board may, by majority vote, fill a vacancy that occurs during an Officer's term for the unexpired part of the term.
- Section 6.5 President. The President shall be the principal executive officer of the Organization and shall in general supervise the business and affairs of the Organization. He/she shall preside at all meetings of the Members and the Board of Directors and perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.
- Section 6.6 Vice-President. In the absence of the President or in the event of his/her inability to act, the Vice –President shall perform the duties of the President and when so acting shall have all the powers and restrictions of the President. The Vice-President shall perform such other duties as from time to time may be assigned by the President or the Board of Directors.
- Section 6.7 Secretary. The Secretary shall compile a written record of all business including the minutes of the meetings of the Members and of the Board of Directors, grants, proposals, newsletters, and Organization reports; maintain list of current members and Board of directors and contact information; ensure that all required
 - notices are given; serve as custodian of the Organization archives; and in general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or the Board of Directors.
- Section 6.8 Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Organization; receive and give receipts for monies due and payable to the Organization from any source whatsoever; deposit all such monies in the name of the Organization in such

banks or depositories as have been designated by the Board; be the custodian of all financial statements and records; and in general perform all duties incident to the office of Treasurer and such other duties as may be prescribed by the President or the Board of Directors.

ARTICLE 7

Committees

- Section 7.1 Committees. The Board of Directors, by majority vote, must create or appoint committees for different purposes. Each committee shall be chaired by a Board member, if feasible. These committees will follow the authority of the Board and may in no way usurp the power of the Board.
- Section 7.2 Meetings. The chairs of each committee shall be responsible for scheduling regular meetings and for notifying committee members of such meetings.

ARTICLE 8

Contracts

- Section 8.1 Contracts. The Board of Directors may authorize any officer of the Organization to enter into any contract or execute any instrument in accordance with the by-laws.

ARTICLE 9

Finances

- Section 9.1 Fiscal Year. The fiscal year of the Organization shall begin on the first day of July and end on the last day of June in each year.
- Section 9.2 Fund Deposits. All funds of the Organization shall be deposited from time to time to the credit of the Organization in such banks, trust companies or other depositories as the Board of Directors may select.
- Section 9.3 Gifts & Contributions. The Board of Directors may accept on behalf of the Organization any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Organization.
- Section 9.4 Budget. The Board of Directors shall prepare and adopt an annual budget.
- Section 9.5 Annual Financial Statement. The organization shall prepare an annual financial statement for distribution to Board members.
- Section 9.6 Fiscal Policy. The Board shall adopt and from time to time review a fiscal policy setting out a formal procedure that shall govern internal controls, the signing of checks; the obligation of funds; approval of contracts, leases, deeds and mortgages; and other significant aspect of the organization's fiscal operation. The fiscal policy shall assure that the organization shall have sound financial controls that are appropriate, under generally accepted accounting principles, to its size and purpose.

ARTICLE 10

Amendments to By-laws

- Section 10.1 Amendments. Amendments can be made two ways. Either the Board of directors or the members may amend or repeal the organization's by-laws. An amendment must be approved by two-thirds of the votes cast. The wording of the amendment will be given in the notice of the meeting pursuant to Section 4.

ARTICLE 11

Parliamentary Procedure

- Section 11.1 Procedure. If questions arise about parliamentary procedure, Robert's Rules of Order shall be used.

We certify that these By-laws are currently in effect, having been adopted on January 7, 2012.