



**Country Club  
Heights  
Neighborhood  
Association**

**BYLAWS**

Established January 1995

Revised May 2017

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**Article I. General Provisions**

- Section 1.01 **Name.** The name of the organization is Country Club Heights Neighborhood Association, hereinafter referred to as CCHNA.
- Section 1.02 **Incorporated.** CCHNA is a North Carolina corporation.
- Section 1.03 **Neighborhood.** CCHNA represents neighbors in Country Club Heights.
- Section 1.04 **Mailing Address.** The mailing address is CCHNA, P. O. Box 5029, Charlotte, NC 28299-5029. This box is located at the USPS Midwood Station, 1233 The Plaza, Charlotte, NC 28205.
- Section 1.05* **Tax Status.** CCHNA intends to operate as a 501(c)(3) Corporation under IRS code.
- Section 1.06 **Fiscal Year.** The fiscal year is the twelve-month period ending December 31 of each year.
- Section 1.07 **Dissolution.** In the event of dissolution of CCHNA, the residual assets of CCHNA will be turned over to a non-profit organization approved by the Board of Directors by majority vote. (See Section 6.01 (f) for additional information.)

**Article II. Area Boundaries**

- Section 2.01 **Current Boundaries.** In Charlotte, North Carolina and the County of Mecklenburg our boundaries are as follows:
  - (a) Northern – Shamrock Drive (southern side) from Anne Street to Eastway Drive (western side);
  - (b) Eastern – Eastway Drive (western side) from Shamrock Drive to Bentley Place;
  - (c) Southern – Bentley Place to Dunlavin Way, including the dead end section to the apartments;
  - (d) Western – Country Club Drive from Dunlavin Way to Anne Street.
- Section 2.02 **Changes.** The boundaries may change if needed.

**Article III. Objectives and Mission Statement**

- Section 3.01 **Objectives.** Our objectives are as follows:
  - (a) To develop broad understanding of factors that influence the quality of life in our east Charlotte community;
  - (b) To fully utilize talent and manpower within the neighborhood that will help forge a sense of community;

- (c) To establish specific goals, backed by planning, advice and professional opinions in order to promote the neighborhood;
- (d) To provide a communications base for meaningful discussions of pertinent issues to the neighborhood;
- (e) To encourage and promote a closer association with businesses, residents, local governments and interested parties for the general welfare and progress of Country Club Heights and surrounding areas.
- (f) To work with police, fire, code enforcement and other governmental agencies to improve the neighborhood and/or to resolve any issues with the proper governmental authorities.

Section 3.02 **Mission Statement.** We are an inclusive group committed to advancing the vitality and diversity of our neighborhood. We exist to build a caring community through facilitating strong friendships, educating our neighbors, and enhancing our neighborhood surroundings.

#### **Article IV. Communication**

Section 4.01 **Description.** Timely and professional communication is an extremely important aspect to the vitality of CCHNA. As technologies change, so may communication methods. CCHNA will use various communication methods to reach out to neighbors.

Section 4.02 **Newsletter.** The newsletter, “Neighbors”, is distributed by volunteers to all Country Club Heights addresses.

Section 4.03 **Website.** The website’s address (url) is: [www.countryclubheights.net](http://www.countryclubheights.net).

Section 4.04 **Email.** An email vendor will be used to send neighborhood related emails to addresses provided by Members, advertisers, and elected officials.

Section 4.05 **Social Media.** Social Media accounts may be used to enable interactive communications with Members.

Section 4.06 **Advertisements.**

- (a) Paid ads can be placed in the newsletter or website. Our targeted advertisers include nearby neighborhood businesses and service providers. Paid political advertisements should be solicited from all district candidates if the decision is made to use them; however CCHNA does not endorse any candidate. Advertising rates are determined by the Board of Directors prior to the end of the third quarter of each calendar year for the upcoming year.
- (b) Complimentary or reduced-priced ads will be considered on a case-by-case basis based on the advertiser’s relationship with CCHNA and must be approved by the President or Chairperson of the Communication Committee.

## **Article V. Policy**

- Section 5.01 **Social Issues.** CCHNA, its Officers, Chairpersons, Committee Members and Members are prohibited from taking a position or making a financial contribution on behalf of CCHNA regarding social issues of whatever kind unless otherwise approved by the Board of Directors. Time may be granted at Association meetings for scheduled speakers or debates regarding social issues that may affect the security, beauty, safety, or quality of life in Country Club Heights.
- Section 5.02 **Political Parties and Politicians.** CCHNA, its Officers, Chairpersons, Committee Members, and Members are not permitted to give any party or politician for any elected public office their endorsement or campaign contribution on behalf of CCHNA. Time may be granted at Association meetings for scheduled speakers or debates regarding political issues that may affect the security, beauty, safety, or quality of life in Country Club Heights.
- Section 5.03 **Conflict of Interest.** A Director will not participate in the Board's activities regarding any item before the Board in which they have any personal or material interest, and will inform the Board of Directors immediately upon recognizing the conflict and state recusal. During the period of recusal a Board Member will not present an issue, lobby the Board, or speak for or against an item before the Board.
- Section 5.04 **Confidentiality.** Written and verbal communication between Board members, outside of the open meetings of CCHNA will be treated as confidential, and not disseminated without the approval of the author.
- Section 5.05 **Authorization.** If there is a situation in which an appointed representative does not know what the Board's position is on an issue, the appointed representative has the authorization to express his/her opinion or to vote on any item at any meeting such as a stakeholder, city council, county commissioner, city or county department, and public or private meeting. At the next Board of Directors meeting the appointed representative will give a report to the Board on any votes cast or opinions expressed at said meeting for the purpose of ratification by the Board of Directors. After discussion, if the Board, by majority opinion, reaches a difference of opinion, then the Board will appoint a representative to send a letter or email to the proper person(s) expressing or stating the Board's adopted position.
- Section 5.06 **Discrimination.** CCHNA assures all Officers, Chairpersons, Committee Members, Members, and neighborhood non-Members an equal opportunity in participation without regard to that person's age, race, color, sex, sexual orientation, religious creed, national origin, political opinion, affiliation, marital status, or disability.
- Section 5.07 **Harassment.** CCHNA is committed to providing an environment at its meetings and sponsored functions that is safe and free from (sexual or non-sexual) harassment or bullying of any kind.

Section 5.08 **Non-Authorization.**

- (a) Use of the name “Country Club Heights Neighborhood Association” or “CCHNA” is strictly prohibited, either in part or in its entirety by any person(s) or entity without written permission from the Board of Directors. Such use will only be granted for the benefit of CCHNA.
- (b) CCHNA reserves the right to seek whatever remedies may be available to it, including but not limited to litigation for infringement of the use of its name.

**Article VI. Powers**

Section 6.01 **Powers.** CCHNA will have the following powers.

- (a) To make, execute and perform contracts and agreements pertinent to the benefit of CCHNA with Board of Director approval.
- (b) To receive property, personal or real or both, by bequest, lease, purchase, grant, devise, loan or otherwise.
- (c) To apply for purchase or acquire by assignment, transfer or otherwise, and to exercise, carry out and enjoy any funds, license, power, authority, franchise, ordinance, order, right of privilege which any government or authority – state, municipal or local – or any corporation or any public body will enact, make or grant.
- (d) To exercise all the powers granted under North Carolina General Statute 55A-3-02.
- (e) To conduct business in accordance with the laws governing organizations exempt from Federal Taxes under Section 501(c)(3) of the Internal Revenue Code 1954 or corresponding provision of any future United States Internal Revenue law or a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue law.
- (f) This organization is organized exclusively for charitable purpose within the meaning of section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these Articles, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax as an organization described in section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code). Upon dissolution and winding up of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation organized and operated exclusively for the purposes specified in section 501(c)(3) of the Internal Revenue Code and which has established its tax-exempt status under that section.

**Article VII. No Power to Fine or Impose**

Section 7.01 CCHNA has no power to fine, penalize, or in any other manner impose restrictions upon the properties of others.

**Article VIII. Financial Transactions**

Section 8.01 **Loans.** No loan will be contracted on behalf of CCHNA and no evidence of indebtedness will be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 8.02 **Checks.** All checks, drafts, or other orders for payment of money issued in the name of CCHNA require the signature of either the President or the Treasurer.

Section 8.03 **Deposits.** All funds of CCHNA will be deposited from time to time to the credit of CCHNA in such depositories as the Board of Directors will direct.

**Article IX. Indemnification of Directors and Officers**

Section 9.01 **General Policy.** It will be the policy of CCHNA to indemnify to the maximum extent permitted by Chapter 55A of the General Statutes of North Carolina any one or more of the directors, officers, employees, or agents and former directors, officers, employees, or agents of CCHNA, and persons who serve or have served at the request of CCHNA as directors, officers, partners, trustees, employees or agents of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, against judgments, penalties, settlements and other liabilities incurred by them in connection with any pending, threatened, or completed action, suit or proceeding, whether civil, criminal, investigative, or administrative (a "proceeding") and against reasonable costs and expenses (including attorneys' fees) in connection with any proceeding, where such liabilities and litigation expenses were incurred incident to the good faith performance of their duties.

Section 9.02 **Use of Corporate Funds.** CCHNA may advance expense in connection with any proceeding to any person in accordance with applicable law. The use of CCHNA funds for indemnification or for purchase and maintenance of insurance for the benefit of the persons designated in Section 1 of this Article is considered a proper expense of CCHNA.

**Article X. Bylaws**

Section 10.01 **Established.** Originally on January 10, 1995; revised May 2017.

Section 10.02 **Modify.** Any bylaw may be added, amended, altered, changed or deleted.

Section 10.03 **Procedure to Modify.** All recommendations will be submitted to the Board of Directors which

will review and take into consideration any other changes this new legislation may affect. The proposed legislation should be submitted with comments to the Board of Directors and approved or disapproved as written. The legislation may be resubmitted until it is approved or vetoed. The President will present the Bylaw(s) at the next CCHNA meeting for a vote by voice or by ballot.

- Section 10.04 **Exceptions.** With approval by the Board of Directors, any time CCHNA Bylaws are recorded, any changes or modifications such as spelling, word usage or clarification of procedures may be made without a Member vote at a CCHNA meeting.
- Section 10.05 **Recording.** All changes or additions approved by the Board of Directors and CCHNA may be held until the end of each year to be recorded; otherwise they will be recorded in a timely manner.
- Section 10.06 **Annual Roster and Operations Guide.** To curtail constant Bylaw modifications, the Bylaws permit CCHNA the use of an *Annual Roster* ("Roster") and a *CCHNA Operation & Procedure Guide* ("Guide").

## **Article XI. Annual Records**

- Section 11.01 **Roster.** The Roster is kept to maintain annual records of CCHNA. The Secretary or person assigned will maintain the document (titled 'Annual Roster CCYY', where CCYY is the current year). The Roster records the names of Officers, Committee, Chairpersons, and Committee Members, their term of office, contact information, duties and responsibilities. A complete list of Members is also included.
- Section 11.02 **Operations and Procedures.** The Guide will be kept to document procedural Board guidelines, including but not limited to day-to-day operations, meetings, voting procedures, announcement format and timing, and Committee operations. The Guide is not publically available, but is available to members of the Board of Directors and Committee Chairs, unless otherwise directed by the Board of Directors.
- Section 11.03 **Interpretation and Modification.** The Board of Directors is responsible for an opinion or interpretation of any procedure(s) in the Roster or the Guide. Both documents can be modified at any time with approval from the Board of Directors.
- Section 11.04 **Annual Review.** At the end of each year, the Directors should review the procedures in the Guide for accuracy before turning over to the next Directors. These procedures can be amended, altered, added or deleted as each year's Board of Directors dictates other procedures. The Directors should also compare their list of duties and responsibilities with the Roster and modify as needed. At the beginning of each calendar year, the new Board of Directors should review the previous year's Roster and determine if any procedures should be added, modified or discontinued. During this review the Board of Directors will also approve the previous year's Roster for archive.

## **Article XII. Board of Directors**

- Section 12.01 **Number.** The Board of Directors consists of seven Officer positions (President, a Vice President/President-Elect, a Past President, a Secretary, a Treasurer, two Board Member positions), and seven Chairperson positions for CCHNA standing committees (Neighborhood Watch, Social, Schools, Beautification, Community Garden, Communication, and Newsletter). Chairperson positions will not be filled for committees that are not in existence.
- Section 12.02 **Meetings.** The Board of Directors meets to discuss business of CCHNA at an interval and place determined by the Board. It is the President's responsibility to have the Directors notified of the place, date and time of the meeting. All Officers and Chairpersons should assume it their duty to attend.
- Section 12.03 **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or Vice President/President-Elect. It is the responsibility of whoever called the Special meeting to have the Directors notified of the place, date and time of the meeting. All Officers and Chairpersons should assume it their duty to attend.
- Section 12.04 **Quorum.** A quorum for any action by the Board of Directors is defined as a majority of Directors (currently in office) present.
- Section 12.05 **Agenda Items.** Prior to a Board Meeting, the President should email each Director for any agenda items to be included on the agenda. The President should then prepare the agenda and distribute it before the Board of Directors meeting.
- Section 12.06 **Attendance.** The Secretary will keep an attendance record. At any time any Officer, Board Member, or Chairperson can designate any Member to attend the meeting in his/her place to report to the Directors as well as keep the absent Officer or Chairperson current on issues. If any Director is consistently unable to attend or elects not to have someone attend in their place, the Board of Directors may find it prudent to ask for that person's resignation.
- Section 12.07 **Committee Attendance.** When a committee is invited to attend a Board of Director's meeting, any items related to that committee should be discussed first then the committee should be excused. The Committee Members may be invited to stay for the remainder of the meeting at the discretion of the Board, but they will have no say or vote.
- Section 12.08 **Voting.** The President of CCHNA will preside over the meetings and vote only to break a tie. All Directors (Officers and Chairpersons) will have only one vote; and the vote will only count when in attendance, unless the absent Director gave written permission to the President prior to the meeting for a specific Member to vote for them in their absence. Invited guests, Members, or Committee Members do not have a vote. If a committee is asked to attend a Board meeting on any issue concerning that committee, the committee in attendance will vote as a group with one vote.
- Section 12.09 **Binding Statement.** All decisions of the Board of Directors, their successors or assigns will be

binding on the Members as identified on the CCHNA Membership Roll.

- Section 12.10 **Previous Officers and Chairpersons.** The previous Officers and Chairpersons should be invited and encouraged to attend the Board of Directors meetings to offer their knowledge and support especially after a transition, but will not have a vote with the exception of the Past President who does has a vote.
- Section 12.11 **Other Meeting Attendees.** The Board of Directors has the right to invite any Member or non-Member to any meeting for the Board of Directors, if deemed essential to CCHNA. These persons will not have a vote. Business affecting any invited person(s) should be conducted first, and then those persons who are not Directors should be excused.
- Section 12.12 **Procedures for Tabled Issues.** The President is granted the power to table any issue that may come before the Board of Directors and is limited to the following application of this privilege. When the tabling of an issue is opposed, the Board of Directors will nominate a committee to hear the issue. Since the President is a party-opponent, the Vice President/President-Elect will preside over the meeting. If the Vice President/President-Elect is a party-opponent, then the Secretary will preside over the meeting. The presiding Director and two nominated Directors will compose the committee. The Committee must review said issue within a time limit of ninety days. Both a majority and minority opinion will be written and the issue will be placed on the agenda and presented to the Board of Directors within the 90-day period. If the Board of Directors, by majority (not including the President's vote), decides more time is needed to develop additional information in arriving at a solution, an extension of less than, but not more than 90 days will be given. At the end of the first 90 days or absolutely no later than the second extension period, or a total of 180 days, the issue will be put on the meeting agenda of the Board of Directors and properly debated and decision will be made on said issue.

### **Article XIII. Officers**

- Section 13.01 **Number.** The seven (7) officers of CCHNA consist of a President, a Vice President/President-Elect, a Past President, a Secretary, a Treasurer and two Board Members.
- Section 13.02 **Compensation.** All Officers of CCHNA serve as volunteers and receive no compensation.
- Section 13.03 **Term.** The Vice President/President-Elect and President will automatically become President and Past-President respectively the succeeding year. New officers will begin their term at the beginning of the upcoming calendar year following the election. Terms for all other officers are one year with the exception of Treasurer, which is two years. If desired (and if elected), officers may serve consecutive terms.
- Section 13.04 **Nominations.** During the 3<sup>rd</sup> quarter of each year a nominating committee will be formed, led by the Vice President/President-Elect and consisting of the Past President, or another Officer if the Past President is not available, will recommend at least the same number of individuals to fill

the open positions. All such nominees will be residents of Country Club Heights neighborhood and dues paid members of CCHNA. Each nominee will be interviewed and made aware of the duties and responsibilities of the office. Upon his or her acceptance and Board approval, the nominee's name will be placed on the ballot.

Section 13.05 **Other Nominations.** Other non-Nominating Committee nominations may be made at the last meeting of the year (normally in November). If the nomination is accepted, that person will be added as a candidate for that seat.

Section 13.06 **Elections.** The election takes place at the last meeting each year (normally in November).

Section 13.07 **Multiple Roles.** An officer may hold only one elected position at a time. However, a Member may be elected as an Officer of CCHNA and also hold a Chairperson's position as long as the Board of Directors approves it. The Board of Directors will keep in mind not to overburden any one member with duties and responsibilities.

Section 13.08 **Responsibilities**

- (a) The Officers of CCHNA are responsible for the day to day operation of CCHNA.
- (b) Each Officer is a Director and is on CCHNA's Board of Directors. All Officers should assume it their duty as an Officer to attend Board Meetings and Neighborhood Association Meetings.
- (c) Officer annual dues should be paid in January.
- (d) Officers should be cognizant of potential newsletter/website advertiser opportunities and solicit ads whenever possible.
- (e) Officers will seek and receive approval of the President or the Board of Directors before moving forward with any issue that will affect CCHNA.
- (f) Officers will seek and receive approval of the President or the Board of Directors before moving forward with any issue concerning any expenditure.
- (g) Officers will deliver all paper work/electronic files to their replacement officer within one (1) week of the new term.

#### **Article XIV. President Duties**

Section 14.01 The President will be the chief executive officer of CCHNA and, subject to the control of the Board of Directors, will supervise and control the management of CCHNA in accordance with these bylaws.

Section 14.02 The President will preside at meetings of the Board of Directors and Members and will see that the Board of Directors, Committee Chairpersons and Members are notified of the place, date, and time of the meeting.

- Section 14.03 The President will prepare or have prepared the agenda for the Board of Directors and CCHNA meetings and provide the Board Agenda to members of the Board of Directors prior to each meeting.
- Section 14.04 The President will have served on the Board of Directors for at least one year prior to nomination and election.
- Section 14.05 The President will preside over the Communication Committee and will act as the official spokesperson for CCHNA.
- Section 14.06 The President is a Director, but will only vote in a Board of Directors' vote when the Directors cannot reach a majority.
- Section 14.07 The President will appoint Committee Chairs to further the advancement of CCHNA.
- Section 14.08 The President has the option to review CCHNA's bank statement as needed.
- Section 14.09 The President will sign, with any other proper officer, instruments which may be lawfully executed on behalf of CCHNA, except where required or permitted by law to be otherwise signed and executed, and except where the signing and the execution will be delegated by the Board of Directors to some other officer or agent.
- Section 14.10 In general, the President will perform all duties incident to the office of the President and such other duties as may be assigned by the Board of Directors from time to time.
- Section 14.11 A detailed list of current duties and responsibilities will be maintained in CCHNA's *Annual Roster*.

**Article XV. Vice President/President-Elect Duties**

- Section 15.01 The Vice President/President-Elect is a Director and will have one vote.
- Section 15.02 The Vice President/President-Elect will chair the Nominating Committee.
- Section 15.03 In case the President is unable to attend an Association meeting or a Board of Directors meeting and has not assigned the task of presiding over either meeting to another Director, then the Vice President/President Elect will assume the duty.
- Section 15.04 The Vice President/President-Elect will carry out any and all duties and responsibilities given to him/her by the President or the Board of Directors.
- Section 15.05 The Vice President/President-Elect will automatically succeed the President at the end of the President's term.
- Section 15.06 The Vice President/President-Elect will review CCHNA's bank statement on a monthly basis.

Section 15.07 The Vice President/President-Elect will secure guest speakers for the quarterly neighborhood association meetings.

Section 15.08 A detailed list of current duties and responsibilities will be maintained in CCHNA's *Annual Roster*.

#### **Article XVI. Secretary Duties**

Section 16.01 The Secretary is a Director and will have one vote.

Section 16.02 The Secretary will maintain the minutes of the Board of Directors meetings and the Neighborhood Association meetings.

Section 16.03 The Secretary will prepare all documents as needed for the operation of CCHNA.

Section 16.04 The Secretary or a person assigned will maintain CCHNA's Bylaws, *Annual Roster*, and *Operation & Procedure Guide*.

Section 16.05 The Secretary will archive a copy of each year's current Bylaws, CCHNA's *Annual Roster*, and *Operation & Procedure Guide*.

Section 16.06 The Secretary along with another Officer will supervise all elections.

Section 16.07 The Secretary will carry out any and all duties and responsibilities given to him/her by the President or the Board of Directors.

Section 16.08 A detailed list of current duties and responsibilities will be maintained in CCHNA's *Annual Roster*.

#### **Article XVII. Treasurer Duties**

Section 17.01 The Treasurer is a Director and will have one vote.

Section 17.02 CCHNA will entrust the Treasurer with the accurate record keeping and financial reports of all donations and disbursements.

Section 17.03 The Treasurer will, along with other Officers and Committee Chairs, prepare an annual budget for CCHNA during the first quarter of each year.

Section 17.04 The Treasurer will prepare a quarterly financial status report to the Board of Directors.

Section 17.05 The Treasurer will prepare an annual Statement of Income and Expenses report for the newsletter at the end of the calendar year.

Section 17.06 The Treasurer will reconcile CCHNA's bank statement(s).

- Section 17.07 The Treasurer will prepare and maintain copies of documents and/or receipts for tax purposes, including any 501(c)(3) requirements.
- Section 17.08 The Treasurer will maintain an accurate membership roll.
- Section 17.09 The Treasurer will carry out any and all duties and responsibilities given to him/her by the President or the Board of Directors.
- Section 17.10 A detailed list of current duties and responsibilities will be maintained in CCHNA's *Annual Roster*.

**Article XVIII. Board Members Duties**

- Section 18.01 The Board Member is a Director and will have one vote.
- Section 18.02 The President or the Board of Directors will decide any additional duties or responsibilities.
- Section 18.03 A detailed list of current duties and responsibilities will be maintained in CCHNA's *Annual Roster*.

**Article XIX. Past President Duties**

- Section 19.01 The Past President is a Director and will have one vote.
- Section 19.02 The Past President will sit on the Nominating Committee.
- Section 19.03 The President or the Board of Directors will decide any additional duties or responsibilities.
- Section 19.04 A detailed list of current duties and responsibilities will be maintained in CCHNA's *Annual Roster*.

**Article XX. Committees**

- Section 20.01 **Number.** There are seven standing committees: Neighborhood Watch, Social, Schools, Beautification, Community Garden, Communication, and Newsletter. Committees can be formed and deleted at any time during the operation of CCHNA.
- Section 20.02 **Special or Temporary Committees.** If a special or temporary committee is formed by the President or Board of Directors and there is no Chairperson selected, the committee can elect a Chairperson to be confirmed by the Board of Directors at the next Board meeting.
- Section 20.03 **Meetings.** Committees will meet as needed for the efficient operation of the committee. Certain committees will meet more or less depending on the requirements of each specific committee. The Chairperson will notify each member of the place, date and time of the meeting. The

Chairperson or anyone that the Chairperson selects should keep minutes or an outline of the committee meetings or any other relevant information.

## **Article XXI. Committee Chairpersons**

Section 21.01 **Number.** Chairperson positions are responsible for the following seven standing committees: Neighborhood Watch, Social, Schools, Beautification, Community Garden, Communication, and Newsletter.

Section 21.02 **Compensation.** All Chairpersons will serve as volunteers and receive no compensation.

Section 21.03 **Term.** Chairpersons may hold positions for whatever term is convenient to them, the President, and/or the Board of Directors, but typically not less than one year for a standing committee. Chairpersons should be contacted shortly after an election by the new President to determine if they can continue serving as Chair of their specific committee(s).

Section 21.04 **Appointments.** Members of CCHNA are encouraged to let the President or Board of Directors know if they are interested in serving. Chairpersons are appointed by the President or the Board of Directors and will be announced at the next regularly scheduled CCHNA meeting. Each appointment will be interviewed and made aware of the duties and responsibilities of the position prior to their appointment.

Section 21.05 **Multiple Roles.** Chairpersons can chair more than one committee concurrently. Additionally, a Member may be elected as an Officer of CCHNA and also hold a Chairperson's position as long as the Board of Directors approves it. Regardless of the number of committees the Chairperson serves on or if they hold an Officer position, they only have one vote. The Board of Directors will keep in mind not to overburden any one member with duties and responsibilities.

Section 21.06 **Responsibilities.**

- (a) Each Chairperson is a Director and is on CCHNA's Board of Directors. All Chairpersons should assume it their duty as a Chairperson to attend Board Meetings and Neighborhood Association Meetings.
- (b) If a Chairperson is unable to attend a meeting, he/she can appoint a member of the committee to attend in his/her place with any reports pertaining to that committee. The Chairperson will inform the President of the appointment and will advise the President if the committee member will also have the Chairperson's vote. The President will invite that appointed committee member to the meeting.
- (c) The Chairperson will keep or assign someone to keep an attendance record of each committee meeting.
- (d) The Chairperson will give a report at each Board of Directors meeting and at Association

meetings, if required.

- (e) Chairpersons of any committee that requests CCHNA funds will prepare an annual budget to submit to the Board of Directors during the first quarter of each year.
- (f) Chairpersons will seek and receive approval of the President or the Board of Directors before moving forward with any issue or expenditure that will affect CCHNA.
- (g) Chairpersons will deliver all paper work/electronic files to their replacement chair within one (1) week of the new term.
- (h) Chairpersons will carry out any and all duties and responsibilities given to him/her by the President or the Board of Directors.

Section 21.07 A detailed list of current duties and responsibilities will be maintained in CCHNA's *Annual Roster*.

## **Article XXII. Committee Members**

Section 22.01 **Number.** The President or the Board of Directors will determine the number of members on each committee.

Section 22.02 **Compensation.** All committee members will serve as volunteers and receive no compensation.

Section 22.03 **Term.** Committee members may hold the position for a term that is convenient to them, the President, and/or the Board of Directors, but typically not less than one year for a standing committee. Committee members should be contacted by the Chairperson shortly after an election to determine if they can continue serving on their specific committee(s).

Section 22.04 **Appointments.** Members of CCHNA are encouraged to join a committee and offer their service. Each appointment will be interviewed by the Chairperson and made aware of the duties and responsibilities of the position prior to the appointment.

Section 22.05 **Responsibilities.**

- (a) Committee members will seek and receive approval of the President or the Board of Directors before moving forward with any issue or expenditure that will affect CCHNA.
- (b) Committee members will carry out any and all duties and responsibilities given to him/her by the Chairperson.
- (c) A detailed list of current duties and responsibilities will be maintained in CCHNA's *Annual Roster*.

**Article XXIII. Committee Members Duties**

- Section 23.01 Committee members will have one vote only within their committee and do not have a Board vote.
- Section 23.02 The Chairperson will decide any additional duties or responsibilities.

**Article XXIV. Leave of Absence**

- Section 24.01 **Less than One Month.** Any Officer, Committee Chair or Committee Member unable to carry out a duty/duties or a responsibility/responsibilities for his/her office, for a short period of time (less than one month), can designate the authority to handle a particular task(s) to any Member upon notification and approval of the President or the Board of Directors.
- Section 24.02 **Two to Three Months.** A leave of absence for a longer period of time (between 2 to 3 months) requested by an Officer, Committee Chair or Committee Member can be accepted by the Board of Directors, who will appoint a Member to handle that officer’s duties and responsibilities during a designated period of time.
- Section 24.03 **Greater than 3 Months.** An extended leave of absence (greater than 3 months) requires the Officer, Committee Chair or Committee Member to resign and the position will be considered vacant (*see Article XXVIII -Vacancies*).

**Article XXV. Resignation**

- Section 25.01 **Written Notice.** An Officer, Committee Chair or Committee Member may resign at any time by giving written notice to the President or Vice President/President-Elect, and the acceptance of such resignation is not necessary to make it effective.

**Article XXVI. Disqualification**

- Section 26.01 **Removal.** Any Officer, Committee Chair or Committee Member who fails to perform the duties of his or her office may be removed from their position.
- Section 26.02 **Removal for non-Attendance.** Any Officer, Committee Chair or Committee Member who fails to attend half of the regularly scheduled Board meetings and/or half of the regularly scheduled Neighborhood Association meetings within a calendar year may be removed from office by action of the Board. Any Committee Member who fails to attend half of the scheduled committee meetings within a calendar year may be removed from their position by action of the Board.
- Section 26.03 **Removal Procedure.** An Officer, Committee Chair or Committee Member may be removed from their position with or without cause by a majority vote of the Board of Directors at a regularly

scheduled or specially called meeting at which a quorum of the directors is present.

Section 26.04 **Notice of Removal Action.** The Officer, Committee Chair or Committee Member at issue will be given at least ten (10) days written notice of such meeting and the specific facts to be presented. If any meeting at which a vote for removal is to be taken, the Officer, Committee Chair or Committee Member will have a full and adequate opportunity to present arguments, facts, and other information to support his/her position, and if not present, will be informed in writing of the Board's decision.

## **Article XXVII. Vacancies**

Section 27.01 **Vacancies.** Vacancies for Officers and Committee Chairs will be voted on and approved by the Board of Directors for the unexpired term of members who have resigned or have otherwise become disqualified to serve. The Nominating Committee will provide no more than two (2) candidates for any vacant position of Officer or Committee Chair. A member, whose name is on this list, will have agreed to serve if elected. An Officer or Committee Chair who fills a vacant position will serve until the end of the original term of said office. Vacancies of a Committee Member who has resigned or has otherwise become disqualified to serve will be filled by the Committee Chair for the unexpired term of the current President.

## **Article XXVIII. Membership**

Section 28.01 **Single Class.** This is a single class of membership called Member.

Section 28.02 **Regular Membership.** CCHNA membership will consist of those adult persons who:

- (a) Reside within the Area Boundaries, or own property within the Area Boundaries, and;
- (b) Pay annual dues as set by the Board of Directors

Section 28.03 **Application.** Members are encouraged to complete a Membership Application that includes all household adult persons; otherwise only one household vote per Member is counted.

Section 28.04 **Businesses.** In addition, the membership of CCHNA may consist of such businesses, churches, associations or other organizations which may be accepted for membership by the Board of Directors, provided all such businesses, churches, associations or other organizations have only one designated representation to act and vote on their behalf.

Section 28.05 **Annual Dues.** Annual dues are set by the Board of Directors and are due and payable to CCHNA. While dues are voluntary for all neighbors, they are required for membership into CCHNA. Director, Committee Chair, and Committee Member dues are to be paid in January. Dues are not refunded to Members leaving CCHNA, overpaying, or reduced for Members joining in mid-year. Dues are used to offset costs associated with running CCHNA.

Section 28.06 **Donations.** Donations in addition to regular dues are accepted at any time during the calendar year. Donations are not refunded. Donations are used to offset costs associated with running CCHNA.

#### **Article XXIX. Member Voting**

Section 29.01 **Votes.** Although dues are collected by household, each adult member of the household as identified on the Membership Application has one vote in Member votes.

Section 29.02 **Officer Election or Bylaw Approval.** When a vote is taken at any CCHNA meeting concerning the officers or Association Bylaws, each paid Member of CCHNA will have one vote. The vote may be a voice vote or by ballot and shall be determined at the time of the meeting.

Section 29.03 **Proxy.** No vote by proxy will be allowed for any item up for Member vote.

Section 29.04 **Other Voting Issues.** When a vote is taken at a CCHNA meeting concerning all other issues (special events, projects, or items concerning the general operation of CCHNA) each member has one vote. Only votes taken of members present at these CCHNA meetings will be counted.

Section 29.05 **Debate or Discussion.** Before any vote is taken on any issue the President or a Member can request a debate or discussion.

Section 29.06 **Quorum.** A quorum where any action by the Members is required is defined as the attendance of at least fifteen members present (including board members).

#### **Article XXX. Member Rights**

Section 30.01 **Authorization.** All members will seek and receive written approval of the Board of Directors or the President before using or representing the name of CCHNA or Country Club Heights Neighborhood Association.

Section 30.02 **Privacy.** Contact information from the membership roll will be kept confidential with the exception of CCHNA's day-to-day operation. The roll will not be sold or given to any person, organization, or company without the approval of the Board of Directors. Email addresses are maintained by our email/marketing vendor with the assurance they are stored securely.

Section 30.03 **Discuss Issues.** Members have a right to request issues be discussed before the Board of Directors.

Section 30.04 **Volunteer Opportunities.** Members may volunteer for any committee or to chair a committee. The Board of Directors has the right to limit the number of people serving on any committee.

Section 30.05 **Speak at Meetings.** A member may ask to be put on CCHNA's meeting agenda and receive permission to speak on issues other than CCHNA issues with an option by the President, or

person presiding over the meeting, to limit the speaking time allowed.

Section 30.06 **Modifications.** These rights are not all-inclusive and may be modified.