

**BYLAWS OF THE
HIGHLAND PARK NEIGHBORHOOD ASSOCIATION, INC.**

Article I Name

The name of this association shall be the Highland Park Neighborhood Association, Inc., herein referred to as the Association.

Article II Mission Statement

Highland Park aspires to be a racially and economically diverse, harmonious community that attracts a wide range of people who want to share a sense of community in a historic urban neighborhood.

Article III Purpose

The purpose of this Association shall be to:

1. Unite in our efforts to obtain and maintain a safe, clean, caring neighborhood in which people of all races and creeds can safely live and work in harmony;
2. Contribute to the strength and development of the City of Chattanooga and the United States, in order to achieve the full financial, educational, social and cultural benefits inherent in American citizenship;
3. Protect the residential character of Highland Park by preventing the encroachment of business establishments into residential areas unless agreed upon by majority of voting members.
4. Promote the cooperation of our residents to report criminal activities to the proper law enforcement agency in a law-abiding manner;
5. Promote the improvement of Highland Park so that it will not deteriorate and/or remain an undesirable district;
6. Maintain Highland Park as an P-i residential area, as defined by the code of the City of Chattanooga;
7. Maintain the Highland Park Neighborhood Association boundaries of McCallie Avenue to the north, Main Street to the south, Willow Street to the east and Holtzclaw Avenue to the west.

As an Association we support NO political candidates. We do urge all residents to register to vote for the party and candidate of their choice.

Article IV Members

1. Non-voting members

All individuals who have reached the age of eighteen years and reside within the Highland Park Neighborhood Association boundaries for 20 consecutive days are non-voting members of the Association.

In addition, the Association welcomes the participation, as non-voting members, of individuals and organizations that have an interest or stake in the betterment of the Highland Park neighborhood and the furtherance of the Highland Park Neighborhood Association's mission and goals.

2. Voting Members

All individuals meeting criterion 1 above who have attended at least four regularly scheduled Block Leaders, Board of Directors and/or General Meetings during his/her residency in Highland Park in the past twelve calendar months and who have registered his/her name and address on the meeting sign-in sheet are voting members of the Highland Park Neighborhood Association.

Article V Dues

There will be NO dues or membership fees.

Article VI Board of Directors

Section I:

The Board of Directors of the Association shall consist of not more than 13 members and not less than 11 members. The membership of the Board of Directors shall include 4 officers, 5 members-at-large and up to four (4) non-resident stakeholders. Only voting members of the Highland Park Neighborhood Association as defined in Article IV, Section 2 are eligible to serve as officers or at-large members of the Board.

Section II:

The Board of Directors shall:

1. Be responsible for overall policy and direction of the Neighborhood Association, and delegates responsibility for day-to-day operations to the staff and committees;
2. Meet with some regularity (i.e. monthly, quarterly, etc.);
3. Make decisions in the best interest of the Neighborhood Association;
4. Appoint/Approve Committee Chairs and Representatives;
5. Exercise fiduciary responsibilities.

Article VII Officers of the Board

Section I. The elected officers of the Board of Directors of the Association shall be: President, Vice President, Secretary, and Treasurer.

1. All officers must reside within the geographical boundaries of the Neighborhood Association for the entire term of office. In the event that they move, or are unable to serve, the Executive Committee will name a replacement for that office. The office of President shall be filled as described below.

2. Officers shall be elected for terms of one year or until their successors are elected. No elected officer shall serve more than three consecutive terms in the same office.
3. Officers shall take office on January 1st following the election of officers at the Annual Meeting.
4. The Vice President shall fill a vacancy in the office of the President. The Executive Committee shall fill a vacancy in the office of the Vice President.
5. When a new President is elected, the past President shall fill one of the at-large board member positions.
6. No staff member of the Association shall hold a seat on the Board of Directors. Staff members can be appointed to serve on Committees by approval from the Executive Committee.

Section II. Duties

1. The President shall:
 - a) Be the Chief Executive Officer and the official representative of the organization and perform the duties that pertain to the office;
 - b) Sign, with either the Vice President or the Treasurer all checks for business concerning the Association;
 - c) Serve as ex-officio member on all committees.
2. The Vice President shall:
 - a) Succeed to the office of President in the event of a vacancy;
 - b) Sign, with either the President or the Treasurer all checks for business concerning the Association;
 - c) Assume the responsibility of President when the President is unable to attend meetings;
 - d) Sign documents in the absence or with the approval of the President or Executive Committee.
3. The Secretary shall:
 - a) Record the proceedings of meetings of the Board of Directors, Executive Committee and the General Association, or as directed by the President or Vice President.
 - a. Minutes will be presented at the General Meetings for approval by the membership.
 - b. Some information about names and criminal activity, and any information that could place anyone in danger, will be deleted for the safety of those individuals.
 - b) Be responsible for the sign-in sheet at General meetings and for maintaining accurate attendance records for all members.
4. The Treasurer shall:
 - a) Manage all funds and all accounts payable and receivable;
 - b) Authorize deposits and withdrawals from the Association bank account with both signatures of the President and Vice President.

- c) Authorize expenditures for amounts not to exceed \$1000 outside of budgeted amounts.
- d) Provide the membership with a financial report at General Meetings.
- e) Serve as the Chair of the Board Finance Committee.
- f) Sign, with either the President or the Treasurer all checks for business concerning the Association;

Article VIII Nominations and Elections of Officers and At-Large Members

- 1. In accordance with the duties described in Article X, the Nominating Committee shall present a slate of candidates for officers and at large members of the Board of Directors at the October General Association meeting.
- 2. Nominations for officers and at-large members will also be taken from the floor at the October General Association meeting.
- 3. In the event only one name is proposed for an office and that nominee withdraws, the Nominating Committee will convene to identify additional candidates.
- 4. Elections of Officers and at-large members of the Board will take place by written ballot at the Annual Meeting.
- 5. No candidates nominated for office shall assist in counting of ballots.
- 6. At-large Members shall be representatives on other committees.

Article IX Nominations and Selection of Non-resident Stakeholders

- 1. The Nominating Committee shall recommend to the Board of Directors up to four non-resident stakeholders as members of the Board.
- 2. The Nominating Committee shall present the names of all non-resident stakeholders to the general membership for public comment.
- 3. Non-resident stakeholders will be approved by the Board of Directors and appointed to the Board for a term of one year and may be reappointed for additional terms.

Article X Executive Committee

Section I:

The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, and an at-large member representative from the Nominating Committee and the Development Committee and the immediate past President if available or an at-large member.

Section II:

- 1. This committee shall transact any business necessary between meetings of the Association.
 - (a) Five members present shall constitute a quorum

2. All decisions made by the Executive Committee shall be reported to the Board of Directors and at the next General Association Meeting.

Article XI Committees

Section I. Standing Committees: The Board shall have three Standing Committees: Development, Finance, and Nominating. The Chairs of these Committees shall be appointed by the Executive Committee, with the exception of the Chair of the Finance Committee who shall be the elected Treasurer of the Association.

1. Nominating Committee

- a) The Nominating Committee reviews and makes recommendations about individuals who are qualified and willing to serve on the Board of Directors.
- b) The Nominating Committee in accordance with the process described in Article VII carries out nominations and elections of Officers and At-Large members.
- c) The Nominating Committee in accordance with the process described in Article VIII carries out nominations and elections of non-resident stakeholders.
- d) No current elected officer of the Board may sit on the Nominating Committee.
- e) The Nominating Committee shall also assist with the development of the Board of Directors.
- f) The Nominating Committee shall also assist with membership and volunteer recruitment.

2. Finance Committee

- a) The Finance Committee oversees the financial affairs of the Association
- b) The Finance Committee oversees the preparation of the Association's annual budget and submits it to the Board for approval.
- c) It is the responsibility of the Finance Committee to ensure accurate tracking, controls, and reports of all funds.
- d) The Finance Committee on a regular basis presents written financial reports to the Board.

3. The Development Committee

- a) The Development Committee is responsible for development and implementation of a fundraising plan.
- b) Working closely with staff, the Development Committee identifies and helps solicit funds from external sources in support of the goals of the Association.
- c) The Development Committee reviews all grant proposals and funding requests prepared by staff.

Section II: Additional Committees

1. The Board of Directors may appoint additional committees as necessary or as directed by the membership. These committees shall forward the goals and mission of the Association and may include but not be limited to: Crime and Safety, Physical Revitalization, Youth development, and economic development.
2. All non-standing committees shall exist for no longer than one year unless approved by the membership.
3. The Board of Directors shall appoint the Chair of all Additional Committees. The Board of Directors will determine the specific responsibilities at the time of establishment of the Committee.

Article XII Amendments

1. Proposals for amendments must be submitted in writing to the Board by any member at any regularly scheduled Board Meeting or General Meeting for consideration and recommendation by the Board. The Board shall submit any proposed amendments along with its recommendation to the Membership at the next regular Membership meeting or at a called special Membership meeting.
2. All proposed changes must be submitted to the membership one month prior to voting.
3. All changes to the bylaws must be approved by a two-thirds majority of voting members present.

Article Xlii Removal of Officers

4. Officers may be removed from office for the following reasons:
 - a) Not performing the duties of the office.
 - b) Conduct detrimental to this Association.
5. A proposal to remove an officer must first pass a majority vote of the Board of Directors.
6. After the Board of Directors passes it, the general membership will hear the proposal at the next General Meeting. A vote on the removal of an officer will then be held at the following General Meeting.
7. Removal of an officer must be approved by a two-thirds majority of voting members present.

Articles XIV Meetings

1. Regular Meetings
Regular meetings will be held monthly on the **3rd Thursday** in accordance with the meeting schedule published in the neighborhood newsletter. No additional notification is required except in the case of resolutions affecting the quality of life of the neighborhood

that are to be presented for consideration by the membership. In this case, such resolution shall be presented in writing to all members present at the general meeting of the neighborhood association one month prior to a vote.

2. Special Meetings

All voting members are entitled to be notified of a special meeting no fewer than ten days or no more than two months before the meeting date. Said notification shall be made through the posting of notices in conspicuous places in the neighborhood and through notices in the neighborhood newsletter.

3. Annual Meeting

An annual meeting shall be held in November for the purpose of:

- a. Election of Officers and at-large members of the Board of Directors. Newly elected Officers and at-large members of the Board of Directors shall take office on January 1st of each year.
- b. Approval of the Annual plan and Annual Budget.

4. Robert's Rules of Order, Newly Revised, shall govern this association in all cases to which they are applicable and in special rules of order the Association may adopt.

5. Meetings will start on time.

6. Discussions will be kept brief and to the point. The three-minute rule will be strictly enforced.

7. All suggestions to the Association will be put in writing and given to the Secretary. They will be presented at the Board of Directors meeting for consideration before being presented to the membership. The next Board of Directors meeting will prepare a written response to suggestions.

8. A majority of the members of the Executive Committee shall constitute a quorum at a regular or special meeting of the Membership.

9. Simple majority of voting members present at a regular General or Special Meeting of the membership unless otherwise specified herein will decide all votes.

Article XV Dissolution of the Association

In the event of the dissolution of this Association, any asset shall be liquidated and distributed in accordance with governmental regulations set forth in Section 501 (c) (3) of the internal Revenue code and the laws of the state of Tennessee. No funds shall accrue to the benefit of any individual member.

These bylaws were drafted November 18, 1991

Bylaws committee:

Elaine Allen Marlene Brown

Frank Baker Eric Jefferson

Freddie Baker Eugene Penn

Cindy Thomas

Jim Welch

Laura Welsh

Revised: June 15, 1995.

Executive Committee:

Betty Blewer
Cathy Brown
Marlene Brown
Tony Cicirello

Judith Schorr
Leslie Segsworth
U ne-va Shaw

Revised: May 18, 2000

Executive Committee

Uneva Shaw
Roger Barney
Heather Bell

Glen Norwood
Jonathan Bell
Judith Schorr

Revised: September 21, 2000

Bylaws Committee:

Frank Baker
Cathy Brown
Judith Schorr
Jonathan Bell
Uneva Shaw
Roger Barney
Angie Farris
Michael McReynolds

Glen Norwood
Heather Bell
Angie Farris
Joe Ford
Mary Norwood

Revised: July 19, 2001 Resident proposal
to Board

Revised: August 6, 2002 Board Proposal