

# Historic Fourth & Gill Neighborhood Organization

## BY-LAWS

### 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 in the City of Knoxville, County of Knox, State of Tennessee.

### ARTICLE 3

#### Members

**Section 3.1 Class.** The Organization shall have one class of members.

**Section 3.2 Membership.** Residents and property owners of the Fourth & Gill Neighborhood are automatically Members of the Organization. Their membership ends when they move out of or cease to own property in the Fourth & Gill Neighborhood.

**Section 3.3 Voting.** Each Member age 16 and older is entitled to vote on any matter submitted to a vote of the Members.

## **ARTICLE 4**

### **Meetings of Members**

**Section 4.1 Regular Meetings.** There shall be at least an annual regular meeting of Members at which time board members shall be elected to fill vacancies. Other meetings are held at least once a quarter, and may also be conducted as social events.

**Section 4.2 Special Meetings.** Special meetings of the Members may be called by the President, three members of the Board of Directors, or not less than twenty-five Members having voting rights.

**Section 4.3 Meeting Place.** The Board of Directors may designate any place in the State of Tennessee as the place of meeting for any regular meeting or for any special meeting. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Organization in the State of Tennessee.

**Section 4.4 Notice of Meetings.** Notice shall be given by mail, email, newsletter, personally, or any other reasonable means as to the date and time of meeting. This notice shall be given no less than 10 days before the meeting.

**Section 4.5 Quorum.** Twenty-five Members entitled to vote shall constitute a quorum for the annual meeting, or for any other meeting at which a vote is to be taken.

## **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 Board shall solicit nominations from Members to fill vacancies, and the names of eligible nominees who are willing to serve will be submitted for vote to Members in attendance at the annual meeting. Directors will be elected by majority vote of the Members in attendance at the annual meeting. Vacancies occurring in the middle of a term shall be filled by majority vote of the Board until the vacancy can be filled by majority vote of the Members at the next annual meeting.

**Section 5.4 Term.** Directors shall serve for a term of three years, and may be reelected for up to two consecutive full terms.

**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 typically on the third Monday of the month. Meetings are open to all the membership. Special meetings of the Board of Directors may be called by any three Directors. This 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 member.

**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 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 Fourth & Gill Neighborhood 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 its regular meeting in February and shall begin serving in March. 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 a Director'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 and control all of 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; ensure that all required notices are given; serve as custodian of the Organization records; 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 following shall be standing committees of the Organization: Codes and Development; Communication; Finance and Budget; Neighborhood Center; Parks and Beautification; Social; and Tour of Homes. The Board of Directors, by majority vote, may create or appoint special 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 Membership.** Committee members shall be appointed by the Board. If a vacancy occurs during the term of a committee member's appointment, the Board may designate a new member to serve the unexpired term of the original appointment.

**Section 7.3 Meetings.** The chairs of each committee shall be responsible for scheduling regular meetings and for notifying committee members of such meetings.

**Section 7.4 Quorum.** A majority of the members of the committee shall be considered a quorum.

**Section 7.5 Term.** Each committee member shall serve until the next annual meeting or until reappointment, whichever shall occur last.

## **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 bylaws.

**Section 8.2 Signatures.** All contracts shall be signed by the Treasurer and countersigned by the President or Vice-President.

**Section 8.3 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 8.4 Gifts and 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.

**ARTICLE 9**  
**Books and Records**

**Section 9.1 Records.** The Organization shall keep correct and complete books and records of account and shall also keep minutes of its annual meeting and the proceedings of its Board of Directors. Such books and records shall be kept at the registered office, in hard copy or electronic form. All books and records of the Organization may be inspected by any Member, or his/her agent or attorney for any proper purpose at any reasonable time.

**ARTICLE 10**  
**Finances**

**Section 10.1 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 10.2 Fiscal Policy.** The Board should establish such additional procedures for the handling of funds as it deems appropriate and necessary.

**ARTICLE 11**  
**Waiver of Notice**

**Section 11.1 Notice.** Whenever any notice is required to be given under the provision of the Tennessee Non-Profit Corporation Act or under the provisions of the articles of incorporation or bylaws of the Organization, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE 12**  
**Amendments to Bylaws**

**Section 12.1 Amendment.** These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting of the Board or at any special meeting, if a least 7 days written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meetings.

I certify that these bylaws are currently in effect, having been adopted on January 11, 2010.

\_\_\_\_\_  
President