

# **Bylaws of The Madison Park Homeowners Association of Charlotte**

## **Article 1 Name**

The name of the organization shall be The Madison Park Homeowners Association of Charlotte.

## **Article 2 Objectives**

The objectives of the organization are and shall be:

- To provide a focus for the development and utilization of neighborhood resources, and to foster a sense of community spirit;
- To provide a communications base for meaningful discussions of issues pertinent to the community; and
- To promote a closer association and cooperation among residents, business firms and city government for the general welfare, preservation and continued progress of Madison Park and the surrounding area.

## **Article 3 Membership Defined**

### **Section 1**

Single Class. The membership of the Association shall consist of a single class.

### **Section 2**

Members. The membership of the Association shall consist of those adult persons who:

(1) reside within the boundaries of Madison Park as those boundaries shall be set by the Board of Directors; (2) evidence to the Board of Directors of a desire to be a member of the Association and (3) pay such dues as may be prescribed by the Board of Directors. In addition, the membership of the Association shall consist of such businesses, churches, associations or other organizations which may be accepted for membership by the Board of Directors, provided that all such businesses, churches, and associations shall have only one designated representative to act and vote on their behalf.

## **Article 4 Powers**

The Association shall have the following powers:

- a) To make, execute and perform contracts and agreements pertinent to the benefit of the Association, and if supported by a majority of the valid membership;
- b) To receive property, personal or real or both, by bequest, lease, purchase, grant, devise, loan or otherwise; and
- 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 shall enact, make or grant.
- d) Notwithstanding any other provision of these Bylaws, this Association shall not carry on any activities not permitted to be carried on by:
  - i. Any corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.
  - ii. 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.

## **Article 5 Meeting of Members**

### **Section 1**

Place of Meetings. All meetings of the members shall be held in such place as designated by the Board of Directors in the notice of meeting.

### **Section 2**

Annual Meeting. The annual meeting of the members shall be held during the month of January of each year at such time and place as designated by the Board of Directors for the purpose of electing Directors of the Association and for the transaction of such other business as may be properly brought before the meeting.

### **Section 3**

Regular Meetings. The remaining regular meetings of the members, in addition to the annual meeting above, shall be held at such time and place as designated by the Board of Directors.

#### **Section 4**

Special Meetings. Special meetings of the members may be called at any time by the President, Vice President, or Board of Directors of the Association. Special Meetings may also be called by petition of 10% of the voting members of the Association.

#### **Section 5**

Notice of Meetings. Written or printed notice stating the time and place of any of the above-described meetings shall set forth principal business, time and location of the meeting and be distributed to all members. Every effort shall be made to insure that meetings are as broadly representative of the neighborhood as possible. Notice of any special meeting or of member-initiated action shall be given no less than seven and no more than twenty one days prior to the meeting.

#### **Section 6**

Transaction of Business. Business may be transacted by those members present and voting. The President of the Board of Directors will chair all meetings, except in his or her absence, when some other officer shall preside. A simple majority vote shall carry any motion with the exception of member-initiated motions as provided in Section 7 of this article. There shall be no use of proxy.

#### **Section 7**

Member-Initiated Action. By a petition of 10% of the voting members of the Association a special meeting may be called for the purpose of presenting matters to be voted upon by the membership. Member-initiated action may also be placed upon the agenda of a regular meeting of the Association by a petition of 10% of the members. Any member-initiated action shall be passed upon the affirmative vote of a majority of the members present. In the event that such motion concerns an issue upon which the Board of Directors has previously made a decision inconsistent with the member-initiated motion, such motion shall require the affirmative vote of two-thirds of the members present.

### **Article 6 Directors**

#### **Section 1**

Powers of the Board of Directors. The activities, affairs and property of the Corporation shall be managed, directed and controlled, its powers exercised by, and vested in, the Board of Directors, subject to the other applicable sections of these Bylaws.

## Section 2

Number and Term. The Board of Directors of the Association shall consist of the officers, and the immediate past president, who shall be active members of the Association, and members who represent a cross section of the neighborhood at large. The Directors shall serve for a term of two (2) years. Directors may not serve more than two consecutive terms, but may return to service on the Board after a period of absence, if elected. Directors shall be elected each year, providing for staggered terms.

## Section 3

Qualifications. Directors shall be residents of the Madison Park neighborhood and be dues-paid members of the Association.

## Section 4

Election of Directors.

- a) Nominations. A nominating committee, consisting of two members of the Board of Directors, and two members of the Association who are not members of the Board, shall be appointed by the Board of Directors at the September meeting of the Board of Directors each year. The nominating committee shall recommend four (4) individuals to fill the four (4) positions of the four (4) who will be rotating off the Board of Directors that year. The nominating committee's recommendations shall be presented to the Board of Directors at a regular meeting of the Board of Directors. All such nominees shall be residents of the Madison Park neighborhood and dues-paid members of the Association.
- b) Election. At the annual meeting of members, the list of nominees approved by the Board of Directors shall be announced to the members and additional nominations will be solicited from the floor. Paid members of the Association shall be eligible to vote. Each paid member may vote for as many nominees as positions are available. The results of the election shall be announced at the annual meeting and new Directors shall begin their term immediately upon election.

## Section 5

Resignation or Removal. Any director may resign from the Board at any time by giving written notice to the President or Vice President, and the acceptance of such resignation shall not be necessary to make it effective. Directors may be removed from office for cause by a majority vote of the Board of Directors.

### **Section 6**

Vacancies. A vacancy occurring on the Board of Directors, whether by resignation, removal, or increase in the number of Directors, shall be filled by a majority of the remaining Directors, though less than quorum, at any annual, monthly or special meeting of the Board of Directors. The replacement Director shall serve the remainder of the term of the Director replaced.

### **Section 7**

Compensation. Members of the Board of Directors shall not receive any salary or other compensation for their services to the Association as Directors. However, nothing herein shall exclude reimbursement of all expenses incurred by the Directors in their performance of Corporate duties or upon being compensated for services rendered to the Association in any other capacity.

## **Article 7 Meeting of Directors**

### **Section 1**

Annual Meeting. An annual meeting of the Board of Directors shall be held. Such meeting shall be held at such place as designated in such notice of the meeting or agreed upon by the Directors. If the annual meeting shall not be held as designated by the Bylaws, a substitute annual meeting may be held by notice of such meeting, which meeting shall be designated and treated for all purposes as the annual meeting.

### **Section 2**

Regular Meetings. The Board of Directors can hold regular meetings at such time and place as may be designated by the President from time to time. The President shall notify the Secretary of all such meetings, and the Secretary shall provide notice to all Board members as set forth in Section 7 of Article 8 below.

### **Section 3**

Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or Vice President. Such meetings shall be held at such time and places designated in the notice thereof.

### **Section 4**

Notice of Meetings. The place of annual regular meetings of the Board of Directors shall be designated by the President, Vice President or agreed upon by the Directors at the preceding meeting of the Board of Directors or meeting of the members. All

special meetings of the Board of Directors shall be held upon giving at least two (2) days notice thereof, by any usual means of communication and specify the purpose for which the meeting is called. Attendance at a meeting by a Director shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of business, because the meeting is not lawfully called.

#### **Section 5**

Quorum. A quorum at any meeting of the board of directors shall consist of three (3) Directors.

#### **Section 6**

Manner of Acting. A majority vote shall be necessary to carry a motion at a meeting of the Board of Directors at which a quorum is present.

### **Article 8 Officers**

#### **Section 1**

Number. At each annual meeting of the Board of Directors, the directors shall elect from the members of the Board a President, a Vice President, a Secretary and a Treasurer of the Association. At any time, the Board may also appoint one or more Assistant Vice Presidents to carry out the administrative functions of the Association.

#### **Section 2**

Election and Terms. The officers of the Association shall be elected by majority vote of the Board for a term of one year and shall serve until their successors in office are elected. Vacancies shall be filled by an election for the unexpired term at any meeting of the Board, provided that notice of such election shall be given at least two (2) days in advance of such meetings.

#### **Section 3**

Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board for cause by a vote of the majority of the Board of Directors.

#### **Section 4**

Compensation. Officers of the Association shall not receive any salary or other compensation for their services to the Association as officers. However, nothing herein shall exclude the reimbursement of all expenses incurred by the officers in the performance of their corporate duties or from being compensated for corporate duties or from being compensated for services rendered in any other capacity to the Association.

### **Section 5**

President. The President shall preside at meetings of the Directors as well as the general membership, shall act as the official spokesperson for the Association, and shall perform such other duties as may be assigned by the Board of Directors. The President shall have served on the Board Directors for at least one year prior to being nominated and elected.

### **Section 6**

Vice President. In the event of a vacancy in the office of the President or during his absence or inability to act, his duties and powers shall devolve upon the Vice President.

### **Section 7**

Secretary. The secretary shall keep or cause to be kept a record of all meetings of the Board of Directors and shall assist in such correspondence as may be required by the President and the Board of Directors. The Secretary shall also send notice to all members of the Board of Directors of the time and place of the next Board meeting and along with such notice provide a copy of the minutes of the preceding Board meeting. The Secretary shall keep a record of attendance at Board meetings and report to the Board the failure of any Director to meet the attendance requirements in Article 5, Section 7.

### **Section 8**

Treasurer. The Treasurer shall keep or cause to be kept accounts as may be necessary to show the receipts, expenditures and financial condition of the Association at all times, or as may be required by the Board of Directors.

### **Section 9**

Assistant Vice President and Other Assistants. Any Assistant Vice President or other assistants appointed by the Board of Directors of the Association, and such committees shall have such duties and powers as determined by the Board of Directors.

## **Article 9 Committees**

### **Section 1**

There shall be such standing and special committees as shall be appointed by the Board of Directors of the Association, and such committees shall have such duties and powers as determined by the Board of Directors.

## **Article 10**

### **Contracts, Loans and Receipts**

#### **Section 1**

Contracts. The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument on behalf of the Association, and such authority may be general or confined to specific instances.

#### **Section 2**

Loans. No loan shall be contracted on behalf of the Association and no evidence of indebtedness shall 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 3**

Checks and Drafts. All checks, drafts, or other orders for the payment of money issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association in such a manner as shall from time to time be determined by resolution of the Board of Directors. Notwithstanding the above, all checks, drafts, or other orders for the payment of money issued in the name of the Association in the amount of \$60.00 or more shall require the signature of two (2) officers of the Association.

#### **Section 4**

Deposits. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such depositories as the Board of Directors shall direct.

#### **Section 5**

Dues. Annual dues shall be set by the Board of Directors. No dues shall be refunded to members leaving the Association, nor shall members joining in mid-year be entitled to a reduction of dues. Dues shall be due and payable to the Treasurer at such time as designated by the Board.

#### **Section 6**

Transaction of Business. Notwithstanding the above, the business of the Association shall be conducted 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.



## **Article 11 Amendment to Bylaws**

### **Section 1**

Procedure. The members of the Association may amend or repeal these Bylaws, or adopt new Bylaws in two steps, spanning two meetings, not to be held on the same day. A First Reading of the proposed Bylaw, or change to an existing Bylaw, shall be made into the Minutes of a regular or special meeting. Then, a reasonable effort will be made to notify the general membership of the new or changed Bylaw. At the next regular, or special meeting of the membership, a Second Reading will be made, and a vote taken, with acceptance being an affirmative vote of the majority of the members voting. The Directors shall have the power to amend the Bylaws except with respect to the powers of members, powers of directors, and member-initiated action. Neither the members nor the directors shall adopt a Bylaw:

- a) Providing for the management of the Association other than by the Board Directors or Executive Committee; and
- b) Inconsistent with Sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue law.

## **Article 12 General Provisions**

### **Section 1**

Seal. The corporate seal of the Association shall be in the form of a circle and have inscribed on it the name of the Association and the word seal.

### **Section 2**

Fiscal Year. Unless otherwise ordered by the Board of Directors, the fiscal year of the Association shall be the calendar year ending December 31.

### **Section 3**

Indemnification. Any person who at any time serves or has served as a trustee, officer, employee or agent of the Association or in such capacity at the request of the Association for any other corporation, partnership, joint venture, trust or other enterprise, shall have the right to be indemnified by the Association to the fullest extent permitted by law against:

- a) Reasonable expenses, including attorney's fees, actually incurred and necessarily incurred by him in connection with any threatened, pending or completed action, suit or proceedings; whether civil, criminal, administrative

or investigative, whether brought by or on behalf of the Association, seeking to hold him liable by reason of the fact that he is or was acting in such capacity, and

- b) Reasonable payments made by him in satisfaction of any judgment, money decreed, fined, penalty or settlement for which he may become liable in such action, suit or proceeding.

The Board of Directors of the Association shall take all such action as may be necessary and appropriate to authorize the Association to pay the indemnification required by this Bylaw, including without limitation, to the extent needed, making good faith evaluation of the manner in which the claimant or indemnity acted and of the reasonable amount of indemnity due him.

Any person who at any time after the adoption of this Bylaw serves or has served in any of the aforesaid capacities for or on behalf of the Association shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein.

Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive from any other rights to which such person may be entitled apart from the provision of this Bylaw.

#### **Section 5**

Rules. The Board of Directors may adopt, amend or repeal rules subject to the provisions of these Bylaws, for the management and operation of the internal affairs of the Association and the governing of its officers, agents, committees and employees.

#### **Section 6**

Donations, Bequests, Dues and Income. All donations, bequests, dues and income to and of this Association shall at all times and forever be and remain appropriated, secured, made use of and expended in the support and for the benefit or the objects of the Association as outlined in the Articles of Incorporation.

#### **Section 7**

Dissolution. In the event of a dissolution of the Association, the residual assets of the Association will be turned over to American Red Cross or other organizations which themselves are exempt as organizations described in Sections 501 (c) (3) and

170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state or local government for exclusive use public purpose. This Bylaw may not be amended or repealed.



Adopted by the membership of the Madison Park Homeowners Association of Charlotte **February 18<sup>th</sup>, 2001.**

## AMENDMENTS

### February 18, 2002

Annual dues were set at \$10.00 per calendar year, per family. The Bylaws were revised and distributed at our meeting.

### January 1, 2006

Annual dues were set at \$15.00 annually, per household/family

### January 1, 2008

Annual dues were set at \$20.00 annually, per household/family

### August 8<sup>th</sup>, 2011

**Amendment to Article 8 – Officers.** Pursuant to *Article 12, General Provisions, Section 5 – Rules*, the Board of Directors met in a special meeting on Monday, August 8<sup>th</sup>, 2011, at 6:30 p.m., to propose the following amendment:

## Article 8 Officers

### Section 7

Secretary. The secretary shall keep or cause to be kept a record of all meetings of the Board of Directors and shall assist in such correspondence as may be required by the President and the Board of Directors. The Secretary shall also send notice to all members of the Board of Directors of the time and place of the next Board meeting and along with such notice provide a copy of the minutes of the preceding Board meeting. The Secretary shall keep a record of attendance at Board meetings and report to the Board the failure of any Director to meet the attendance requirements in Article 5, Section 7.

The Secretary shall send or cause to be sent, a copy of the meeting minutes for all official meetings of the Association. Meeting minutes for all regular monthly meetings are to be sent out in a timely fashion; with the expectation of the Board being that minutes are to be compiled, reviewed, approved and distributed to the Membership within one week of any regular meeting, and, at the Board's discretion, any special meetings held.

### Results

The amendment was adopted by majority vote of the Board, on August 8, 2011, by The Madison Park Homeowners Association Board of Directors.