

NORTHGATE PARK NEIGHBORHOOD ASSOCIATION BYLAWS
DURHAM, NORTH CAROLINA

A Nonprofit Corporation Organized Under the Laws of North Carolina

ARTICLE 1

NAME, PURPOSE, and TYPE

Section 1. The name of this corporation shall be “Northgate Park Neighborhood Association” (hereinafter, the Association).

Section 2. The purposes of this Association shall be:(1) to encourage and promote community pride in our neighborhood by providing a forum for neighborhood activity;(2) to be a voice for our common neighborhood interests by acting as liaison with governmental bodies and with institutions, schools, and businesses in and around our neighborhood, and to work with other neighborhood associations on common concerns;(3) to serve as a focal point for maintenance and improvement of institutions and facilities serving our neighborhood, including parks, schools, and public safety services, and to provide an avenue for our neighborhood social activities;(4) to encourage and facilitate vigorous citizen participation in all issues affecting our neighborhood, including land use, zoning changes, traffic patterns, and street modifications; and (5) to provide for the community welfare generally and to engage in any lawful act or activity for which corporations may be organized under Chapter 55A of the North Carolina General Statutes.

Provided, that no purpose for which this Association is organized, and no activity in which the Association engages, may be a purpose or activity that would disqualify the Association from qualifying as an exempt organization under Sections 501 (c) (3) or (4) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and

Provided further, that this Association shall not intervene or participate in any political campaign on behalf of (or in opposition to) any candidate for public office.

Section 3. This Association is and shall remain a non-profit organization and no part of these net earnings thereof shall inure to any individual member.

ARTICLE II

MEMBERSHIP

Section 1. Membership in the Association shall be open to:

(a) households or natural persons 18 years of age or older who reside in the Northgate Park Neighborhood;

(b) non-resident natural persons 18 years of age or older who own property within the Northgate Park Neighborhood; and

(c) a documented representative of any institution or business located within the Northgate Park Neighborhood.

Each dues-paying member (individual, household, business, or institution) shall be entitled to vote. Individuals within a single household may elect to join as individuals or together as a household. A household's vote shall be cast by a natural person 18 years of age or older residing in the household, casting only one vote. A household may have several individuals who have paid individual dues; each dues paying member within the household may cast one vote. The vote of a business or institution shall be cast by a natural person 18 years of age or older who is a documented member of the institution, or a documented owner or employee of the business, casting one vote.

The membership of any non-resident owner of a particular property shall in no way preclude the membership in the Association of the residents (tenants) of that same property or vice versa.

Section 2. Every household or person desiring membership shall make application to the Treasurer on a form devised for that purpose. The annual membership dues shall be established by the Board of Directors, and once paid shall be non-refundable. Upon receipt of an application for membership, the Treasurer shall determine the eligibility of the applicant and the adequacy of application and fee. Any applicant denied membership may appeal to the Board of Directors. All memberships shall expire each year on March 31st. The membership year will run from April 1st to March 31st.

Section 3. The limits of the Northgate Park Neighborhood shall be defined as follows: Bounded on the west by Duke Street from Glendale Avenue south to Club Boulevard. Bounded on the south by Club Boulevard from Duke Street to the Interstate 85 overpass, and by Interstate 85 from its overpass over Club Boulevard to its Roxboro Road interchange. Bounded on the east by Roxboro Road from Interstate 85 to Delafield Avenue. Bounded on the north by Delafield Avenue from Roxboro Road to Elgin Street, and by Elgin Street from Delafield Avenue to Murray Avenue, and by Murray Avenue from Elgin Street to Glendale Avenue, and by Glendale Avenue from Murray Avenue to Duke Street. Property only on the "Northgate Park" side of the boundary streets is included in the neighborhood, except that property on both sides of Club Boulevard from

Washington Street to the Interstate 85 overpass, and property on both sides of Murray Avenue, Glendale Avenue, Elgin Street, and Delafield Avenue is included in the neighborhood.

Section 4. The Board of Directors may confer upon a person not otherwise eligible for membership an honorary membership. An honorary membership maybe conferred only in recognition for meritorious service to the NorthgatePark Neighborhood. Such membership shall be non-voting and shall be for such duration as the Board of Directors shall determine.

ARTICLE III

GOVERNMENT

Section 1. The Northgate Park Neighborhood Association shall be governed by a Board of Directors (the "Board",) which may act as an Executive Committee to take action in the name of the Association.

Section 2. The Board of Directors shall consist of a President, a Vice President, a Secretary, a Treasurer, and at least three Directors-at-Large, elected by the membership at an annual meeting. If the membership elects less than nine Directors-at-Large, any Director-at-Large positions not filled by the membership shall be treated as vacancies to be filled by and in the discretion of the Board of Directors. The Board of Directors shall serve until the close of elections at the next annual meeting or until such time as their replacements are elected, whichever may later occur. Members of the Board shall be eligible for re-election.

The Board of Directors shall also include the Immediate Past President of the Association when he or she has not been elected to any other office or seat on the Board of Directors. The term of the Immediate Past President shall expire at the close of elections during the next annual meeting following the expiration of his or her term as President.

In the event the Immediate Past President chooses not to serve on the Board of Directors or is unable to fulfill his or her term of office, the Board of Directors may appoint in his or her place any member who has previously held an office or served as a director.

Section 3. Regular meetings of the Board of Directors shall be held at such times and places as determined by the Board of Directors. Special in-person meetings of the Board of Directors may be called (1) by the President, or (2) by any three members of the Board of Directors. Special meetings may also be held online via email or other internet communication system. Special online meetings may be called by any one member of the Board of Directors by posting to an online forum or electronic message service (as selected by the Board in advance) that is accessible to and will simultaneously notify all members of the Board of Directors. Special online meetings are to be conducted according to the RULES FOR ONLINE VOTING BY NPNA BOARD* in Article VII of bylaws.

A simple majority of the membership of the Board of Directors, excluding vacant seats, shall constitute a quorum for doing business. Each member of the Board shall be entitled to one vote. The business of the Board of Directors shall be accomplished by a simple majority vote of those officers and Directors-at-Large present and authorized to do business at a meeting of the Board, a quorum being present.

Section 4. To be eligible for membership on the Board of Directors, a person or that person's household, business, or institution must be a member of the Association. However, no more than two persons representing businesses or institutions may serve on the Board of Directors.

Section 5. Board members shall serve without compensation.

Section 6. The powers and duties of the Board of Directors shall include:

(a) The appointment of all standing and other committees or chair persons thereof. This power may be delegated by the Board to the President. Committees shall derive their direction from the Board of Directors.

(b) The appointment of all persons or organizations to serve the Association.

(c) The currently elected and serving Board of Directors, including the elected officers, shall have the power to appoint interim replacement Directors-at-Large or officers, until the next regularly scheduled election, in the event a Board Member or officer is no longer willing or able to serve out their term of office, except as otherwise provided in Article III, Section 8.

(d) Interpretation of the Bylaws.

(e) The expenditure of Association funds.

(f) The establishment and execution of policy for the Association.

(g) The dissolution of all standing and other committees. This power may be delegated to the President.

Section 7. The President shall preside at all meetings of the Association and the Board of Directors and shall perform such duties as directed by the Board of Directors.

Section 8. The Vice President shall perform all duties as may be assigned by the President or Board of Directors and shall be the presiding officer in the absence of the President. The Vice President shall succeed to the office of President if it becomes vacant during the Association year and shall serve as President until a President is next elected by the membership at the annual meeting.

Section 9. The Secretary shall be the official custodian of all records of the Association, except membership and financial records, shall keep the minutes of the Association and the Board, shall send all official correspondence in the name of the Association, and shall give all required notices.

Section 10. The Treasurer shall keep and be responsible for all funds of the Association and shall keep membership and financial records. All funds shall be deposited into a federally insured bank or savings and loan account in the name of the Northgate Park Neighborhood Association, and shall be withdrawn only by the Treasurer or President. All monies received shall be immediately delivered to the Treasurer, and all bills shall also be paid by the Treasurer. The Treasurer shall provide regular reports of all transactions and prepare financial statements as directed by the Board.

ARTICLE IV

COMMITTEES

The committees of the Association shall be determined by the Board of Directors.

ARTICLE V

MEMBERSHIP MEETINGS

Section 1. The annual meeting of the Association in each year shall be held during the month of May or June on the particular day and hour, and at the place determined and designated by the Board of Directors. The day of the annual meeting shall be set by the Board of Directors no later than 31 days in advance. Reasonable efforts shall be made to give notice of the time and place of the annual meeting to the membership using any written, electronic, or oral means of communication deemed appropriate by the Board of Directors. Reasonable efforts shall also be made to inform other households in the neighborhood of the annual meeting. In any event, the posting of written notice of the date, time, and place designated for the annual meeting in the bulletin board in Northgate Park at least five days prior to the day of the meeting shall be deemed sufficient.

Section 2. Special meetings of the membership for any purpose shall be called (1) by the President, or in the President's absence by the Vice President, or (2) by the Secretary upon the written request of 10 members. Notice of special meetings shall be given as described in Article V, Section 1.

Section 3. A simple majority of the currently elected and active Board, plus any non-Board members of the Association, shall constitute a quorum for the transaction of business at any annual or special meeting of the membership. At each meeting of the membership, each member shall be entitled to one vote as provided in Article II, Section 1, and decisions shall be made by a simple majority vote of those present and voting, a quorum being present. Only current members may vote, and no proxy or absentee or electronic means of voting shall be permitted.

ARTICLE VI

ASSOCIATION, MEMBERSHIP, AND FISCAL YEAR

Section 1. The Association year shall commence each year on the day and at the time of the annual meeting. The Association year shall end each year on the day of the annual meeting following the annual meeting at which that year commenced.

Section 2. The membership year of the Association shall run from April 1st to March 31st.

Section 3. For accounting purposes, the fiscal year of the Association shall be April 1st to March 31st.

ARTICLE VII

PROCEDURE

Section 1. Meetings of the Board and the membership shall be conducted in accordance with general principles of parliamentary procedure. The presiding officer shall decide all procedural questions, unless overruled by a simple majority vote of those present and voting, a quorum being present.

Section 2. RULES FOR ONLINE VOTING BY NPNA BOARD*

Rules of operation to be followed when conducting business online via the list-serve group set up specifically for the Northgate Park Neighborhood Association Board of Directors:

Any member of Board of Directors can raise an issue or make a motion. Discussion may occur up to the next regularly scheduled Board of Directors' face-to-face meeting.

Any other member may second a motion, once a motion is made.

The time period for voting will begin after the motion has been made. Voting takes place within 120 hours of when the time period for voting begins unless a Board member requests a 72-hour extension. Only one 72-hour extension is allowed.

Members vote: yes, no, or abstain. At least a simple majority of the Board would need to vote within the allotted time in order to establish quorum. E.g., at least six (6) members of a ten (10) member Board would have to vote, since six (6) Board members constitutes a simple majority of a ten (10) member Board.

A simple majority of the quorum decides the vote. If more than quorum votes, a simple majority of the number voting carries the motion. E.g., If 6 members vote, 4 must vote yes to pass a motion. If 8 members vote, 5 members must vote yes to pass a motion.

After the vote has been taken, the President or Vice President will notify all Board members of the outcome of the vote. The Secretary will insert a summary of the action into the next NPNA meeting minutes to publicize the decision.

If no quorum is reached online or a decision is inconclusive, the motion will carry to the next face-to-face meeting as unfinished business.

Section 3. Rules for Approval of Minutes and Treasurer's Reports.*

Because minutes need to be approved or corrected/approved before they are considered official and published; minutes will be uploading to the Listserve Minutes file after they have been approved either in a face-to-face or online meeting. E.g. Typically, a secretary offers minutes to the body prior to publication so corrections can be made. Our minutes are not transcripts of the meeting, therefore; a majority of the board is responsible to make sure they reflect a reasonably inclusive and non-biased narration of events/major decisions. When minutes are considered for approval via on line a quorum (defined as a simple majority of the Board of Directors) will need to read and offer approval in order for the minutes to be posted to the Minutes file. If a correction is needed — the process will need to be restarted at the point that the correction is offered. A simple majority of members of the Board of Directors will need to read the corrected version and offer approval of the corrected version in order for the minutes to be posted to the Minutes file.

*These rules have been established by the NPNA Board of Directors pursuant to Section 3 of Article III of the NPNA Bylaws.

ARTICLE VIII

AMENDMENTS

These Bylaws may be amended by a simple majority vote of those present and voting at an annual or special meeting of the membership or a regular or special meeting of the Board of Directors, a quorum being present.

ARTICLE IX

DISSOLUTION

In the event of dissolution of the Northgate Park Neighborhood Association, the residual assets of the Association shall be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government exclusively for public purposes, in accordance with a plan of distribution adopted as specified in Chapter 55A of the North Carolina General Statutes.

Amended September 24, 2005

Amended April 15, 2010

Amended June 5, 2011

Amended May 16, 2013

Amended March 21, 2015