

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 the net earnings thereof shall inure to any individual member.

Section 4. Northgate Park Neighborhood Association does not discriminate for any reason including but not limited to race, color, national origin, religion, sex, gender identification (including gender expression,) sexual orientation, disability, age or any status protected by law.

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. Only one vote may be cast by a business or institution. 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. The membership year will run from April 1st to March 31st.

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. Membership fees paid after January 1 of the current year will apply to the next consecutive year rather than being treated as a retroactive payment.

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 may be conferred only in recognition for meritorious service to the Northgate Park 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 no more than twelve Directors-at-Large, elected by the membership at an annual meeting. 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. If there are fewer than twelve 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 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. Board of Directors Meetings

1) Regular meetings of the Board of Directors shall be held at such times and places as determined by the Board of Directors. Any or all directors may participate in a meeting of the Board of Directors, or a committee of the Board, by means of a telephone or video conference or by any means of communication by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence at the meeting. Official business occurs when a quorum of five(5) members of the Board of Directors are in attendance.

2) Special in-person meetings of the Board of Directors may be called (a) by the President, or (b) by any three members of the Board of Directors.

3) 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.

Five duly elected members of the Board shall constitute a quorum for doing business. Each member of the Board in attendance at the meeting 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.

Rules for online voting by NPNA Board Rules of operation to be followed when conducting business online via the Listserve group set up specifically for the Northgate Park Neighborhood Association Board of Directors: The following time/task schedule will be followed for a special on-line meeting of the board:

- Any member of Board of Directors (BOD) 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 BOD member may second a motion, once a motion is made.
- The time period for voting will begin after the motion has been seconded. 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. A quorum is established when five members of the Board vote within the allotted time. After the quorum is established when members of the Board vote within the allotted time, a simple majority of those Board members voting carries the 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 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. Role of Board members

Board members shall serve without compensation.

No action is to be taken by a Board member on behalf of the NPNA without express authorization by the Board. This includes but is not limited to expenditures/agreements with outside parties, contracts or commitments for performance/positions or expressions of personal opinions when acting as a representative of NPNA.

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

- (a) The appointment of all standing and other committees or chairpersons 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 appointment of 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,
- (h) The publication of Association newsletter and supervision of other Association publications,
- (i) The oversight, establishment of guidelines, and appointment of an administrator and assistants who will serve under the direction of the Listserv administrator, if deemed necessary, for the Northgate Park Neighborhood Association Listserv,
- (j) The oversight of the web site, appointing appropriate webmaster, manager of information and paying appropriate licensing fees,
- (k) The oversight of the NPNA Facebook page and other social media, appointing appropriate managers of information and paying appropriate licensing fees.

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.

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 the on-line process a quorum (defined as five members 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 voting within the time frame will need to approve the corrected version so the minutes can be posted to the NPNA website. Because minutes need to be approved or corrected/approved before they are considered official and published, minutes will be uploaded to the NPNA website after they have been approved either in a face-to-face or online meeting.

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.

There will be an annual review of NPNA's financial records.

The president will appoint a committee of two. The committee will meet with the treasurer to review the financial documents of April 1 through March 31.

The review will be guided by a checklist determined by the Financial Review Committee. The checklist will be given to the treasurer at the beginning of the financial year.

A report of the review will be given at the April meeting.

A copy of the yearly report will be filed with both Treasurer and Secretary for six years.

Section 11. The immediate past president will advise the board.

ARTICLE IV COMMITTEES

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

Committees will be established annually by the Board of Directors or following a discussion which indicates a need for said committee during any Board meeting that has met a quorum. No action is to be taken by a committee or member of the committee on behalf of NPNA without express authorization by the Board. This includes, but is not limited to, expenditures/agreements with outside parties/contracts or commitments for performance/positions or expression of personal opinions when acting as a representative of NPNA.

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. In case of emergency, such as a pandemic, the board may move the annual meeting to an on-line meeting. 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 on the NPNA listserv and on the bulletin board in Northgate Park at least ten 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

(a) by the President, or in the President's absence by the Vice President, or

(b) 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. Five (5) members of the Board of Directors, and eight (8) at-large members shall constitute a quorum for doing business at any annual or special meeting.

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 the most recent version of Robert's Rules of Order.

The presiding officer shall decide all procedural questions, unless the rules have been established in the by-laws to cover unique to NPNA situations such as online voting or overruled by a simple majority vote of those present and voting, a quorum being present.

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

Amended August 16, 2018

Amended October 18, 2018

Amended January 20, 2019

Amended February 21, 2019

Amended April 10, 2020

Amended June 13, 2020

Amended March 17, 2022