

## BYLAWS OF PEABODY-VANCE NEIGHBORHOOD ASSOCIATION

These Bylaws shall regulate the affairs of the Corporation, subject to the provisions of the Corporation's Charter and any applicable provisions of the Tennessee Nonprofit Corporation Act, *T.C.A. § 48-51-101, et seq.* (the "Act").

### SECTION 1 OFFICES AND REGISTERED AGENT

Section 1.01. *Registered Office.* The Corporation shall designate and continuously maintain a registered office in the State of Tennessee.

Section 1.02. *Principal Office.* The principal office of the Corporation shall be that which is designated as such in its Charter.

Section 1.03. *Other Offices.* The Corporation may also have other offices within and without the State of Tennessee at such places as the Board of Directors may from time to time determine.

Section 1.04. *Registered Agent.* The Corporation shall designate and continuously maintain a registered agent in the State of Tennessee at its registered office.

Section 1.05. *Purpose.* Our purpose is to form an association of our area's residents and interested parties to work together to make our community a more desirable and safer place to live, worship, work, play and prosper.

### SECTION 2 MEMBERS

Section 2.01. *Admission of Members.* Any person may be admitted as a member of the Corporation by the Board of Directors, provided such person pays the membership fees established by the Board of Directors, and is interested in the furtherance of the purposes of the Corporation, and resides or have business or property ownership within the following boundaries:

South of Dr. Martin Luther King Jr. & Walnut  
South of East Moreland & Camilla  
South of 240 East Moreland  
North of 240 E.H. Crump  
North of Walnut & E.H. Crump

Section 2.02. *Rights and Obligations.* Each member shall have, and be entitled to, one (1) vote and shall have the same rights and obligations with respect to voting, dissolution, redemption, transfer, and all other matters as all other members.

Section 2.03. *Fees, Dues and Assessments.* The Board of Directors may establish membership fees to be paid by persons as a condition to being admitted as members and may also set from time-to-time dues, assessments, and other fees to be paid by the members periodically. The resignation, expulsion or suspension of a member, or termination of his or her membership, does not relieve the member from any obligations that the member may have to the Corporation.

The annual dues of the Association shall be per household as follows: PATRON LEADER Fifty Dollars (\$50), GENERAL Twenty-five Dollars (\$25) and RETIRED Ten Dollars (\$10). Special assessments may

only be levied by a majority vote of the Board and a majority vote of the members present at a special meeting called for the purpose of considering the assessment.

Section 2.04. *Resignation.* A member may resign at any time by delivering to the Secretary of the Corporation a written notice of such resignation signed by the member, which shall be included in the minutes or corporate records. A resignation shall not be effective before the date and time the Secretary actually, receives written notice of it. A person's membership shall be terminated upon his or her death.

Section 2.05. *Expulsion or Suspension.* A member may be expelled or suspended by the Board of Directors, but notice and an opportunity to be heard shall first be given to the member as set forth below, and the expulsion or suspension procedure shall be fair, reasonable, and carried out in good faith:

- (a) The member shall be given not less than fifteen (15) days' prior written notice of the expulsion or suspension, and the reason(s) therefor; and
- (b) The member must be given the opportunity to be heard, orally or in writing, by the Board of Directors not less than five (5) days before the effective date of the expulsion or suspension.

For purposes of this Section 2.05 only, any written notice given by mail shall be sent postage prepaid by first class United States mail or by certified United States mail, return receipt requested, and sent to the last address of the member shown on the Corporation's records.

Section 2.06. *Transfers and Encumbrances.* No member shall transfer, by operation of law or otherwise, or encumber in any way his or her membership or any right arising therefrom.

Section 2.07. *Place.* All meetings of the members of the Corporation shall be held at the principal office of the Corporation, or at such other place as may be fixed by resolution of the Board of Directors.

Section 2.08. *Annual Meeting.* The annual meeting of the members of the Corporation shall be held at 11:00 a.m. on the first Monday in June of each, and every year, if not a legal holiday, and if a legal holiday, then on the next succeeding business day, not a legal holiday. The Board of Directors may, however, by resolution, fix the date of the annual meeting on any day within the period of sixty (60) days next succeeding the foregoing date. At the annual meeting, the members shall elect Directors, receive reports on the activities and financial condition of the Corporation, and transact such other business as may properly come before the meeting.

Section 2.09. *Special Meetings.* The Corporation shall hold a special meeting of its members upon the call of the Board of Directors or the President, or upon the written demand(s) to the Secretary by members holding at least ten (10%) percent of all votes entitled to be cast on any issue to be considered at the proposed special meeting. Any call or demand for a special meeting shall describe the purpose(s) for which the special meeting is to be held. Only business within the purpose(s) described in the meeting notice for the special meeting may be conducted at such meeting.

Section 2.10. *Notice of Meetings.* The Corporation shall notify its members of the date, time and place of each annual, and special meeting of members no fewer than ten (10), nor more than forty-five (45), days before the meeting date. The notice of a meeting shall also contain such other information which may be required by these Bylaws.

Section 2.11. *Waiver of Notice.* A member's attendance at a meeting:

- (a) Waives objection to lack of notice or defective notice of the meeting unless the member at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting business at the meeting; and

(b) Waives objection to consideration of a particular matter at the meeting that is not within the purpose(s) described in the meeting notice, unless the member objects to considering the matter when it is presented.

Section 2.12. *Quorum*. A quorum at any meeting of the Association shall consist of one third of the members in good standing. Proxies shall not be included in determining a quorum. If, however, such quorum is not represented at any such meeting, the members present at the meeting in person or represented by proxy shall have the power to adjourn from time to time without notice other than announcement at the meeting, until the requisite quorum is present or represented, when any business may be transacted that might have been transacted at the meeting as provided in the original notice.

Section 2.13. *Voting Requirements*. Except as otherwise provided in these Bylaws, the Charter or the Act, action on any matter voted upon at a meeting of the members is approved if a quorum exists and if the votes cast in favor of the action exceed the votes cast against the action. A member must be in good standing to vote at meetings. Members in good standing will have paid their dues at least fourteen (14) days prior to a vote and be recorded in the membership rolls maintained by the association.

Section 2.14. *Action by Written Consent*. Action that is required or permitted to be taken at a meeting of the members may be taken without such a meeting if all members entitled to vote on the action consent to taking such action without a meeting. If all of such members so consent, the affirmative vote of the number of votes that would be necessary to authorize or take such action at a meeting shall be the act of the members, except as otherwise provided in these Bylaws. Such consent (or counterpart(s) thereof) shall describe the action taken, be in writing, be signed by each member entitled to vote on the action, indicate each signing member's vote or abstention on the action, and be delivered to the Secretary of the Corporation and included in the minutes or corporate records.

Section 2.15. *Action by Written Ballot*. Except as otherwise restricted by charter or bylaws, any action that may be taken at any annual or special meeting of members may be taken without a meeting if the Corporation delivers a written ballot to every member entitled to vote on the matter. The written ballot shall be in the form of a document and set forth each proposed action and shall provide an opportunity to vote for or against or abstain from each proposed action. Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall:

- (a) Indicate the number of responses needed to meet the quorum requirements.
- (b) State the percentage of approvals necessary to approve each matter other than election of Directors; and
- (c) Specify the time by which the ballot must be received by the Corporation in-order to be counted.

### **SECTION 3 BOARD OF DIRECTORS**

Section 3.01. *General Powers and Qualifications*. All corporate powers of the Corporation shall be exercised by and under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors. All Directors must be natural persons and shall be at least eighteen (18) years of age.

Section 3.02. *Number of Directors*. The Board of Directors shall be comprised of four (4) Director(s), but these Bylaws may be amended from time to time by the members or by the Board of Directors to increase or decrease the number of Directors within the limits provided by law, although at no time shall there be fewer than three (3) Directors.

Section 3.03. *Election and Tenure.* Board members shall be selected by a majority vote of the current Board. Except as otherwise provided in this Section, each Director shall be elected to serve for a term of three (3) years, or until his or her successor is elected and qualified; subject, however, to the removal of any Director as provided in these Bylaws.

The terms of the Directors shall be staggered so that no more than two (2) Directors are elected at any annual meeting, except as may be necessary to fill a vacancy. In order to create the staggered terms, the tenure of some of the initial Directors shall be shortened so that two (2) Directors shall serve for a term of two (2) years and, and the remaining two (2) Directors shall serve for a term of three (3) years. The length of the initial term for each initial Director shall be specified when he or she is elected.

Section 3.04. *Regular Meetings.* Except as otherwise provided herein, regular meetings of the Board of Directors may be held without notice at such time and place as the Board of Directors shall determine from time to time, but no less frequently than once a year.

Section 3.05. *Special Meetings.* Special meetings of the Board of Directors may be called by the President or by any two (2) Directors.

Section 3.06. *Notice of Meetings.* Except as otherwise provided herein, regular meetings of the Board of Directors may be held without notice of the date, time, place, or purpose of the meeting. Except as otherwise provided herein, special meetings of the Board of Directors must be preceded by at least two (2) days' notice to each Director of the date, time and place, but not the purpose, of such special meeting. Notice of any adjourned meeting need not be given if the time and place to which the meeting is adjourned are fixed at the meeting at which the adjournment is taken, and if the period of adjournment does not exceed one (1) month in any one (1) adjournment.

Section 3.07. *Waiver of Notice.* If a Director attends or participates in a meeting, he or she waives any required notice to him or her of the meeting unless the Director at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 3.08. *Quorum and Voting.* A quorum of the Board of Directors consists of a majority (but no fewer than two (2)) of the Directors then in office before a meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present is the act of the Board of Directors, unless these Bylaws, the Charter of the Act require the vote of a greater number of Directors.

Section 3.09. *Vacancy.* If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of Directors or a vacancy resulting from a removal of a Director with cause:

- (a) The Board of Directors may fill the vacancy; or
- (b) If the Directors remaining in office constitute fewer than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of all Directors remaining in office.

Section 3.10. *Removal of Directors.* Any Director may be removed for cause by vote of the Board provided there is a quorum of not less than a majority present at the meeting at which such action is taken.

Section 3.11. *Resignation.* Any Director may resign from office at any time by delivering a resignation in writing to the Board of Directors, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective

Section 3.12. *Action Without Meeting.* Action that is required or permitted to be taken at a meeting of the Board of Directors may be taken without such a meeting if all Directors consent to taking such action without a meeting. If all Directors so consent, the affirmative vote of the number of Directors that would be necessary to authorize or take such action at a meeting shall be the act of the Board, except as otherwise provided in these Bylaws. Such consent(s) shall describe the action taken, be in writing, be signed by each Director entitled to vote, indicate each signing Director's vote or abstention on the action, and be delivered to the Secretary of the Corporation and included in the minutes filed with the corporate records.

## **SECTION 4 OFFICERS**

Section 4.01. *Required Officers.* The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer and such other officers as may from time to time be elected or appointed by the Board of Directors. Except for the offices of President and Secretary, the same individual may simultaneously hold more than one (1) office in the Corporation. All officers must be natural persons and shall be at least eighteen (18) years of age.

Section 4.02. *Election.* At the first meeting of the Board of Directors after each annual meeting of the members, the Board shall elect the officers of the Corporation by a majority vote of those Directors present, provided a quorum exists.

Section 4.03. *Term of Office.* The officers of the Corporation shall hold office for two (2) years or until their successors are chosen and qualify in their stead, subject, however, to the right and authority of the Board of Directors to remove any officer at any time with or without cause.

Section 4.04. *Powers and Duties of Officers.* The powers and duties of the officers of the Corporation shall be as follows:

(a) *President.* The President shall be the Chief Executive Officer of the Corporation, shall have general and active management of the Corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect, subject, however, to the right of the Board of Directors to delegate any specific powers, unless exclusively conferred upon the President by law, to any other officer(s) of the Corporation. The President shall also report on the activities and financial condition of the Corporation at all annual meetings of the members. The President shall also preside at all meetings of the Association and perform all other duties as, from time to time, may be assigned to him by the Board. The President may organize such other committees as he/she so designates

(b) *Vice President.* The Vice President shall have such powers and perform such duties as may be assigned to him or her by the Board of Directors or the President. In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President. The Vice President may sign and execute contracts and other obligations pertaining to the regular course of his or her duties.

(c) *Secretary.* The Secretary shall attend all meetings of the Board of Directors and of the members of the Corporation and shall be responsible for preparing the minutes of such meetings. The Secretary shall be responsible for the care and custody of the minute book of the Corporation and for authenticating records of the Corporation. It shall be his or her duty to give or cause to be given notice of all meetings of the members and of the Board of Directors. The Secretary shall also perform such other duties as may be assigned to him or her by the Board of Directors or by the President, under whose supervision he or she shall act. In the event the Secretary is absent for some reason from any meeting where minutes are to be prepared or is otherwise unable to take such minutes, the presiding officer of such meeting shall appoint another person, subject to the approval of those present and entitled to vote at such meeting, to take the minutes thereof.

(d) *Treasurer.* The Treasurer shall have custody of the Corporation funds and securities, shall keep full and accurate account of receipts and disbursements in the appropriate Corporation books, and shall require the deposit of all monies and other valuable assets in the name of and to the credit of the Corporation in such financial institutions as may be designated by the Board of Directors. The Treasurer shall require disbursement of the funds of the Corporation as may be ordered by the Board of Directors and shall render to the President and the Board of Directors, at any time they may require, an account of his or her transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall also report on the activities and financial condition of the Corporation at all annual meetings of the members.

Section 4.05. *Removal.* The Board of Directors may remove any officer at any time with or without cause.

Section 4.06. *Vacancies.* Any vacancies occurring in the offices of the President, Vice President, Secretary or Treasurer shall be filled by the Board of Directors as soon as practicable. Vacancies in other offices may be filled at the discretion of the Board of Directors.

Section 4.07. *Delegation of Powers and Duties.* In case of the absence of any officer of the Corporation, or for any reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers of such officer to any other officer or to any Director for the time being.

## **SECTION 5 RECORDS AND REPORTS**

Section 5.01. *Corporate Records.* The Corporation shall keep as permanent records minutes of all meetings of its members and Board of Directors, a record of all actions taken by the members or Board of Directors without a meeting, appropriate accounting records, and a list of its members in alphabetical order by class showing their respective addresses and the number of votes each member is entitled to vote.

Section 5.02. *Records at Principal Office.* The Corporation shall keep at all times a copy of the following records at its principal office:

- (a) Its Charter or Restated Charter and all amendments thereto;
- (b) These Bylaws and all amendments thereto;
- (c) Resolutions adopted by the Board of Directors relating to the characteristics, qualifications, rights, limitations and obligations of members or any class or category of members;
- (d) The minutes of all meetings of members and the records of all actions taken by members without a meeting for the past three (3) years;
- (e) All written communications to members generally within the past three (3) years, including the past three (3) years' annual financial statements;
- (f) A list of the names and business or home addresses of its current Directors and officers; and (g) The most recent annual report delivered to the Tennessee Secretary of State.

Section 5.03. *Annual Financial Statements.* The Corporation shall prepare annual financial statements that include a balance sheet as of the end of the fiscal year, an income statement for that year, and such other information necessary to comply with the requirements of the applicable provisions of the Act.

## **SECTION 6 MISCELLANEOUS PROVISIONS**

Section 6.01. *Fiscal Year.* The fiscal year of the Corporation shall end on December 31<sup>st</sup> annually.

Section 6.02. *No Seal.* The Corporation shall have no seal.

Section 6.03. *Notices.* Whenever notice is required to be given to members, Directors or officers, unless otherwise provided by law, the Charter or these Bylaws, such notice may be given in person, teletype or other form of wire or wireless communication, or by telephone, telegraph, mail or private carrier. If such notice is given by mail, it shall be sent postage prepaid by first class United States mail or by registered or certified United States mail, return receipt requested, and addressed to the respective address that appears for each such person on the books of the Corporation. Written notice sent by mail to members shall be deemed to have been given when it is mailed. Any other written notice shall be deemed to have been given at the earliest of the following:

- (a) When received;
- (b) Five (5) days after its deposit in the United States mail if sent first class, postage prepaid; or
- (c) On the date on the return receipt, if sent by registered or certified United States mail, return receipt requested, postage prepaid, and the receipt is signed by or on behalf of the addressee.

Section 6.04. *Waiver of Notice.* Whenever any notice is required to be given under the provisions of any statute, or of the Charter or these Bylaws, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the date stated thereon, and delivered to the Secretary of the Corporation and included in the minutes or corporate records, shall be deemed equivalent thereto.

Section 6.05. *Negotiable Instruments.* All checks, drafts, notes or other obligations of the Corporation shall be signed by such of the officers of the Corporation, or by such other person(s), as may be authorized by the Board of Directors.

Section 6.06. *Deposits.* The monies of the Corporation may be deposited in the name of the Corporation in such bank(s) or financial institution(s) as the Board of Directors shall designate from time to time and shall be drawn out by check signed by the officer(s) or person(s) designated by resolution adopted by the Board of Directors.

Section 6.07. *Tax Exempt Status.* It is intended that the Corporation shall have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code as amended, or corresponding section of any future federal tax code and more specifically shall be an organization described in Section 501(c)(3) of the Code. These Bylaws shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly.

Section 6.08. *Distribution of Assets upon Dissolution.* Upon dissolution of the Corporation, all of the remaining assets and property of the Corporation shall, after the payment of the debts of the Corporation and the necessary expenses incident to such dissolution, be distributed, at the discretion of the Board of Directors of the Corporation, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, as amended, or corresponding section of any future federal tax code, or to the federal government, or to a state or local government, for a public purpose. Subject to the foregoing in all instances upon dissolution or termination, the assets of the Corporation shall be distributed in accordance with the provisions of Tennessee Code Annotated Section 48-64-106 and the Tennessee Nonprofit Corporation Act, as they now exist and as they may hereafter be amended or adopted.

## SECTION 7 CONFLICTS OF INTEREST POLICY

Section 7.01 *Purpose*. The purpose of the conflict of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 7.02. *Definitions*.

- (a) Interested Person: Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- (b) Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - 1. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
  - 2. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
  - 3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 7, Sub-Part 'b' below, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 7.03. *Procedures*.

- (a) Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- (b) Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- (c) Procedures for Addressing the Conflict of Interest
  - 1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting

during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

(d) *Violations of the Conflicts of Interest Policy*

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

*Section 7.04. Records of Proceedings.*

The minutes of the governing board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

*Section 7.05. Compensation.*

1. A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the

Corporation for services is precluded from voting on matters pertaining to that member's compensation.

3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 7.06. *Annual Statements.* Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7.07. *Periodic Reviews.* To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 7.08. *Use of Outside Experts.* When conducting the periodic reviews as provided for in Section 7.07 above, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

## **SECTION 8 STANDING COMMITTEES**

The following standing committees are to be appointed by the President, with the approval of the Board, to serve for a period of one (1) year, with the following duties:

1. Landmarks, Zoning and Compliance: To review, assist and advise the Landmarks Commission in its oversight of the Peabody-Vance Neighborhood Associations. Also to assist home owners in complying with the procedures and standards of the Commission as set forth by the City Code Enforcement office. To research complaints concerning violations of the City Zoning laws and prevent further encroachment.
2. Executive: To review issues of long term impact on the neighborhood. Also, to analyze and direct the overall welfare of the neighborhood. To research and propose to the board an annual slate of candidates for officers and to nominate candidates to fill vacancies in the Board of Directors as they occur. To

provide new Board Member orientation. To maintain and/or revise the mission statement and goals of the neighborhood as required. Committee comprised of the four officers and the outgoing presidents.

3. Safety: To analyze and direct the Association's efforts toward crime prevention.
4. Beautification: To oversee the general appearance of the neighborhood and to propose and implement various projects that improve the neighborhood's appearance.
5. Membership: To solicit memberships from all qualified households in the area. To assemble and distribute newcomer packets to new residents in the area. To handle all merchandising needs for the community, to include sales and inventory.
6. Communications: To inform neighborhood residents of the actions of the Peabody-Vance Neighborhood Association's Board of Directors, upcoming events, and items of general interest.
7. Legal: To review and administer all issues requiring professional legal expertise. Examples would include any lawsuits against or in behalf of the Association and some sophisticated zoning matters.
8. Ad-Hoc/Special Projects: Any project that potentially benefits the neighborhood may be brought to the board for review. The terms of the project shall be selected by a majority of qualified members present at any board meeting.
9. Nominating: To research and propose to the Board an annual slate of candidates for officers, and to nominate candidates to fill vacancies in the Board of Directors as they occur. To assist executive committee with new Board member consideration. The outgoing president shall chair the Nominating Committee.

## **SECTION 9 AMENDMENT OF BYLAWS**

Section 9.01. *By Members.* The Members may amend or repeal these Bylaws at any annual or special meeting of the members where a quorum is present, provided that the notice of such meeting shall state that the purpose, or one (1) of the purposes, of the meeting is to amend the Bylaws and shall also contain a description of the amendment to be considered. An amendment to these Bylaws must be approved by the members by the lesser of: (a) two-thirds (2/3) of the votes cast, or (b) a majority of the total number of votes entitled to be cast. These Bylaws may also be amended by the members without a meeting in the same manner as provided therefor herein, except that such action to amend must be by: (a) two-thirds (2/3) of the votes cast, or (b) a majority of the total number of votes entitled to be cast, whichever is less.

Section 9.02. *By Board of Directors.* By a majority vote of the Directors then in office, the Board of Directors may amend these Bylaws, including bylaws adopted by the members, at any regular or special meeting of the Board of Directors where a quorum is present, provided that such meeting is preceded by at least two (2) days' notice to each Director of the date, time and place of the meeting. Such notice shall also state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the Bylaws, and shall contain or be accompanied by a copy or summary of the proposed amendment or state the general nature thereof. These Bylaws may also be amended by the Directors without a meeting in the same manner as provided therefor herein, except that such action to amend must be by a majority vote of the Directors then in office.