

Bylaws of Friends of Fourth Ward, Inc.

ARTICLE I - Name and Purposes of Corporation

Section 1. Name. This Corporation shall be known as Friends of Fourth Ward, Inc., hereinafter called the Association.

Section 2. Purposes. The purposes for which the Association exists are:

(a) To assist in and promote the rehabilitation and redevelopment of an historic inner-city area of Charlotte, North Carolina, known as the Fourth Ward Historic District as defined by the City of Charlotte, including the preservation of desirable physical features, the rehabilitation and reconditioning of salvageable structures, the preservation and restoration of historic properties, and the encouragement of coordinated public and private efforts for the revitalization of physical structures which are exemplary of Charlotte's early architectural styles; to provide and promote social, cultural and educational activities for residents of the Fourth Ward area and for others interested in participating in such activities; to provide a forum for discussion and an organized line of communication between the members of the corporation and appropriate governmental bodies; to promote the orderly development of a community with a healthy atmosphere, wholesome quality of life and fresh community spirit; and

(b) To engage in any and all other activities for which a nonprofit corporation may be formed under and by virtue of the laws of North Carolina.

ARTICLE II - Membership

Section 1. Qualification. Any individual of legal age who is a resident of the Fourth Ward area and subscribes to the purposes of the Association may become a Resident Member of the Association. Other individuals, including non-resident property owners of legal age who subscribe to the purposes of the Association, may become Associate Members of the Association. Corporations, commercial establishments, trade associations, or other similar institutions may become a Commercial Member of the Association, subject only to compliance with the provisions of the Bylaws. Membership in the Association shall be available without regard to race, color, sex, creed or national origin. The use of any masculine or feminine gender term herein shall be deemed to include the other as well.

Section 2. Admission. Any qualified individual or corporation, commercial establishment, trade association or other similar institution shall become a member as defined in ARTICLE II, Section I, upon payment of annual dues.

Section 3. Dues. The amount of dues shall be established annually by the Board of Directors and shall be payable in accordance with the Association's fiscal policy.

Section 4. Participation. Only resident and associate members in good standing shall be eligible to vote. Only resident members in good standing shall be eligible to serve in any elective or appointive position with the Association.

Section 5. Voting Rights. Each eligible member shall be entitled to one vote on each matter requiring a vote of the Association.

ARTICLE III - Officers, Directors and Their Election.

Section 1. Officers. The officers of the Association shall consist of a President, a Vice President, a Secretary and a Treasurer.

Section 2. Directors. The Board of Directors shall consist of the four (4) officers of the Association and seven (7) directors. The past president shall be an ex-officio member of the Board, not eligible to vote.

Section 3. Election of Officers. Officers shall be elected by a majority vote of the Resident and Associate members present at the annual meeting. Nominations shall be made by a Nominating Committee composed of the past president and two resident members appointed by the President in November prior to the annual meeting. Each officer shall be elected for a term of one year and no officer shall be eligible to serve more than two consecutive terms in the same office.

Section 4. Vacancies. A vacancy occurring in any office shall be filled for the unexpired term by a member of the Board of Directors elected by a majority vote of the Directors, 15 days notice of such election having been given.

Section 5. Election of Directors. Following the election of officers of the Nominating Committee will nominate directors at which time additional nominations may be made from the floor. Directors shall be elected by a majority vote of the resident and associate members present. Each Director shall be elected for a term of two years and no Director shall be eligible to serve more than two consecutive terms. Any Director vacancy occurring on the Board of Directors shall be filled temporarily by the Board of Directors from the resident members for the remainder of the year in which the vacancy occurs; a new Director shall be elected for a full two-year term at the annual meeting next following the appointment of such temporary Director in accordance with these Bylaws.

Section 6. Removal. Any Director who misses more than three consecutive board meetings without an excuse acceptable to the Board may be given written notice of dismissal by the President of the Association and replaced in accordance with Section 5 above.

ARTICLE IV - Duties of Officers.

Section 1. President. The President shall serve on the Board of Directors and shall preside at all meetings of the Association and of the Board of Directors at which he may be present; appoint permanent and temporary committee chairpersons; may serve as an ex-officio member of any permanent or temporary committee except the Nominating Committee; shall perform such other duties as may be prescribed in these Bylaws or assigned to him by the Association or by the Board of Directors; coordinate the work of the officers and committees in order that the purposes of the Association may be promoted and perform all other duties incident to the office.

Section 2. Vice President. The Vice President shall serve as a member of the Board of Directors and shall act as an aide to the President and perform the duties of the President in the absence or disability of that officer to act.

Section 3. Secretary. The Secretary shall serve as a member of the Board of Directors and shall maintain at all times a current record of the membership, record the minutes of all meetings of the Association and of the Board of Directors, and shall perform such other duties as may be delegated to him, including the keeping of the Seal of the Corporation.

Section 4. Treasurer. The Treasurer shall serve as a member of the Board of Directors and shall receive and deposit all Association funds in the name of the Association in a bank, trust company or other institution selected and approved by the Board of Directors. He shall issue receipts and make authorized disbursements by check after proper approval by the President or Board of Directors. He shall prepare the Association's budget, make regular financial reports to the Board of Directors, render an annual financial statement to the Association membership and perform all other duties incident to the office. The President shall appoint two members of the Board of Directors, other than the Treasurer, to examine the annual financial statement and sign a statement of that fact at the end of the report.

ARTICLE V - Board of Directors.

Section 1. Authority. The Board of Directors shall have authority to take any and all action deemed necessary to carry out the purposes for which the Association is organized, except for such matters as are required to be submitted for vote of the membership by the terms of the Bylaws. The Board of Directors may, in its sole discretion, submit any item of business for vote of the membership of the Association and, in so doing, shall be bound by their decision.

Section 2. Duties. The Board of Directors shall:

- (a) hold meetings at least six times each year between general meetings, at intervals of not more than three months, the terms and places to be at the convenience of the Board, with notice having been properly given;
- (b) audit bills and approve disbursement of funds of the Association;
- (c) create such standing and temporary committees as it deems necessary to carry out the purposes of the Association;
- (d) present a report on the activities of the Association at each meeting of the Association, and
- (e) take such action as it may deem necessary to promote the purposes and carry on the work of the Association.

Section 3. Quorum. A quorum of the Board of Directors shall consist of six (6) Directors.

ARTICLE VI - Meetings.

Section 1. Annual Meeting. The annual meeting shall be held in January.

Section 2. General Meetings. General meetings of the Association shall be held not less than twice each year, at intervals of not more than six months at such time and place as shall be given by notice

from the Board of Directors to each member at least ten (10) days before each such meeting.

Section 3. Special Meetings. Special meetings of the membership may be called at any time by the Board of Directors, five (5) days notice having been given; except, however, that such notice requirement may be waived where the exigency of the circumstance requires and an effort is made to notify substantially all of the members.

Section 4. Quorum. A majority of the eligible members present shall constitute a quorum of the Association at annual, general and special meetings.

ARTICLE VII - Seal.

The seal of the Association shall be shown in the following impression:

ARTICLE VIII - Notice.

Any notice required to be given hereunder shall be sent to the record address of each member required to receive such notice, by mail, or in any form which is reasonably expected to be delivered to such member within the time limits required by these Bylaws. Notice may be included in newsletters or other circulars mailed to all members provided such mailings may reasonably be expected to be delivered in timely fashion.

ARTICLE IX – Amendments

These Bylaws may be amended, repealed or altered in whole or in part by a two-thirds approval of the membership present at any annual, general or special meeting provided notice of such amendment, repeal or alteration is given in detail to each member at least fourteen (14) days before the date of the meeting at which such change is to be acted upon.

Bylaws last amended at annual meeting January 1989.