

West Hills Community Association
Constitution and By-Laws

Amended and Approved June 19, 2023

PREAMBLE

ALL RESIDENTS of the West Hills area are welcome and encouraged to participate in all community activities, attend all General Meetings of the Association and to make their concerns known.

CONSTITUTION

THE NAME of this organization shall be the West Hills Community Association (hereafter referred to as the Association). It is a Tennessee Mutual-Benefit Not-for-Profit corporation. It shall not enter into any activity or pass any provision that would jeopardize its legal status. No member may profit from the organization's activities.

THE GOVERNING BODY shall be The Board of Directors (formerly known as the Executive Committee and hereafter referred to as the Board).

THE GEOGRAPHIC BOUNDARIES of the Association is the area south of Middlebrook Pike, west of East Weisgarber Road, north of Interstate 40/75, and east of North Gallaher View Road.

THE PURPOSE of the organization shall be to promote the general welfare of the entire community. To accomplish this purpose the Association shall be involved in the following activities:

1. **Provide regular community forums** to allow open debate and discussion of community and public issues in order to enhance knowledge and understanding and to attempt to arrive at a consensus within the community on issues of importance to the community.
2. **Be the community's advocate** on issues impacting the general West Hills community and individuals. Raise awareness with relevant elected and appointed public officials when the community and individual residents may be in jeopardy.
3. **Host community-wide events** to strengthen community, foster fellowship among West Hills residents, and build relationships with elected and appointed government representatives.
4. **Promote the beautification of West Hills** and the improvement and maintenance of West Hills Park and Greenway.
5. **Communicate with the community** on a regular schedule using available print and electronic media.

6. **Promote the safety and well-being** of all members of the community by developing strong working relationships with all public safety agencies.
7. **Other activities** that can promote the general welfare of the community.

BY-LAWS

ARTICLE I: Membership

THE MEMBERSHIP of the Association is open to adults (18 years and older) residing in a single-family residence, within the Association boundaries, that is owned by a member of that household. Annual association membership fee is \$20/residence. WHCA voting privilege is granted to those households whose membership fee is current.

ARTICLE II: Structure of the Organization

A. ELECTED OFFICERS and MEMBERS OF THE EXECUTIVE COMMITTEE BOARD

must be members of the Association in good standing. Executive officer positions shall be President, Immediate Past President, Vice-President, Secretary, and Treasurer. Officers and Executive Committee Board Members will serve a two-year term commencing January 1 following the October General meeting when they are elected. There is a two-consecutive-terms limit for any elected position. Past Officers or EC Board Members may be re-elected after one year out of office.

B. EMERITUS BOARD MEMBERSHIP is an award of honor and appreciation given to those who have given decades of service to the Board and the West Hills community and who have stepped away due to term limitations or personal reasons. Emeritus board members are welcome to attend and participate in Board Meetings as non-voting members.

C. DUTIES OF ELECTED OFFICERS shall be those customarily vested in and assigned to the office they fill and generally consistent with Roberts' Rules of Order.

1. **THE PRESIDENT** may assign additional specific ad hoc duties for elected officers and/or members as the need arises. The President shall appoint all Standing and Ad Hoc Committee Chairs. The President shall have the authority to act on behalf of the Board. When urgent matters arise that need an immediate response or other action from the Board, the President shall be authorized to do so, provided he or she receives permission from a majority of Board members via

telephone calls or emails. The votes shall be recorded and presented to the Board at the next Board meeting and General Meeting.

2. **THE VICE PRESIDENT** shall serve in the role of President if the President is absent or is unable to fulfill his/her duties either on an interim or permanent basis. To that end, Vice President shall become familiar with all duties of the President. The Vice President shall fulfill other duties as assigned by the President.
3. **THE SECRETARY** shall record the minutes and keep attendance records of each Board and General Meetings, shall and distribute them electronically within one week to the Board and General Membership. The minutes shall also be preserved electronically. The Secretary shall send notice of meetings to the members of the Board and shall send correspondence on behalf of the Association as directed by the President or Board.
4. **THE TREASURER** shall collect dues, donations, and other sources of revenue, be responsible for approved disbursement of funds to cover expenses, and obtain and maintain appropriate banking support. The Treasurer shall present a financial report at each Board Meeting and General Meeting and shall preserve electronically all financial records for Historical Record. The Treasurer shall maintain a list of Voting Members. The Treasurer shall each year purchase liability insurance that will adequately protect the Association and shall each year register the WHCA with the Tennessee Secretary of State.

D. FINANCIAL MATTERS shall be transacted on the signature of the Treasurer or the President following approval of the Board. Overages and/or urgent unexpected expenditures not exceeding \$1,000 may be approved in advance by the President and the Treasurer. The President shall annually appoint two members at-large to serve as auditors of the financial books of the Association, the report to be made at the October General meeting. The President shall annually secure an independent, objective auditor to examine WHCA's financial records. A written report is to be presented at the October General Meeting.

E. STANDING COMMITTEES shall be: Beautification, Codes, Communications, Dogwood Trail, Development, Healthy West Hills, Hospitality, Parks, Traffic and Zoning and shall be appointed by the President, with the approval of the Executive Committee Board, as deemed necessary to conduct the business of the Association. Chairpersons of Standing Committees shall be initially appointed by the President and shall be elected by the Association Board each succeeding year as long as the committee remains. Standing Committees may have non-residents serving in an advisory or consulting role where such expertise may not be available within the community.

F. AD HOC COMMITTEES shall be appointed by the

President as needed.

G. THE BOARD shall be composed of Elected Officers, Chairpersons of the Standing and Ad Hoc Committees, and designated representatives from across the geographical boundaries of West Hills not to exceed a total of twenty-three (23) Board members. All members of the Board must be voting members of WHCA. Fifty percent plus one (50% plus 1) of the existing Board membership shall constitute a quorum. Meetings of the Board shall be open to interested Association members, who may participate in discussions but will have no vote. However, no matter of major impact to the whole community shall be decided by this Committee without a vote by the membership of the Association at a General or Called Meeting.

Board members are representatives of homeowners and families across West Hills. The primary responsibility is participating in every scheduled Board meeting, the general meetings, and WHCA events (e.g. Holiday Tree Lighting, Summer Picnic, etc). Additionally, members of the Board will serve on a committee either as chair or sitting member. When unable to attend, members are expected to extend the courtesy of contacting the President, other Officer, or Committee Chair to notify they are unable to participate at that time. Excessive absences or failures to notify the President in advance may result in exclusion in subsequent nominations.

H. VACANCIES OF ELECTED OFFICERS, COMMITTEE CHAIRPERSONS, OR BOARD MEMBERS may be filled for the unexpired term by the President with the approval of a majority of the Board in session. If the President becomes unable to fulfill his or her duties, the Vice President will become President and complete the balance of the position's term. He or she shall appoint a Vice President (pro tempore) preferably from either one of the other Officers or Board members. The pro tempore Vice President does not assume the responsibilities of President-Elect. At the end of the pro tempore President's term, the Nominating Committee will fulfill its normal duties, and nominate a full slate of officers including President, Vice President, Treasurer, and Secretary, and members of the Board.

I. REMOVAL FROM OFFICE of an Officer of the Association may occur for cause such as dereliction of duty, inability to perform, or due to actions not consistent with the spirit and intent of the Association's Constitution, by two-thirds (2/3) affirmative vote of the membership present at a General or Special-Called Meeting of the Association. The proposed removal shall be announced to the membership prior to the meeting.

J. A NOMINATING COMMITTEE of at least three (3) members shall be appointed by the President at the spring

General or Board meeting. Its duty shall be to nominate a slate of Elective Officers and representatives of all sections of West Hills to serve on the Board. This slate shall be approved by the Board in its September meeting. The approved slate shall be published in the newsletter preceding the October General meeting.

K. ELECTION AND INSTALLATION election of officers and board members shall occur every year at the October General Meeting and be conducted as follows:

- In years ending in even-numbers, the President, Secretary, and ten Board Representatives will be elected.
- In years ending in odd-numbers, the Vice President, Treasurer, and nine Board Representatives will be elected.
- Term of service is two years for both Officers and Board Representatives. Term begins January 1 (e.g. January 1, 2024) following the October election (e.g. October 15, 2023) and terminating on December 31 two years later (e.g. December 31, 2026).
- A full roster will be four (4) officers and nineteen (19) Board Members.
- To become familiar with the governance of the WHCA and the conduct of the Association's processes, new Board members are encouraged to become oriented by attending Board meetings and events prior to starting their term.

ARTICLE III: Meetings

A. GENERAL MEETINGS of the Association shall be held four times a year, with one meeting to be held each quarter. October shall be the month of the fall meeting, February the winter meeting, and May the spring meeting. The summer quarter meeting has traditionally been held as an annual community potluck picnic. Notification of such meetings shall be included in the newsletter and/or electronic media. A quorum for the transaction of business shall consist of the Voting Members in good standing present at the meeting. Fifty percent (50%) of the voting membership present plus one (1) shall constitute a majority. No proxy voting will be allowed.

B. BOARD MEETINGS shall be held on the third Monday of the month except in general meeting months as noted above.

C. CALLED MEETINGS, as necessary, may be called by the President upon notification via print and/or electronic publication.

D. A MEMBER-REQUESTED CALLED MEETING shall be called by the President upon written request for such a meeting from ten members at-large. The request must specifically state the reason for the meeting. A quorum

shall consist of the voting members present. No proxy voting will be allowed.

ARTICLE IV: Amendments

THIS CONSTITUTION AND BY-LAWS may be amended at any General or Called meeting by a two-thirds (2/3) majority vote of the attending membership, provided notice of the proposed change has been given to the entire membership at least one week prior to such vote. This Constitution and By-laws shall be reviewed at least every five (5) years by an ad hoc committee appointed by the President to assure that it meets and conforms to the conditions and needs of the Association.

ARTICLE V: Dissolution of the Association

DISSOLUTION OF THE ASSOCIATION may be achieved by the affirmative vote of two-thirds (2/3) of the members, meeting the following requirements:

1. Notice of a special meeting for this purpose shall be given in writing to the entire membership, with reasons for dissolution clearly stated.
2. All just debts incurred by the Association shall be paid before dissolution can be final.
3. Association records shall be offered to the Knox Planning as a repository. If permanent storage (10 year minimum) is refused by Knox Planning, the records shall be offered to the Governmental Library, City-Council Building, as a repository (10 year minimum). Refusal there will allow the records to be destroyed by the Secretary of the Association.

The Association shall be officially dissolved thirty (30) days after such action by the membership. The Treasurer shall transfer any assets of the Association to a non-profit organization selected by the WHCA Board of Directors.