



Constitution and By-Laws

AMENDED OCTOBER 2020

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 tax-free status. No member may profit from the organization's activities.

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 Gallagher View Road.

THE PURPOSE of the organization shall be to promote the general improvement 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. **Advocate to state and local public officials** on issues of importance to the Association. These issues should include, among others, land use issues.
3. **Hold annual community-wide events** in order to strengthen community and family relationships, to facilitate new members meeting others in the community, and meeting with elected officials and candidates for public office.
4. **Promote the beautification of the community** and the development and maintenance of West Hills Park and Greenway.
5. **Regularly communicate** with the community by printed newsletter and/or by electronic media.
6. **Promote the safety and well-being** of all members of the community by cooperating with all public safety agencies.
7. **Other activities** that can promote the general welfare of the community.

BY-LAWS

ARTICLE I: Membership

All residents of the above described West Hills area are welcome and encouraged to participate in all community activities and to attend all General Meetings of the Association and to make their concerns known. THE MEMBERSHIP of the Association shall be any adult (aged 21 and older) residing in property in the West Hills area which is owned by a member of the household. In addition, in order to be a voting member, annual dues of at least \$20 per household are required. Contributions above that amount are encouraged in order to finance the operations of the Association. Special fund-raising efforts may also be implemented as needs arise and as authorized by the Executive Committee.

Residents of Buckingham are considered to be property owners, having bought life-time use of their homes. Residents who have rented their single-family residences for a period of at least two (2) years shall be eligible for membership.

ARTICLE II: Structure of the Organization

A. [AMENDED OCTOBER 2020]: ELECTED OFFICERS and MEMBERS OF THE EXECUTIVE COMMITTEE 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 Members shall 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 Members may be re-elected after one year out of office.

B. 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 shall assign additional specific ad hoc duties for elected officers and/or members as the need arises. The President shall have the authority to act on behalf of the Association. When urgent matters arise that need an immediate response or other action from the Association, the President shall be authorized to do so, provided he or she receives permission from a majority of Executive Committee members via telephone calls or emails. The votes shall be recorded and presented to the Executive Committee at the next Executive Committee meeting or General Meeting.

2. [AMENDED OCTOBER 2020]: The Vice President, ipso facto, is the President-Elect with the primary responsibility being to be prepared to serve in the role as President if the

President is unable to fulfill his or her obligation either on an interim basis or permanently. To that end, the Vice President shall become familiar with all duties of the President. The Vice President shall fulfill other duties as assigned by the President. The Vice President shall succeed to the role of President when the President either leaves prior to completion of his or her term, the end of the President's first term, or when the President reaches his or her term limit.

3. THE SECRETARY, in addition to recording the minutes of all Executive Committee and General Meetings, shall send notices of meetings to members of the Executive Committee, and shall send correspondence on behalf of the Association as directed by the President or Executive Committee.

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 Executive Committee meeting and General meeting and shall maintain a list of members. The Treasurer shall each year purchase liability insurance that will adequately protect the Association.

5. FINANCIAL MATTERS shall be transacted on the signature of the Treasurer or the President following approval of the Executive Committee. Overages and urgent unexpected expenditures not exceeding \$2000 can 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.

6. STANDING COMMITTEES shall be appointed by the President, with the approval of the Executive Committee, 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 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.

7. THE EXECUTIVE COMMITTEE shall be composed of Elected Officers, Chairpersons of the Standing Committees, and designated representatives from across the geographical boundaries of West Hills inasmuch as is feasible. The Executive Committee shall function as the Board of Directors of the Association. Every effort shall be made by the nominating committee to recruit one representative from each satellite neighborhood organization within the Association boundaries. All

members of the Executive Committee must be voting members. Fifty percent (50%) of the existing membership of the Executive Committee shall constitute a quorum. Meetings of the Executive Committee shall be open to interested Association members at-large, who are invited to 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 Special-Called Meeting.

[AMENDED OCTOBER 2020]: Executive Committee members are representatives of homeowners and families across West Hills. The primary responsibility is participating in every scheduled EC meeting, the general meetings, and WHCA events (e.g. Holiday Tree Lighting, Summer Picnic, etc). Additionally, members of the Executive Committee 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 prohibition in subsequent nominations.

The Executive Committee membership is a two year term limited to three (3) consecutive terms.

Executive Committee members are expected to attend at least three (3) scheduled Executive Committee meetings each year. Necessary absences should be reported to the President or Secretary prior to the scheduled meeting, if possible. Failure to adhere to this expectation may be cause for exclusion in subsequent nominations.

8. [AMENDED OCTOBER 2020]: VACANCIES OF ELECTED OFFICERS OR COMMITTEE CHAIRPERSONS

may be filled for the unexpired term by the President with the approval of a majority of the Executive Committee 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 Executive Committee 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 Executive Committee.

9. 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.

10. A NOMINATING COMMITTEE of at least three (3) members shall be appointed by the President at the spring General or Executive Committee meeting. Its duty shall be to nominate a slate of Elective Officers, Standing Committee Chairpersons, and designated representatives of all sections of West Hills to serve on the Executive Committee. This slate shall be approved by the Executive Committee in its September meeting. The approved slate shall be published in the newsletter preceding the October General meeting.

11. ELECTION AND INSTALLATION of new officers, standing committee chairpersons, and designated representatives shall occur at the October meeting of the Association. Any nominees from the floor must be present and agree to serve if elected. The Secretary shall provide written ballots when the number of nominees exceeds the number of positions to be filled.

ELECTION OF OFFICERS and EXECUTIVE COMMITTEE MEMBERS shall occur every year at the October General Meeting.

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. GENERAL AND EXECUTIVE COMMITTEE MEETINGS shall be held on the third Monday of the month.

C. SPECIAL MEETINGS, as necessary, may be called by the President upon notification by print and/or electronic media.

D. A SPECIAL MEETING SHALL BE CALLED by the President upon receipt of a written request, stating the reason for such meeting, from ten members at-large of the Association. A quorum shall consist of the voting members in good standing present. No proxy voting will be allowed.

ARTICLE IV: Amendments

THIS CONSTITUTION AND BY-LAWS may be amended at any General or Special 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 Metropolitan Planning Commission [sic, Knox Planning Commission] as a repository. If permanent storage (10 year minimum) is refused by MPC [sic, KPC], 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 Executive Committee.