

# **HISTORIC EDGEMONT COMMUNITY ASSOCIATION BYLAWS**

## **ARTICLE I. NAME OF ORGANIZATION**

The name of this corporation is Historic Edgemont Community Association, Inc. (HECA). The organization can also be referred to as Historic Edgemont Community, Edgemont Community, Historic Edgemont, and Edgemont.

## **ARTICLE II. CORPORATE PURPOSE**

### **Section 1. Nonprofit Purpose**

The specific purpose of this corporation is to work together to preserve the historic integrity of the Edgemont neighborhood by providing an environment in which our citizens can take pride in building community awareness and strengthening relationships through partnership with local, city, state, and federal entities for civic engagement and community revitalization activities and programming.

**Mission:** The Historic Edgemont Community Association is committed to nurturing a diverse, thriving, and engaged community by celebrating our unique heritage, promoting sustainable growth, while advocating for the needs of all residents. We strive to build strong connections among neighbors, support local businesses, and create a safe and inclusive environment where everyone can thrive. Together, we will preserve the rich history and enhance the quality of life in our cherished neighborhood for current and future generations.

**The Historic Edgemont Community Association** is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes as community wealth building through home ownership and community reinvestment initiatives in order to promote community sustainability and the making of contributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code

### **Section 2. Specific Purpose**

1. Foster and build community unity and awareness through community-centered programming and activities.
2. Create a safe, clean, and secure neighborhood environment.
3. Protect, preserve, renovate, and improve property values in our community by revitalizing and beautifying.
4. Preserve the historic integrity and buildings of the Edgemont community.
5. Building community awareness and strengthening relationships through partnerships with local, city, state, and federal level organizations on issues that impact our community.
6. Maintain, enhance, and strengthen the health and well-being of our seniors and youth through community wealth building and engagement opportunities.

7. Support community awareness of issues impacting community members through public engagement and information sharing.

## **ARTICLE III. MEMBERSHIP**

### **Section 1. Eligibility for Membership**

Application for voting membership shall be open to any current resident, renter, property owner, or business operator that supports the purpose statement in Article II. Membership is granted after completion and receipt of a membership registration and payment of annual dues. Non-voting members are those members of our Edgemont community that are not registered and/or have not paid their annual dues. Non-voting members will not have the ability to vote on matters that are placed in front of the community for vote.

### **Section 2. Annual Dues**

The amount required for annual dues shall be \$15 each year starting in 2025, unless changed by a majority vote of the HECA board before the annual meeting of the full membership. Continued membership is contingent upon being up-to-date on membership dues.

### **Section 3. Rights of Voting Members**

Each active member shall be eligible to cast one vote in Association and Board Member elections (Refer to Article V, Section 2) as well as any other matter brought to the community for a vote. An active Member is defined as a member that has registered and paid their dues before the meeting in which voting is required.

### **Section 4. Resignation or Removal**

Any member may resign from membership by notifying the Association Secretary. Resignation can happen at any time during the year; however, members will not be refunded any paid dues. A member can have their membership terminated by a majority vote of the HECA Board of Directors. Member termination can be brought to the attention of the HECA Board by anyone in the Association.

### **Section 5. Non-voting Members**

Non-voting members are welcome and encouraged to attend the Association meetings and can request to present to the Association at the next or a future association meeting. The Association Leadership will review and approve all requests as well as notify the requester of logistics and guidelines for presentation.

All current residents, renters, property owners, and businesses that are not registered and have not paid their dues are considered non-voting members and will not have the ability to vote on elections of Association and Board Members as well as any other subject matter that may be presented to the members for voting purposes.

## **ARTICLE IV. MEETINGS OF MEMBERS**

### **Section 1. Regular Meetings**

Regular meetings of the members shall be held every other month (6 meetings a year), at a time and place designated by the chair.

### **Section 2. Annual Meeting**

An annual meeting of the members shall take place in the month of October, the specific date, time, and location of which will be designated by the chair and communicated to the current residents, renters, property owners, and business owners in the Edgemont Community. At the annual meeting the members shall elect Association officers and Board Members, receive reports on the activities of the Association, and be informed of the direction of the Association for the coming year.

### **Section 3. Special Meetings**

Special meetings may be called by the chair or a simple majority of the Board of Directors.

#### **Section 4. Notice of Meetings**

Notice of each meeting shall be advertised by mail, social media, and posted on the HECA website no less than two weeks prior to the meeting.

#### **Section 5. Quorum**

A quorum is only required for meetings where there is a vote, specifically the Annual Meeting and any Special Meetings. A quorum shall consist of at least fifteen or 75% of active members present.

#### **Section 6. Voting**

All issues, positions, and projects to be voted on shall be decided by a simple majority of those voting members present at the meeting in which the vote takes place. Votes will be counted by the HECA Board of Directors and each vote will be validated against the membership roster to ensure that each member vote is from a member who is current on dues. Absentee voting will be available for those members that will not be able to attend the meeting. Absentee votes will be collected prior to the meeting by the HECA Board of Directors Secretary.

### **ARTICLE V. BOARD OF DIRECTORS**

#### **Section 1. General Powers**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and assets of the Association.

#### **The Function of the Board**

- 1. Formulate and Approve Long-Range Plans:** Actively participate in the formulation and the final authorization of the organization's long-range direction.
- 2. Formulate and Adopt Policies and Operating Procedures:** Establishing the governing principles of the organization and being ever vigilant to see that they are always honored.
- 3. Approve and Employ Staff:** Select, employ, provide periodical performance appraisals, provide for salary review, and, if necessary, dismissal in conjunction with the Association President.
- 4. Develop Financial Resources for achieving Strategic Goals and Objectives:** The organization's financial development strategy must be formulated, and board members must actively participate in generating the necessary funding.
- 5. Approve the Operating Budget:** Adopt and monitor the organization's operating budget, fiscal management procedures, and insurance program.
- 6. Monitor the Achievement of Goals and Objectives:** The board must keep itself informed and ensure the kind of evaluation, measurement, and performance reporting necessary to assess the achievement of goals and objectives.
- 7. Perform Legal Responsibilities:** The board must act for the corporation as set forth in the articles of incorporation, constitution, and Bylaws.
- 8. Protect Assets of Organization:** Ensure that all assets of the organization are in proper working condition in order to maintain or increase their value.

## **Section 2. Number, Tenure, Requirements, and Qualifications**

The number of Directors on the Board shall be fixed from time-to-time by the Directors but shall consist of no less than Five (5) nor more than Fourteen (14) including the following officers: the Chair, the Vice-Chair, the Secretary, and the Treasurer.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors must be approved by a majority vote of the voting members present and voting. No vote on new members of the Board of Directors shall be held unless a quorum is present as stated in Article IV, Section 5.

No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may be appointed to serve on the Board of Directors at the same time.

Each member of the Board of Directors shall be a member of the Association whose membership dues are paid in full and shall hold office for a three-year term as submitted by the nominations committee.

Each member of the Board of Directors shall attend at least nine (9) of the twelve (12) monthly meetings of the Board Meetings per year unless absence is excused to the chair. A board meeting may be canceled at the chair's discretion.

Each member of the Board of Directors shall contribute at least one hundred cash dollars (\$100) to the organization annually, all or part of which may come from the tax-deductible value paid for or solicited by the Board member and received by the Corporation. Contribution credit shall be given for in-kind donations if receipts provided.

Association leadership once voted in are also Directors on the Board of Directors.

## **Section 3. Regular and Annual Meetings**

An annual meeting of the Board of Directors shall be held at a time and day in the month of September of each calendar year and at a location designated by the HECA Board of Directors. The Board of Directors may provide by resolution the time and place for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days prior to the meeting date.

## **Section 4. Special Meetings**

Special meetings of the Board of Directors may be called by or requested by the Chair or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors will determine the meeting location.

## **Section 5. Notice**

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone, electronic methods or by written notice.

## **Section 6. Quorum**

The presence, in person, of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

### **Section 7. Forfeiture**

Any member of the Board of Directors who fails to fulfill his or her requirements as set forth in Section 2 of this Article by a month prior to the Annual Meeting shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Directors in writing that his or her seat has been declared vacant, and the Board of Directors may immediately proceed to fill the vacancy.

### **Section 8. Vacancies**

Whenever any vacancy occurs in the Board of Directors it shall be filled by a majority vote of the remaining members of the Board of Directors at a regular board meeting as an interim until the next Association meeting where a quorum is established for a vote.

Vacancies may be created and filled according to specific methods approved by the Board of Directors.

### **Section 9. Compensation**

Members of the Board of Directors shall not receive any compensation for their services as Directors.

### **Section 10. Informal Action by Directors**

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

### **Section 11. Confidentiality**

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporations' purposes or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

### **Section 12. Advisory Council**

An Advisory Council may be established by the Board of Directors but shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being voted on and accepting appointment to the Advisory Council.

### **Section 13. Parliamentary Procedure**

Any question concerning parliamentary procedure at meetings shall be determined by the Chair by reference to Robert's Rules of Order.

### **Section 14. Resignation or Removal**

Any member of the Board of Directors or members of the Advisory Council may be removed with cause, at any time, by a vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. The proposed Director to be removed would receive a notice and may attend the voting meeting, represent themselves, and appeal to the Board. However, they

would not be able to vote. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these by-laws automatically forfeit their positions on the Board pursuant to Section 7 of this Article and are not entitled to the removal procedure outlined in Section 14 of this Article. However, if they are current residents, renters, property owners, and/or business owners in the Edgemont Community and paid up on their dues; they remain members of the Association in good standing. At the Board of Directors' discretion, an appeal from the removed director may be considered and voted on to approve or deny the appeal to be reinstated.

## **ARTICLE VI. BOARD OF DIRECTORS OFFICERS**

The officers of this Board shall be the Chair, Vice-Chair, Secretary, and Treasurer. All officers must have the status of active members of the Board.

### **Section 1. Chair**

The Chair shall preside at all meetings of the membership. The Chair shall have the following duties:

- a. He/She shall preside at all meetings of the Board.
- b. He/She shall have general and active management of the business of this Board.
- c. He/She shall see that all orders and resolutions of the Board are brought to the Board.
- d. He/She shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.
- e. He/She shall submit a report of the operations of the program for the fiscal year to the Board and members at their annual meetings, and from time to time, shall report to the Board all matters that may affect this program.
- f. He/She shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the Chair.

### **Section 2. Vice-Chair**

The Vice-Chair shall be vested with all the powers and shall perform all the duties of the Chair during the absence of the latter. The Vice-Chair duties are:

- a. He/She shall have the duty of chairing their perspective committee and such other duties as may, from time to time, be determined by the Board.

### **Section 3. Secretary**

The Secretary shall attend all meetings of the Board and of the Executive Committee, and all meetings of members, and assisted by a staff member, will act as a clerk thereof. The Secretary's duties shall consist of:

- a. He/She shall record all votes and minutes of all proceedings in a book to be kept for that purpose. He/She in concert with the Chair shall make the arrangements for all meetings of the Board, including the annual meeting of the organization.

- b. Assisted by a staff member, he/she shall send notices of all meetings to the members of the Board and shall take reservations for the meetings.
- c. He/She shall perform all official correspondence from the Board as may be prescribed by the Board or the Chair.

#### **Section 4. Treasurer**

The Treasures duties shall be:

- a. He/She shall submit for the Finance and Fundraising Committee approval of all expenditures of funds raised by the Board, proposed capital expenditures (equipment and furniture), by the staff of the agency.
- b. He/She shall present a complete and accurate report of the finances raised by this Board.
- c. He/She shall have the right of inspection of the funds resting with the HECA bank account.
- d. It shall be the duty of the Treasurer to assist in direct audits of the funds of each project according to funding source guidelines and generally accepted accounting principles.
- e. He/She shall perform such other duties as may be prescribed by the Board or the Chair under whose supervision he/she shall be.

#### **Section 5. Election of Board of Director Officers**

A Nominating Committee shall be put in place by the Board of Directors. The committee shall submit at the meeting prior to the annual meeting the names of those persons for the respective offices of the Board. Nominations shall also be received from the floor after the report of the Nominating Committee. The election shall be held at the November meeting after the October Association Annual Meeting. Those officers elected shall serve a term of two (2) years, commencing at the next meeting (December Meeting).

Officers of the Executive Committee shall be eligible to succeed themselves in their respective offices for two (2) terms only.

#### **Section 6. Removal of Officer**

The Board with the concurrence of 3/4 of the members voting at the meeting may remove any officer of the Board of Directors and elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing ten (10) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

#### **Section 7. Vacancies**

The Nominating Committee shall also be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of officers. Nominations shall be sent in writing to members of the Advisory Board at least two (2) weeks prior to the next meeting at which the election will be held. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

### **ARTICLE VII. COMMITTEES**

#### **Section 1. Committee Formation**

The board may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The HECA Board of Directors chair appoints all committee chairs.

#### **Section 2. Executive Committee**

The four Board of Director officers serve as the members of the Executive Committee. Except for the power to

amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors and is subject to the direction and control of the full board.

### **Section 3. Finance and Fundraising Committee**

The HECA Board of Directors Treasurer is the chair of the Finance and Fundraising Committee, which includes three other board members. The Finance and Fundraising Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

The Finance and Fundraising Committee is also responsible for developing and aggressively executing, in conjunction with the Board, staff, and volunteers, a plan to broaden the funding base of the HECA. The committee will work closely with the Treasurer to oversee revenue generation efforts including fund-raisers, grant writing, and donor development. It is responsible for identifying and establishing means to deliver other sources of revenue to support the HECA mission.

### **Section 4. Planning Committee**

The HECA Board of Directors Vice-Chair is the chair of the Planning Committee. This Committee is responsible for evaluating our community buildings, parks, structures and determining viable projects, proposing strategic plans, project plans, project budget proposals, and resource needs for projects. This committee will evaluate all via options for resources including in-kind donations of time and/or materials and propose a strategy on meeting the mission and goals set forth for HECA for board vote and approval.

### **Section 5. Marketing Committee**

The HECA Community Outreach and Relations Director is the chair of the Marketing Committee and will work very closely with the Board and the staff in branding and marketing the organization. The committee will work closely with the Community Outreach and Relations director to bring awareness of the organization to the community, market the organization, focus on corporate fundraising and sponsorship. The committee will work to enhance the relationship between the HECA and its supporting churches, corporations, businesses, donors, and the community organizations. It ensures that a robust dialogue is maintained with these key supporters of the HECA. It ensures the message that goes out to the community is accurate and consistent with our mission and vision. The committee also oversees news releases and press relations. The committee will bring a plan and suggested branding materials for recommendation to the board for approval and voting.

### **Section 6. Events Committee**

The HECA Events Directors is the chair of the Events Committee. This committee is responsible for planning all aspects of the HECA's events. The committee will submit a proposed agenda, logistics information, and budget for the event to the board for approval. This committee will also staff and recruit volunteers for the event by assisting with set up, greeting members, and cleanup.

### **Section 7. Nominating Committee**

The HECA Board of Directors Chair is the chair of the Nominating Committee. This committee is responsible for recruiting, vetting, and proposing possible board position replacements. This committee will also staff and recruit volunteers to support the various efforts of HECA in our community. Proposed candidates will have



demonstrated significant involvement, fundraising, and community engagement.

## **ARTICLE VIII. ASSOCIATION OFFICERS AND STAFF**

### **Section 1: Association Officers**

The Association Officers (President, Vice-President, Secretary, and Treasurer) shall be elected by the association members via a vote at the Annual Meeting in October of every year. Association Officers will serve a term of three (3) years and may serve two consecutive terms. The Association President shall have immediate and overall supervision of the operations of the Corporation, and shall direct the day-to-day business of the Corporation, maintain the properties of the Corporation, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors. No officer, Executive Committee member or member of the Board of Directors may individually instruct the Association President or any other employee. The Association President shall make such reports at the Board and Executive Committee meetings as shall be required by the Chair or the Board. The Association President shall be an ad-hoc member of all committees. The Association Officers may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Board of Directors or Advisory Council. The Association Officers may be removed by an affirmative vote of three-quarters (3/4) of the directors present at any meeting of the Board Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Association Officer, who shall remain in a position terminable at will, as provided in this Section.

## **ARTICLE IX. CONFLICT OF INTEREST**

### **Section 1: Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization 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 2: 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 Organization has a transaction or arrangement,
2. A compensation arrangement with the Organization or with any entity or individual with which the Organization 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 Organization 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 Article III, Section 2, 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 3. 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 Organization 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 Organization'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 4. Records of Proceedings**

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

- a. 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.

- b. 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 5. Compensation**

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

### **Section 6. Policy Statement**

Each director, association officer, staff, and member of a committee upon affirmation shall sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization 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. Periodic Reviews**

To ensure the Organization 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:

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

### **Section 8. Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Organization 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.

## **ARTICLE X. INDEMNIFICATION**

### **Section 1. General**

To the full extent authorized under the laws of the State of North Carolina, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article

individually as an “indemnatee”), against expenses actually and necessarily incurred by such indemnatee in connection with the defense of any action, suit, or proceeding in which that indemnatee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnatee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnatee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

### **Section 2. Expenses**

Expenses (including reasonable attorneys’ fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnatee to repay such amount if it shall ultimately be determined that such indemnatee is not entitled to be indemnified hereunder.

### **Section 3. Insurance**

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person’s status as such whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

## **ARTICLE XI. BOOKS AND RECORDS**

The corporation shall keep complete books and records of accounts and minutes of the proceedings of the Board of Directors.

## **ARTICLE XII. AMENDMENTS**

### **Section 1. Articles of Incorporation**

The Articles may be amended in any manner at any regular or special meetings of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each director at least ten days in advance of such a meeting. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

### **Section 2. Bylaws**

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be affected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

## **ADOPTION OF BYLAWS**

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 13 preceding pages, as the Bylaws of this corporation.

AMENDED AND APPROVED by the Board of Directors on this day of July 15, 2024.

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Bianca Davis  
Chair - Historic Edgemont Community Association, Inc.

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Nedra Maryland  
Vice-Chair - Historic Edgemont Community Association, Inc.

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Ruth Brown  
Treasurer - Historic Edgemont Community Association, Inc.

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Lorna Reynolds  
Secretary - Historic Edgemont Community Association, Inc.