

**BY-LAWS OF THE DOWNTOWN NEIGHBORHOOD ASSOCIATION
MEMPHIS**

ARTICLE I

Name

The name of this corporation shall be the Downtown Neighborhood Association Memphis.

ARTICLE II

Principal Office

The principal office of the corporation shall be 114 North Main Street, Memphis, Tennessee, 38103, in the County of Shelby.

ARTICLE III

Type of Corporation

This corporation shall be a corporation not-for-profit.

ARTICLE IV

Membership

A. Membership in the association shall consist of four classes:

	<u>Dues</u>	<u>Voting</u>	<u>Office</u>	<u>Number Votes</u>
1. Resident Individual	yes	yes	yes	1
2. Resident Family	yes	yes	yes	2
3. Business Operator	yes	yes	yes	1
4. Associate Members	yes	no	no	0

The resident members shall be voting members; business operator members shall be voting members and may hold the position of business representative; and associate members shall be non-voting members. Resident members shall be those persons who reside within the boundaries set forth below and business operators shall be persons who operate businesses in said area, while associate members are all others.

The Tennessee State Line is the western boundary and then beginning at its intersection with the line extending Crump Boulevard east to Danny Thomas Boulevard; then north along the centerline of Danny Thomas Boulevard to the centerline of Jackson Avenue; then east to the centerline of Manassas Street; then north to the centerline of Chelsea Avenue; then west to the centerline of Danny Thomas Boulevard; then north to the centerline of the Wolf River; then west to the Tennessee State Line.

ARTICLE V

Officers and Board of Directors

- A. Officers: The officers of the Association shall be the President, President-Elect, Treasurer, Secretary, and Immediate Past President.
- B. Board of Directors: The Board of Directors (hereinafter called "Board") shall consist of the officers, one member at-large, one business member representative, one membership representative and one resident member from each of the following districts:

Mud Island: That area north of the center line of I-40 and west of the center line of Wolf River Harbor;

North: That area from the center line of Madison Avenue north to the center line of the Wolf River and east of the center line of Wolf River Harbor;

Center: That area from the center line of Madison Avenue to the center line of Beale Street;

South: That area south of the center line of Beale Street, including Founder's Point.

Terms of Office: All board positions that are elected by the membership shall be 1-year terms. Should a suitable successor to an elected position not be identified, such position may be continued for not more than one (1) additional term with the approval of a majority of the membership.

Members of the Board of Directors may serve in any elected position for the stated term of that position, but are limited to six (6) consecutive years of board service, with the exception of the President-Elect who is expected to serve as President and as Past-President.

1. If the President moves out of the boundaries, the President-Elect will assume that office.
2. If the President-Elect, Treasurer, or Secretary move(s) out of the boundaries, or their positions are otherwise vacated, the Board will select a member in good standing to fulfill that office until the next election.

3. If a Representative moves out of the boundaries, the Board will select a member in good standing to serve as the new Representative until the next election.
4. If a District representative moves from one District to another while in office, the representative will continue to serve until the next election.
5. If a vacancy on the Board occurs, the President shall nominate a replacement for confirmation by the Board.

D. Elections: The officers and representatives shall be elected at the annual meeting of the Association. The election shall take place at the annual general meeting and the officers and directors will assume their offices at the beginning of the next calendar year. In the event a nominee for director or officer does not receive a majority of the votes cast, a run-off shall be held between the two nominees for that position receiving the highest number of votes.

E. Duties:

1. The president shall serve as the Chief Executive Officer of the Association and will preside at all meetings of the Board and of the membership. The President will represent the Association in all public capacities; will appoint all committee chairs; may appoint non-board positions such as sergeant-at-arms, legal counsel, and parliamentarian; and shall have the authority to sign checks
2. The President-Elect shall serve in the absence of the President; coordinate committees; serve as ex-officio member of all committees; and shall have the authority to sign checks. The President-Elect automatically becomes President at the end of the existing President's term.
3. The Treasurer shall prepare an annual budget, have custody of all funds and keep accounts; make financial reports to the Board on a quarterly basis or as determined by the Board; will be bonded; use depositories as designated by the Board; and will sign checks.
4. The Secretary shall keep the minutes of the Board and of the Association meetings; record votes; keep attendance; give notice of meetings; file correspondence pertaining to the Association; and maintain the Association's archives.
5. Officers serve as an Executive Committee

6. The Immediate Past President shall serve in the absence of the President and the President-Elect, and shall serve as an ex-officio member of all standing and Ad Hoc committees as directed by the President.
7. The Board of Directors' responsibilities shall be:
 - i. To establish the goals, objectives, and policy of the Association.
 - ii. In absence of any officer, to delegate duties of that officer except for that of President and President-Elect.
 - iii. On recommendation of the President, to confirm Committee chairs and membership appointments and to choose successors to officers, Board or committee members whose position is vacated by death, resignation, a move out of the area or other reason.
 - iv. Hold meetings at least each quarter of the calendar year, but a meeting of the Board may be called by the President or any three Board members at any time with three (3) days written notice.
 - v. Approve the annual budget for the fiscal year January 1 to December 31.
8. Directors shall be required to meet attendance and performance standards established by the Executive Committee.

ARTICLE VI

Meetings

- A. **Annual Meetings**: The annual meeting of the Association shall be held in October of each year.
- B. **General Meetings**: The Association shall hold general membership meetings at least each quarter of the calendar year.
- C. **Special Meetings**: Special meetings of the Association may be called by a majority of the Board at such time and place as the officers and Board may select and a special meeting may also be called by twenty-five (25) members of the Association who are in good standing but in either event, notice must be given to the membership at least six (6) but no more than fifteen (15) days prior to said meetings and no business shall be transacted at any special meeting except that which is included in the agenda with the notice. Voting

may also be by means of the Internet via the Association's website, email, or other facility, and/or in such manner as the Board may duly adopt, provided that such method be designed to ensure the privacy and security of the voting process and members' personal information.

ARTICLE VII

Quorum

A quorum for the membership will be twenty-five (25) percent of the members in good standing and a quorum for the Board will be a simple majority of the officers and Board members. Proxies and approved electronic votes shall be included in determining a quorum.

ARTICLE VIII

Voting

Members in good standing are those eligible to vote whose membership has been paid prior to the start of any meeting and members may vote by electronic means or by proxy designating in writing the person to so vote for them at the time of the meeting; said proxies shall be in the hands of the Secretary at least forty-eight (48) hours prior to the meeting to have any force and effect. The election of the Board and officers shall be by a majority of those present at the annual general meeting who are members in good standing or are voting proxies.

ARTICLE IX

Dues

The annual dues of the Association will be set by the Board of Directors before the end of the current fiscal year. Dues are payable in full at any time during the fiscal year and are valid for one calendar year from which they are paid.

ARTICLE X

Committees

- A. The following standing committees may 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. Events: Plan programs and social activities, invite speakers and coordinate the location of meetings.
2. Executive: May be called by the President.
3. Finance: Assist the Treasurer in preparing a budget, collecting dues; disbursing the funds of the Association; and in making recommendations to the Board on finance-related issues.
4. Membership: Chaired by the membership representative. Process and keep membership records, issue membership renewal notices, promote DNA to new Downtown residents; recruit business and residential members; write letters of welcome to new members; serve as a liaison to related public and private bodies and organizations, monitor activities of those organizations to assure that concerns of the Association are addressed.
5. Communications: Responsible for producing, editing, publishing the Newsletter, maintaining the website and other forms of media.

B. Ad Hoc Committee: The President may establish ad hoc committees, with the advice and consent of the Board. An Ad Hoc Committee shall terminate not later than December 31 of the year in which it is established.

1. Annual Project: Select and maintain a community project to foster and protect a neighborhood institution, building, or agency for one year.
2. By-Laws: Recommend amendments or additions to by-laws as needed.
3. Nominating: Identify members for committee appointments and nominate persons for officers and members of the Board of Directors.
4. Strategic Planning: Develop a strategic plan with a delineating of the Association's mission, primary goals and objectives, challenges, opportunities and problems.

C. Excluding the Executive Committee, all Committees shall hold meetings at least each quarter of the calendar year, but a meeting may be called by the Chair or any three committee members at any time with seven (7) days written notice.

D. The President shall appoint the chairs of the committees, with the advice and consent of the Board, who shall serve for a term of one (1) year and the chairs may or may not be directors.

- i. Chairs are non-voting members of the Board serving at-will unless also sitting in another board capacity.

E. Committee Membership: Any member in good standing may be a member of any committee except for the Executive Committee. Any committee which is not chaired by a Board member shall have a member of the Board to serve as Committee Liaison to the Board and said liaison shall be appointed by the President.

ARTICLE XI

Procedure

Roberts' Rules of Order shall be followed at all meetings.

ARTICLE XII

Amendments

The By-Laws may be amended at any annual meeting, or special meeting called for that purpose, by a majority of the qualified members present at such meeting. Amendments to the By-Laws must be submitted in writing to the general membership no less than six (6) days prior to such meeting.

Revised June 26, 2012 Overhaul of rules, including terms of office, board of director members and committee revisions.

Revised September 27, 2011 Changed Annual Meeting to October, and authorized Board to adopt procedures for Internet voting.

Revised July 27, 2010 Deleted Editor as an elected Officer, and established Communications as a standing committee.

Revised October 15, 2009 Returned to 1-year terms and traditional boundaries plus area of Uptown east of Danny Thomas.

Revised March 19, 2009 Expanded boundaries.

Revised June 4, 2007 Extended term of officers to 2 years by vote of general membership.

Revised January 28, 1999

Revised November 19, 1998

Revised November 20, 1997

Revised November 16, 1993

Revised February 13, 1992

Revised November 1991