

Brandywine Neighborhood Association Bylaws

Helena, Alabama

Article 1 – Name

(Passed unanimously as offered: Aug 7, 2005)

The name of this association will be the Brandywine Neighborhood Association (BNA), located in the City of Helena, Alabama. It shall be a non-profit organization under IRS rules 501 (c)(4). It will be a voluntary organization.

Article 2 – Purpose

(Passed unanimously as offered: Aug 7, 2005)

The purpose of the BNA will be to:

1. Improve the quality of life within the Brandywine neighborhood.
2. Act as a clearinghouse for disseminating information to residents and identifying neighborhood concerns.
3. Advocate to the Helena City Council and other government entities on behalf of BNA members.
4. Foster the development of improved neighbor relationships.

Article 3 – Membership

(Passed unanimously as offered: Aug 7, 2005)

Section 1. Any individual residing within the Brandywine neighborhood may be a member of the BNA. The Brandywine Neighborhood is defined as Phase I and Phase II of the Brandywine Subdivision as registered at Helena City Hall and the Shelby County Tax Assessors Office. It includes the following streets: Mac Queen Drive, Mac Queen Circle (old section), Chateau Drive and Chateau Circle.

Section 2. Voting rights will be limited to dues-paying households or households that have received a dues exemption (See Article 5; Funding, Section 4). There will be one vote per household.

Section 3. A successful organization is dependent on a committed and active membership. All adult members of dues paying households will be asked to donate their time or talent to support the activities of the association.

Section 4. The geographic boundaries that determine membership can be amended in the event of further development within the neighborhood or request from residents of an adjoining community to become active members of this organization.

Article 4 - Association Meetings

(Passed unanimously as amended: Aug 7, 2005)

Section 1. The BNA will meet at least once a year in August and as needed, unless otherwise indicated. If the Executive Committee identifies a need, additional meetings will be held. All residents in the Brandywine Neighborhood will be notified of upcoming meetings.

Section 2. Agenda items for each BNA meeting will be identified by the Executive Committee. Members wishing to add items to the agenda should contact a member of the Executive Committee at

least seven (7) days before the meeting. Minutes will be taken at each meeting by the Recording Secretary or his/her designee.

Section 3. A quorum for any association meeting will consist of a minimum of 33% of all voting members.

Section 4. All members wishing to vote at the General meeting of the Association, but are not able to attend, may provide any member with their written Proxy. The Proxy must be presented to the Executive Committee before voting on any issue. The Proxy must be verified by the Recording Secretary.

Article 5 – Funding

(Passed unanimously as amended: Aug 7, 2005)

Section 1. In order to support the activities of the association, members will be asked to pay association dues. Annual dues will be \$20 per household. Any and all voluntary contributions will be accepted, pending approval of the Executive Committee. Proceeds of membership dues will be used for communication and support of BNA operations and activities as seen fit by the Executive Committee.

Section 2. Dues for the upcoming fiscal year, will be due annually by the August General meeting of the Association. Individual households who have not paid dues by the annual meeting will be deemed 'not in good standing' and will be unable to vote until dues are made current. Annual dues are not refundable, pro-rated or transferable.

Section 3. When deemed necessary, the Executive Committee will make recommendations for changes in annual dues to the general membership. The annual dues can be amended by a 2/3 majority vote of the membership present.

Section 4. Individuals who are unable to afford the dues may instead donate at least 6 hours of service to support the Association or Association activities.

Section 5. No Officer of the Association may accept any monies, property, goods, services, or any other items or services of value in consideration of any outside party that may present a possible conflict of interest with the goals or intent of the Association. Any Officer who is proven to have accepted such items may be summarily removed from office by the General Membership or other members of the Executive Committee.

Article 6 - Executive Committee

(Passed unanimously as amended: Aug 7, 2005)

Section 1. The Executive Committee will consist of the following: President, Vice President, Recording Secretary, Treasurer, and Correspondence Secretary. The Executive Committee will meet at least seven (7) days before the general membership meetings. A minimum of 3 officers will constitute a quorum.

Section 2. Any BNA voting member may be nominated for an Executive Committee position. Members may not nominate themselves. Nominations will be heard in the General meeting and must be seconded by a voting member. The Executive Committee members will be; elected by simple majority vote at the General Association meeting in August and take office September 1st. Elected officers will serve 1 year terms, but shall not serve for more than two consecutive terms in that same elected position.

Section 3. Vacancies of all offices except the President will be filled by appointment by a majority vote of the Executive Committee for the remaining term of the office. The Vice-President will assume the office of the President should a vacancy occur.

Article 7 – Officers

(Passed unanimously as offered: Aug 7, 2005)

Section 1. President - The President shall coordinate all BNA activities, and preside at meetings of the general membership and the Executive Committee.

Section 2. Vice-President - The Vice-President shall oversee the functions of all standing committees except the Communications committee. The Vice-President will also perform those functions that are delegated by the President. In the event of the President's absence, the Vice-President shall function as the President for all association functions.

Section 3. Recording Secretary - The Recording Secretary shall record the minutes of the general and executive committee meetings. The recording secretary will read the minutes of the last meeting before the current meeting begins.

Section 4. Treasurer - The Treasurer will have primary responsibility for collecting and recording dues, setting budgets, dispensing payments for goods and services used by the association and maintaining financial records. The Treasurer will give a financial report at each general meeting.

Section 5. Communications Secretary - The Communications Secretary will have primary responsibility for relaying information to the general membership and informing them of upcoming meetings. This person will also chair and oversee the activities of the Communications Committee. The Communications Secretary will solicit new members and coordinate the formation and distribution of the BNA Roster and newsletter.

Article 8 – Committees

(Passed unanimously as amended: Aug 7, 2005)

Section 1. The BNA shall have the following standing committees:

- 1) Political Committee
- 2) Communications Committee
- 3) Projects Committee

Any interested BNA member may join a committee. The Political and Projects Committees will be chaired by the Vice-President, or his/her designee. The Communications Committee will be chaired by the Correspondence Secretary or his/her designee. Committee members will be accepted at any time.

Section 2. Political Committee – The Political Committee will consist of at least three (3) members in good standing of the Association, recruited by the chair.

Issues falling within the purview of the Political Committee include, but are not limited to, local construction or development projects, zoning, growth and planning within the neighborhood vicinity, land resource use, environmental issues, and the Cahaba River watershed. The committee will identify issues of concern and recommend positions to the Executive Committee. The Executive Committee may accept these recommendations or elect to defer them to the general membership for further discussion and modifications.

The Political Committee will be responsible for monitoring the activities of the Helena City Council and Helena Zoning Board at public meetings. Individuals from the committee or representatives of the BNA membership at large may of course attend these local government meetings on behalf of the organization, but only the President or Vice-President may represent the Association in testimony at these city government meetings.

Section 3. Communications Committee – The Communications Committee will consist of at least three (3) members in good standing of the Association, recruited by the chair.

The Communications Committee will be chaired by the Communications Secretary. The communications committee will insure that all residents are kept abreast of BNA activities and events affecting the neighborhood. The Communications Committee will also be responsible for identifying new residents and welcoming them to the neighborhood.

Section 4. Projects Committee – The Projects Committee will consist of at least three (3) members in good standing of the Association, recruited by the chair.

This committee will make recommendations to the Executive Committee for activities to include, but not limited to: foster improved neighbor relations, organize neighbor assistance, plan social events, and maintain the neighborhood entrance. The committee will submit a proposed budget for each activity. The Executive Committee may except the committee's recommendations or elect to defer them to the general membership for further discussion.

The committee will be responsible for coordinating approved projects. The Projects Committee may coordinate fundraising activities with the proceeds benefiting the Association. These funds may be used to support activities approved by the Executive Committee.

Section 5. Ad hoc Committees – Future additional ad hoc committees may be created and dissolved upon the recommendation of the Executive Committee.

Article 9 - Neighborhood Roster & Neighborhood Directory

(Passed unanimously as amended: Aug 7, 2005)

Section 1. A neighborhood directory of members residing within the Brandywine Neighborhood will be compiled and distributed to member households on a one per house basis. Consent for inclusion in the directory will be obtained from each household by the Correspondence Secretary. A separate roster of each member in good standing will be maintained by the Executive Committee

Section 2. The Neighborhood Association Roster and the neighborhood directory listing will remain the property of the Association. No member shall give or sell either roster or directory; or any part thereof to any party outside of the membership of the Brandywine Neighborhood Association. The Association will deal severely with anyone who misuses the information contained in the roster or directory for personal, political or business gain.

Article 10 - Bylaws Amendments

(Passed unanimously as amended: Aug 7, 2005)

Section 1. The Bylaws will be reviewed and updated at least every 3 years by the Executive Committee. Proposed amendments to the Bylaws may be submitted in writing to the Executive Committee by any member of the Association in good standing. The proposed amendment will be added to the agenda and brought before the general membership for consideration of the amendment's importance for discussion or general vote by the membership at the next general meeting of the Association. Information regarding the proposed amendment(s) will be distributed in writing to all members of the Association at least 2 weeks in advance of the next general meeting of the Association. Amendments will pass when approved by at least a 2/3's majority vote of the members of the Association present.

Article 11 – Dissolution

(Passed unanimously as amended: Sept. 26, 2005)

Section 1. Should a situation arise that the membership of the Association should deem that the Association should be dissolved, a motion may be made by any voting member at any General Association meeting that the Association be dissolved. This motion must be made at the close of regularly scheduled business of the General Association meeting and must be seconded by another voting member of the Association. The floor will then be opened for discussion on the reasons for dissolution. After discussion has been exhausted, a motion must be made by a voting member of the Association for a vote of the General Membership present at the meeting to formally present to the Executive Committee a list of grievances and a motion for dissolution. This motion must be seconded by another voting member of the Association. The vote must pass by at least 2/3's majority of the voting members of the Association present. If passed, the Recording Secretary will draw up the list of grievances and present them to the President (or President pro-tem) of the Association for consideration by the Executive Committee.

Section 2. The Executive Committee, once presented with the list of grievances, will set a date for a meeting of the General Membership of the Association for a Vote on the Dissolution of the Association at least 30 days from the date of presentation of the motion for dissolution. The Association will inform all members directly via phone or in person, that a motion for dissolution with grievances has been received by the Association and give each member the scheduled date and place of the meeting for the Vote on the Dissolution the Association. The Association will publish in the Birmingham News an official notice that a motion for dissolution of the Association has been received by the Executive Committee of the Association and the scheduled date and place of the meeting for the Vote on the Dissolution of the Association at least 2 weeks before the scheduled date.

Section 3. The General Meeting of the Membership of the Association for the Vote on the Dissolution of the Association shall have no other topics or agenda. The President of the Association will read the motion for dissolution to the General Membership and the list of grievances. The Executive Committee will be given an opportunity to address the grievances. The floor will then be opened for discussion of topics discussed in the grievances. Once discussion has been exhausted, a motion may be made by any voting member of the General Membership to vote on dissolution of the Association. The motion for a vote on the dissolution of the Association must be seconded by another voting member of the Association. The vote on the dissolution will be by role call vote of all the voting members of the Association. A 2/3 majority of the Membership must vote for dissolution for it to pass. Members who fail to show up for the vote on the dissolution may not proxy their vote to any other person. If less than 2/3 of the voting members of the Association are present for the meeting for the Vote on the Dissolution of the Association, the motion is automatically defeated. If the motion fails, no further motion for dissolution may be made by any voting member of the Association for a period of 90 days from the failed motion.

Section 4. Should the vote on the motion for the dissolution of the Association succeed, the Executive Committee shall make all efforts to ensure that all outstanding debts are paid from the treasury funds. A notice must be published in the Birmingham News stating that the Brandywine Neighborhood Association is dissolved and anyone who may have monetary claim against the Association must present such claim within 30 days from the date of the published notice to procure payment. Once all claims and outstanding debts have been settled, the remaining funds in the treasury and all property assets of the Association shall be donated, with no stipulation, to another like organization chosen by the Executive Committee by majority vote as recommended in the IRS tax code for non-profits.