

THE VILLAGES OF WEXFORD ASSOCIATION, INC.
Constitution and Bylaws

ARTICLE I

Name

The name of the organization shall be The Villages of Wexford Association, Inc., Charlotte, North Carolina.

ARTICLE II

Objectives

The objectives of the organization are and shall be:

1. To forge and to foster a sense of community
2. To develop a broad base of leadership within the community
3. To serve as a monitoring and informing instrument for the community on those matters affecting the quality of life in Wexford.
4. To promote a compatible blending of structures and land uses through community involvement in planning, zoning, and other issues which may affect the community.
5. To establish specific goals, backed by planning, legal advice, and other professional opinions in order to promote the cause of neighborhood involvement in city and county planning.
6. To provide a communications base for meaningful discussions of issues pertinent to the community.
7. To provide a formal channel through which the views of the community can be made available to interested parties.
8. To encourage a closer association of business firms, residents, and interested parties for the general welfare and progress of the Wexford area and surrounding areas.
9. To promote the development of recreational, cultural, and educational programs and facilities in Wexford and the surrounding areas.
10. To promote and encourage the involvement of residents of Wexford in the political processes of their county.

ARTICLE III

Membership

- Section 1. The membership of the association shall consist of any resident family who shall pay dues as may be prescribed by the Board of Directors. In addition, the membership of the associations, or other organizations which may be accepted for membership by the Board of Directors; provided that all such businesses, churches, associations, and organizations shall have only one designated representative to act and vote on their behalf.
- Section 2. Each member shall be entitled to one vote at any membership meeting.
- Section 3. Except as otherwise herein specifically provided, a quorum of any membership meeting shall be ten percent (10%) of the total membership.

ARTICLE IV

Offices of the Association / Board of Directors

- Section 1. The officers of the Association shall be: a President, a Vice-President, a Secretary and Treasurer. These officers shall be nominated and elected by the membership at the annual meeting or a properly called special meeting, and shall hold office for one year or until their successors are duly elected. The office of President shall only be occupied by someone having served on the board in a previous year in the role of President, Vice President, Secretary or Treasurer.
- Section 2. Vacancies for any office which occur between annual elections shall be filled by majority vote at a properly called meeting of the Officers of the Association / Board of Directors at which two-thirds of the directors and officers are present.
- Section 3. The Officers of the Association / Board of Directors shall hold regular bimonthly meetings, at such time and place as the board may establish. No bimonthly notices of such regularly scheduled meetings need be given to individual directors unless the Board shall decide otherwise. Special meetings may be held at any time on the call of the President or upon written request of five directors. Such request stating the purpose of the meeting and delivered to the President at least seven days prior to such meeting. Notice of such special meeting stating the specific purpose of such meeting, shall be given to the officers and directors at least three days prior to such meeting time.
- Section 4. Except as otherwise herein specifically provided, a quorum for any directors meeting shall consist of 50% of active directors.
- Section 5. The Officers of the Association / Board of Directors may, by majority vote, at a regular or special meeting at which a quorum of two-thirds of the directors are

present, change the election procedure. No change may be made which would not maintain a "one member-one vote" rule.

ARTICLE VI

Powers and Duties

- Section 1. **President:** The President shall preside at all meetings of the Board of Directors and at all meetings of the membership. The President shall have the authority with the approval of the Board of Directors to appoint such standing and special committees as he may deem proper, and shall define the powers and duties of all committees, appoint committee chairmen, and fix the period of the existence of each during his administration. If, after each voting director and officer present at any directors meeting has cast his vote on a question, a tie vote is recorded, then the President may cast a vote only to break the deadlock. The President shall at the regularly scheduled directors meeting report any action taken or opinion given by him in his capacity as Association President since the prior meeting. In addition to powers and duties specifically set forth herein, the President shall have such powers as are ordinarily incumbent upon the chief corporate officer including those established by statute except where specifically limited herein.
- Section 2. **Vice-President:** In the absence or inability of the President, the Vice-President shall perform the duties and exercise the powers ordinarily delegated to the President. In addition, the President may delegate to the Vice-President such of his powers as he sees fit during his administration.
- Section 3. **Treasurer:** The Treasurer shall keep and maintain all records of monies collected and disbursed, in the form and manner prescribed by the Board of Directors. He shall generally perform such duties as are ordinarily incumbent upon a Treasurer. He shall present a written financial report at each regularly scheduled directors meeting and shall present a written financial report at the annual membership meeting.
- Section 4. **Secretary:** The Secretary shall keep and maintain the minutes of all directors meetings and membership meetings, all records of membership and attendance and shall conduct such correspondence as may be required by the President and/or the Board of Directors. He shall also have charge of the corporate seal and shall sign with any other officer such instruments as require his signature. The Secretary shall be responsible for notice of any directors meeting or membership meeting.
- Section 5. **Board of Directors:** The business of the Association shall be conducted by the Officers of the Association / Board of Directors. It shall exercise all corporate powers not otherwise delegated, subject only to such restrictions as may be made by the membership. It shall determine and pass upon matters of policy concerning the Association and may delegate the execution of the policies and business of the

Association to any officer or officers or to any committee or committees. The Officers of the Association / Board of Directors shall set and retain control over membership dues and fees, if any. The Officers of the Association / Board of Directors may consider and express an official position on issues, whether political or not, which directly affect the Wexford community if such issues are not to be decided by popular vote. The Officers of the Association / Board of Directors shall consider, debate, vote on, take a stand on or express an opinion on an issue to be decided by popular vote only on an affirmative vote of two-thirds of those directors present at a regularly scheduled directors meeting. The Board shall not endorse any candidate or political party.

ARTICLE VII

Disqualification for Cause

- Section 1. Any officer or director who fails to perform the duties of his office as herein above set forth shall be removed from office.
- Section 2. Any officer or director who fails to attend two (2) consecutive regularly scheduled meetings without reasonable excuse shall be removed from office. Reasonable excuse shall be reviewed by the Officers of the Association / Board of Directors and a two-thirds (2/3) vote of the Board is required for removal.
- Section 3. The procedure for removal from office will be as follows:
- Either (a) majority vote of the Board at a regularly scheduled or specially called meeting at which a quorum of two-thirds (2/3) of the Directors and Officers shall be present. A special meeting for this purpose shall be called upon the written request to the President by thirty percent (30%) Association members.
- Or (b) majority vote of the membership in a specially called meeting at which a quorum of fifty percent (50%) of the membership is present. A special meeting shall be called upon the written request to the President by twenty (20) members of the Association.
- Section 4. The Officer or Director at issue shall be given at least five (5) days written notice of such meeting and the specific facts to be presented. In any meeting at which a vote for removal is to be taken, the Officer or Director at issue shall have a full and adequate opportunity to present arguments, facts, and other information to support his position, and if not present, shall be informed in writing of the Board's action.

ARTICLE VIII

Membership Meetings

- Section 1. The annual membership meetings of the association shall be held during the spring on such date, hour, and place as designated the Officers of the Association / Board of Directors, and upon ten (10) days notice thereof to the membership.
- Section 2. Except as herein otherwise provided, a special meeting of the membership may be called at any time by the Officers of the Association / Board of Directors or upon the written request to the President of ten (10) members of the Association.
- Section 3. The Secretary shall be instructed to call such special membership meetings by giving members five (5) days notice in advance thereof. No business shall be transacted at a special meeting other than that specified in an agenda provided to each member of the Association.
- Section 4. Except as herein otherwise provided, at any regular or special meeting of the membership, the attendance of ten percent (10%) of the members shall constitute a quorum for the transaction of business. A majority of the members voting shall determine any question that may come before the Association.

ARTICLE IX

Rules and Regulations

- Section 1. The Board of Directors shall from time to time, prescribe such rules and regulations to be observed and adhered to by the members, as may be deemed advisable for the best interest of the Association.

ARTICLE X

Amendments

- Section 1. These bylaws or any part or section thereof may be altered, amended, or repealed by the vote of the majority of the members at any regular meeting or special meeting called for this purpose.
- Section 2. These bylaws or any part or section thereof may be altered, amended, or repealed by majority vote of the Officers of the Association / Board of Directors at a special meeting at which two-thirds of the officers and directors are present.

ARTICLE XI

Voting

- Section 1. Proxy: No vote by proxy will be allowed for any question, issue, or candidate under any Article of these bylaws.

- Section 2. Written Ballots: The Officers of the Association / Board of Directors may establish rules for the distribution of written ballots for any questions, issues, or elections by either the Board or the Association membership.

ARTICLE XII

Terminology

- Section 1. Whenever used herein, and as the context may require, the singular shall include the plural and the use of any gender shall be applicable to all genders.
- Section 2. Whenever used herein, member shall be defined as a household.

ARTICLE XIII

Declaration of Restrictions

- Section 1. We intend to abide by the Declaration of Restrictions for the Wexford Subdivision.

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