

Flowing Wells Neighborhood Association and Community Coalition

BYLAWS

ARTICLE I – Directors/Officers

The directors of the corporation shall hold office for a term of one (1) year or until their successors are elected and qualified. The term of office shall begin at the close of the Annual Meeting. The officers of the corporation shall be President, a Vice President, a Secretary, and a Treasurer. The officers of the corporation shall comprise the Board of Directors.

- A. The President shall call and preside at all meetings, or appoint a designee to do so, shall act for and in behalf of the membership of the corporation, shall appoint special committees or members necessary for the operation of corporation business and shall act as official spokesperson for the corporation.
- B. The Vice President shall, in the absence of the President assume all the duties of that office, and the responsibility for publicity and notification of meetings of the corporation.
- C. The Secretary shall keep a permanent record of all meetings and all documents and transactions (other than financial) of the corporation. The Secretary shall transcribe the minutes of each meeting and shall maintain a copy of same. The Secretary shall have the primary responsibility for preparing correspondence, etc., pertaining to corporation business. The Secretary shall have responsibility to authenticate corporate records, if and when required.
- D. The Treasurer shall keep all financial receipts and a permanent record of all financial business of the corporation. An up-to-date financial report shall be submitted at each meeting.

ARTICLE II – Committees

- A. A majority vote of the Board of Directors shall have the power to appoint committees as necessary to implement the purposes of the charter.
- B. The President shall be an ex-officio member of all committees.
- C. A committee shall not take any of the following actions:
 - 1. Authorize distributions of money or resources.
 - 2. Fill vacancies on the board of directors or on any of its committees.

3. Adopt, amend or repeal bylaws.

ARTICLE III – Meetings

Annual Membership Meeting

- A. The Annual Meeting shall be held during the Month of January at a time and place designated by the President.
- B. The Nominating Committee will present a slate of potential Directors/Officers for approval by the Board.
- C. No proxy voting shall be allowed.
- D. At least ten (10) and no more than sixty (60) calendar days notice shall be provided in advance of any corporation meeting. Every effort will be made to notify all interested parties and members of the corporation of upcoming meetings either by, but not limited to, email, direct mailing, pamphlets, newsletters, or announcements at regularly scheduled meetings.
- E. All meetings shall be open to any interested persons.

Special Meetings

Special meetings shall be held on the call of the Directors. Notice of any special meeting shall be provided and shall state the purpose for which the meeting has been called. The time and place for the meeting will be designated in the notice. Notice will be provided at least 30 days in advance.

Regular Meetings

Regular meetings shall be held at such place and time as determined by the Directors. All meetings shall be open to any interested persons.

ARTICLE IV – Nomination, Elections, Annual Reports and Installation of Directors/Officers

- A. Nominations of Directors/Officers shall be made from the floor at the Annual Meeting from a slate presented by the nominating committee.
- B. Election of Directors/Officers shall be held the same day as the nominations.
- C. Participants who attend a majority of monthly meetings (six out of ten) are eligible to vote.

1. If a household has representation at a majority of meetings, all members of the household may vote at the Annual Meeting.
 2. High school age youth of participating families, if active in the FWNACC, may vote with their families at the Annual Meeting
- D. Upon installation of the Directors/Officers whose terms begin at the close of the Annual Meeting, all documents, records, and any materials pertaining to the office as designated in the bylaws which are in the possession of the outgoing officers shall be submitted to the newly elected counterpart within 5 (five) calendar days of the installation.
- E. Any vacancies occurring during the term of any Director/Officer shall be filled by a majority vote of the remaining Directors to serve until the end of the vacant term.
- F. Any Director/Officer may be removed from office for cause at a special meeting.
- G. A Director/Officer may resign by providing written notice to the Board of Directors.

ARTICLE V – Fiscal Responsibility

- A. Expenditure of funds of the corporation may not be without the signature of an officer: President, Vice President, Treasurer, or Secretary.
- B. Financial records and funds of the corporation shall be audited at least once a year by a committee of at least 2 (two) appointed by the President. Records shall always be audited prior to a new Treasurer's taking office.

ARTICLE VI – Amendment of Bylaws

- A. These bylaws may be amended by a majority vote of the Board.
- B. Proposed amendments shall be read at the meeting prior to the meeting where action is to be taken. Every effort will be made to notify members of the proposed amendments prior to the meeting where action is to be taken.

ARTICLE VII – General

- A. The rules in the current edition of Robert's Rules of Order shall govern the corporation in all cases to which they apply and do not conflict with the specific provisions of the Articles and Bylaws or any special rules that the corporation may adopt.

B. If any of the Articles or Bylaws or the application thereof is held invalid or unenforceable, the remainder shall not be affected thereby, and only the affected portions are declared amended or eliminated, if such can be accomplished and still maintain the purposes for which this corporation is organized.

C. No officer, representative, spokesperson or member shall have any financial liability for the corporation.

DATE ADOPTED: April 9, 2003

Elaine Turner, President

Signature/Title

Samuel J. Davis Secretary

Signature/Title