

BY LAWS OF THE  
SOUTHEAST GUILFORD COMMUNITY ASSOCIATION

Article I

The official name of the association shall be the Southeast Guilford Community Association.

Article II

The corporation is a social welfare corporation as set forth in Section 501 (c) (4) of the Internal Revenue Code.

**Vision:**

To enhance the **Quality of Life** in Southeast Guilford County

**Purpose:**

To provide a venue for individuals with a passion or purpose for advocacy of **community, education and business interests** in Southeast Guilford County

**Goals:**

1. Provide a community voice for all Southeast Guilford County residents.
2. Provide and develop leadership to maximize community involvement on issues that impact the community.
3. Educate and Inform residents of development, transportation, safety and educational issues.
4. Participate in decision-making processes to protect the general welfare and interest of our community.
5. Develop Alliances with strategic organizations.

Article III

**Organization**

An Executive Board shall manage the affairs of the association. The composition of the committee shall strive to give fair representation to all. The board shall consist of not less than three or not more than eleven.

**Officers of the Executive Board**

All officers shall be in good standing, and shall hold office for a two-year term. Officers and executive board may serve no more than (2) two consecutive terms in the same position. The association shall elect from its own, the following officers:

- A. President – who shall preside at all Executive Committee meetings and general meetings, shall appoint all committee chairs, authorize all disbursements, and shall be ex officio of all committees.
- B. Vice President – who shall assist the President in all duties and shall perform such duties as are assigned by the President and in the absence of the President or members of the Executive Committee, shall perform all the duties of the President.

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- C. Secretary – who shall maintain all official records, including meeting minutes, original sign-in sheets, copies of mailings to members, and a copy of the mailing/email list.
- D. Treasurer – who shall adhere to all accounting procedures, and keep a reporting of all disbursements made by the association. The treasurer shall have custody of all funds and securities belonging to the association. Financial statements shall be kept and made available for inspection by any member.
- E. Past President – who occupied the office of the President, during the immediate previous term, shall serve as an officer of the Executive Committee; the Past President shall be a voting member of the committee and act as advisor to the President. The Past President shall perform other duties as may be requested by the President and/or Executive Committee. If for any reason, such person cannot serve in such office, the office shall remain vacant.

No individual serving as a director, officer or agent of the corporation shall be held personally liable for serving in such capacity.

**Advisory Committee**

The Advisory Committee shall consist of no more than 25 members and shall include the Executive Board members. The Advisory Committee shall have the right to vote provided that they are current with the annual dues. The Executive Board shall have the right to replace or fill a position on the Advisory Committee for reasons that the Advisory Committee deems sufficient. The Advisory Committee is charged with the responsibility of promoting the primary purposes of the corporation. Meetings of the Advisory Committee are open to the general membership and public.

**Nomination Committee**

The President shall select, with the advice and consent of the Executive Committee, members of the Nominations Committee. The association Nominations Committee shall consist of two members of the Executive Committee and three members from the general population of members.

- A. The committee shall solicit members for recommendations for candidates for each office.
- B. The committee will contact the nominated candidates to see if the nominee will accept the nomination for office.
- C. Nominations will be announced at the August Advisory Committee meeting.
- D. The committee shall accept nominations from the floor when the nominations are presented to the general membership.
- E. A voting member “In Good Standing” may submit a nomination for consideration, in writing, at least 15 days prior to the election.
- F. The committee shall submit its proposed slate of officers to the general membership a minimum of 14 days in advance of the election.

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**Elections**

Elections will take place at the September Advisory Committee meeting.

- A. Nominations for office shall be accepted from the floor prior to the elections taking place.
- B. When only one nomination for an elective office is presented to the membership, election shall be by voice vote.
- C. Whenever more than one nomination is presented for an elective office, vote shall be by secret ballot.
- D. If more than two candidates are named for an office, a majority of the members voting shall be necessary to elect the candidate to office.
- E. If no candidate received a majority, a second vote shall be taken of the two leading candidates.
- F. Only votes from members "In Good Standing", will be accepted.

**Resignations and Removal**

Any officer may resign at any time by delivering written notice to the President. The President may appoint a qualified member, subject to the approval of the Executive Board, to complete the term left vacant. The President may resign any time by delivering written notice to the Vice President and SEGCA.

Should the President resign or be removed, the Vice-President will serve as President for the remainder of the term. Should the Vice-President be unable or unwilling to serve, the SEGCA will appoint an interim President until the next membership election.

The general membership shall have the power to remove any officer of the association from office by an affirmative vote of the majority of the general membership for such causes as the membership deems good and sufficient; except that any motion for removal of an officer shall be tabled by the membership until at least 30 days written notice thereof, accompanied by a written complaint given to the individual, allowing sufficient time for a written reply from the officer in question delivered to the Executive Board.

**Meetings**

**Executive Committee Meetings**

Regular attendance at all Executive Committee meeting is required. Any board member who misses two consecutive meetings without an acceptable excuse shall be considered to have resigned. Absences should be noted in the meeting minutes as excused or unexcused.

**Membership Meetings**

**Advisory Committee meetings**

Are held monthly.

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**Special Meetings**

Special meetings of the Executive Board may be called by the President or by the majority of the members of the Executive Board. Notice of such meetings shall be given to each Executive Board member at least 24 hours in advance and shall state the purpose of the meeting. No business other than that stated in the notification shall be transacted at special meetings.

**Voting, Quorums**

**Executive Board**

A quorum for all meetings of the Executive Board will be three quarters of the members of the Board, provided that the meeting was called in accordance with these bylaws. A simple majority vote shall decide matters before the Board.

**Advisory Board**

A simple majority vote of the general members shall decide an issue before the Advisory Committee, provided a quorum is present at the general meeting. A quorum is 50% of the general membership present at the meeting. A voting member is a member "In Good Standing".

**Voting by Email**

- A. Email voting should only be used for issues of timeliness; otherwise, votes should be tabled for regularly scheduled council meetings;
- B. If an issue arises at a regularly scheduled council meeting and it is decided to vote via email, the motions will be tabled until the next regularly scheduled council meeting. Only an executive board member can initiate an email vote. If a council member requests a specific issue to be voted on, it is to be the executive board, which then determines if the matter is to be voted on via email or can wait until the next scheduled meeting. If the matter is to be voted on via email the following format will be used: approval or denial; or the choice of specific options with answers listed as choices.
- C. If a member(s) has not voted within 2 days of the deadline (5 business days) and a quorum has not been reached, the member(s) should be contacted directly to determine his/her vote. If a quorum has not been reached within the deadline, it shall be tabled or resubmitted for the next regularly scheduled meeting.
- D. Votes by email are to be reported in the minutes at the next scheduled meeting and the dates of each vote. The meeting agenda is to include approval of the minutes and any email voting that took place prior to the meeting.

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Article IV

**Committees**

Establishing Committees

The President, with the advice and consent of the Executive Board, shall establish committees as needed.

- A. Chairpersons of all committees shall be appointed by the President with the advice and consent of the Executive Board.
- B. The Chairperson of each respective committee shall select members of the committee.
- C. A President may, with the advice and consent of the Executive Committee, remove the chair or members of any committee appointed pursuant to this Article.
- D. Meeting of all committees shall be upon the call of the committee chair.
- E. A simple majority vote in the committee shall decide an issue provided a quorum is present. A quorum is 50% of the members of the committee.

Article V

**Membership/Sponsorship**

This association may have membership and/or sponsorships. A member "In Good Standing" is defined as a member whose membership dues is current and paid in full.

**Type of Membership**

**Advisory** – Annual Dues \$50 payable at the first of the calendar year.

The Advisory Committee shall consist of no more than 25 members and shall include the Executive Board members. The Advisory Committee shall have the right to vote provided that they are current with the annual dues. The Executive Board shall have the right to replace or fill a position on the Advisory Committee for reasons that the Advisory Committee deems sufficient.

**General** – Annual Dues \$15 payable at the first of the calendar year.

**Types of Sponsorships**

Donations may be accepted upon approval of the Executive Board from individuals, other organizations, or area businesses to offset general expenses ~~for~~ incurred by the association.

The association shall have no right to exclude ~~and~~ or attempt to exclude any individual from belonging to this association. All decisions on eligibility, dues, membership and sponsorships rights shall be made solely by the Executive Board. By a three-fourths vote of the Executive Board, any membership/sponsorships may be terminated.

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**Rules of Procedure**

Robert's Rule of Order, the latest version present, shall govern the parliamentary procedures of the meeting of the association provided for in these bylaws.

Article VI

**Dissolution**

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Upon the dissolution of the association, the Board of Directors shall, after paying or making provisions for payment of all liabilities of the Association, dispose of all the assets of the Association where no part of the net earning shall be distributed to its officers and/or members or pay to influence legislation or a political campaign, but distributed exclusively to organizations operated for charitable purposes, or to a county or an incorporated city or town, all as the Board of Directors shall determine.

**Liability**

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No officers or directors of this corporation shall be personally liable for the debts or obligations of this corporation of any nature, nor shall any of the property of the members, officers, or directors be subject to the payment of the debts or obligations of this corporation, except for the extent that federal or state law(s) shall mandate individual party responsibility for tax obligations or trustee-imprest funds.

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Article VII

**Administrative Provisions**

1. When cash and/or check is being provided to the treasurer, a detailed receipt should accompany the funds and be maintained on file.
2. The treasurer must report all financial transactions to the board on a quarterly basis.
3. All treasury financial records must reconcile with the sum of the financial records, such as bank statements.
4. All expense reimbursement requests require a receipt.
5. Expense reimbursement requests over \$100 require President's prior written approval.
6. The treasurer and the alternate signatory cannot sign any contracts or make any financial commitments for the association.
7. The President may approve receipts up to \$100 without the board's approval.
8. Any two (2) officers of the Association with the approval of the Board can sign contracts for the Association.
9. The President and the Treasurer can sign checks for financial obligations and purchases of the association.

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**Article VIII**

**Website**

All intellectual property, specifications, guidelines and any other technology or assets (collectively, "Technology") developed by the corporation, whether developed by employee of corporation alone or with assistance of employees or consultants of any member(s), shall become the sole property of the corporation unless determined pursuant to such rules as the Board of Directors may adopt from time to time. Without limitation such rules may control all rights of publication relating to the Technology, the ownership of such Technology, the license rights which members may be entitled to therein and the fees (if any) which the corporation may charge members for access to such Technology.

The website will be governed by Federal, State and Copy write laws.