

***Waverly Terrace Historic Neighborhood Association Called Meeting Minutes***

8/1/2015, 12:20 P. M. at Mike and Peri Johnson home

Attending: Libby Smith, Brenda Hall, Dianne Armstrong, Bill Gaddy, Karen Holloman, Bert and Holly Talley, Mike and Peri Johnson

Called Meeting to create bylaws for the Waverly Terrace Historic Neighborhood Association

- I. Meeting was called to order at 12:30PM
- II. Bylaws were discussed and approved by majority vote on a section-by-section basis. The final version of the complete bylaws was unanimously approved by members present. An unexecuted example is attached.
- III. Meeting was adjourned at 3:00PM

**BYLAWS OF THE  
WAVERLY TERRACE HISTORIC NEIGHBORHOOD ASSOCIATION, INC.**

**PREAMBLE**

The object and purpose of the Corporation is to preserve, protect, promote, and especially encourage residency in that area known and designated as the Waverly Terrace Historic District of Columbus, Muscogee County, Georgia, as designated on the official zoning map of Columbus, Muscogee County, Georgia.

**ARTICLE I – NAME**

Section I. The name of this organization shall be the Waverly Terrace Historic Neighborhood Association.

**ARTICLE II – LEGAL STATUS/POLICIES**

Section 1. The Waverly Terrace Historic Neighborhood Association shall be organized and operated not *for* profit. No part of any net income shall ever be payable to any member.

Section 2. The Waverly Terrace Historic Neighborhood Association does not have nor shall exercise any authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent qualifying as a corporation described in Section 501 of the Internal Revenue Code.

**ARTICLE III – MEMBERSHIP AND DUES**

Section 1. Membership in the Waverly Terrace Historic Neighborhood Association shall be open to persons who maintain an interest in the objectives of the association. Membership is not limited only to property owners in the Waverly Terrace Historic District of Columbus, Georgia.

Section 2. Membership Dues

a. Annual dues for each category of membership shall be recommended by the Board of Trustees and approved by a majority vote of the members in attendance at the meeting at which a dues change is considered. Dues shall be paid by *January 1* for the calendar year. Members shall be considered in arrears if their dues are not paid by *March 1*. New members' dues will be prorated in the following manner: Full rate for the first six months beginning in January; 1/2 rate after the first six months.

b. Membership Dues\* - Annual dues shall be as follows:  
(\*Dues approved by the membership at the Annual Meeting in October)

Individual (Silver).....	\$10.00
Individual (Gold).....	\$20.00
Family .....	\$30.00
Business/Organization.....	\$50.00

- c. Voting Privileges -All members who have paid their dues are eligible and shall be entitled to vote at any and all general membership meetings. Individual (Silver) members shall have one-half (1/2) vote; Family membership shall be limited to two (2) votes, Individual (Gold) and all other voting members shall be limited to one (1) vote.
- d. The Board of Trustees,\* may cancel, by majority vote, the membership of any member whose conduct is deemed prejudicial to the objectives, welfare, or character of the Waverly Terrace Historic Neighborhood Association, including any member of the Board of Trustees, provided notice of such alleged misconduct shall first be mailed to said member at least ten (10) days prior to the meeting of the Board of Trustees at which said misconduct is to be considered. The Member may appear in person to challenge the proposed action of the Board of Trustees.

(\*Board of Trustees - comprised of current officers (president, secretary, and treasurer), either vice-president and one member in-good-standing or two members in-good-standing, and one non-member individual (from Historic Columbus Foundation). Both the member and non-member Trustees selected will be selected by majority vote of Association members at general membership meeting.)

#### ***ARTICLE IV – SOURCES OF REVENUE***

Section 1. The fiscal year is the calendar year, unless otherwise identified by the Board of Trustees. Dues will be recommended by the Board of Trustees and approved by a majority vote of the members in attendance at the meeting at which a dues change is considered. Dues shall be paid by January 1 for the calendar year. Members for renewal membership shall be considered in arrears if their dues are not paid by March 1. New members, whose application for membership is submitted the first six (6) months of the fiscal year, will be required to pay the full amount of annual dues for the calendar year, and one-half the full amount if submitted the last six (6) months of the fiscal year. Annual dues shall be used for operating and administrative expenses.

Section 2. The Waverly Terrace Historic Neighborhood Association may engage in fundraising activities. The Board of Trustees may accept, on behalf of the Waverly Terrace Historic Neighborhood Association, any contribution, gift, bequest or device for the general purposes or for any special purpose of the Waverly Terrace Historic Neighborhood Association.

#### ***Article V – Meetings***

Section 1. There shall be an annual membership meeting to elect Officers and Board of Trustees and to set general goals for the upcoming year in the month of October, unless changed by a majority vote of the Board of Trustees. The President or any five (5) members may call special meetings. Notice of the annual meeting shall be communicated to the membership a minimum of seven (7) days prior to the meeting date.

Section 2. The members present at an annual membership meeting shall

constitute a quorum.

Section 3. The Board of Trustees shall meet annually in the month of October, at a usual time and location. Such date, time, and location to be specified by consensus vote of the Board of Trustees. These meetings shall be open and announced to all members of Waverly Terrace Historic Neighborhood Association. The majority of the Board of Trustees shall constitute a quorum for the transaction of business.

Section 4. Meetings of the Board of Trustees, other than the annual meeting, may be called at any time by the President, by giving notice to each Board member at least two (2) days in advance.

Section 5. Any action required or permitted to be taken at a meeting of the Board of Trustees, or other committee designated by the Board of Trustees, may be taken without a meeting if consent in writing, setting forth the action so taken, is signed by all members of the Board of Trustees or Committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote as a meeting. Subject to applicable notice provisions, the Board of Trustees or members of any committee designated by the Board, may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in such meeting shall constitute presence in person at such meeting, except where the person's participation is for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

#### ***ARTICLE VI – BOARD OF TRUSTEES***

Section 1. The Waverly Terrace Historic Neighborhood Association shall have a Board of Trustees consisting of the Association President, Secretary, Treasurer, vice president, one current member in good standing, and an ex officio member from the Historic Columbus Foundation.

Section 2. The Board of Trustees shall be the policy making body of the Waverly Terrace Historic Neighborhood Association and empowered to make decisions on behalf of the Waverly Terrace Historic Neighborhood Association.

Section 3. At the annual meeting in October, the nominating committee shall present a slate of proposed Trustees to fill one (1) current member positions on the Board. Members in good standing shall be notified no less than fifteen (15) days prior to the annual meeting through e-mail or mail of said slate of Trustee nominations. The members present and voting at the annual meeting shall elect by a majority vote this one (1) Trustee position. Said Trustee elect shall assume their duties January 1 following the annual October meeting.

Section 4. Trustees shall serve a one (1) year term. However, a Trustee may not

succeed him or herself for more than three (3) years following his or her term on the Board, except that a former Trustee may be elected as an officer of the Waverly Terrace Historic Neighborhood Association and serve in that capacity on the Board of Trustees immediately following his or her service as a Trustee.

Section 5. If a Trustee has three (3) successive unexplained absences or a total of four (4) absences from regular and/or special meetings of the Board of Trustees, the Board of Trustees shall have the authority, at its discretion, to remove the Trustee from the Board. The Trustee will be given notice of the proposed action to remove him or her from the Board, and will be given a reasonable opportunity to defend him or herself.

Section 6. Any member of the Board of Trustees may be removed from office at any time by a two-thirds (2/3) vote of the general membership voting and present at a regular or special meeting.

Section 7. Any vacancies occurring on the Board of Trustees shall be filled by vote of the Board of Trustees at the next regularly scheduled meeting or at a special called meeting of the Board in accordance with the provisions of these Bylaws. A member elected to fill a vacancy shall serve the remaining time of the term. Being elected to fill a vacancy does not preclude a member from being nominated for a full term of office in the next general election.

Section 8. Trustees may serve as chairs of standing committees, other committees, or events.

#### **ARTICLE VII – Officers**

Section 1. The officers of the Waverly Terrace Historic Neighborhood Association shall consist of a President, Vice-president, Secretary, and Treasurer.

Section 2. The officers shall be elected to a one (1) year term. The officers may not serve in the elected office for more than three (3) consecutive terms. The term limit condition, per office, can be waived by a simple majority of members in attendance at the time of the nominations.

Section 3. If an Officer has three (3) successive unexplained absences or a total of four (4) absences from regular and/or special meetings of the Board of Trustees, The Board of Trustees shall have the authority, at its discretion to remove the Officer from the Board. The Officer will be given notice of the proposed action to remove him or her from the Board, and will be given a reasonable opportunity to defend him or herself.

Section 4. Any member of the Board of Trustees may be removed from office at any time by a two-thirds (2/3) vote of the general membership voting and present at a regular or special meeting.

Section 5. Any vacancies occurring on the Board of Trustees shall be filled by vote of the Board of Trustees at the next regularly scheduled meeting or at a special called meeting of the Board in accordance with the provisions of these Bylaws.

#### **ARTICLE VIII – DUTIES OF OFFICERS**

Section 1. The President shall be the primary officer of the Waverly Terrace Historic Neighborhood Association and shall:

- o Preside at the meetings of the Waverly Terrace Historic Neighborhood Association Board of Trustees and general membership meetings
- o Represent Waverly Terrace Historic Neighborhood Association to all publics, except that the president may ask another officer, trustee, or committee member to represent as required
- o Appoint a board member to serve as Sergeant-at-Arms to ensure proper parliamentary procedures are followed as needed
- o Identify members for special assignments
- o Sign with the Secretary or any other Officer authorized by the Board, any contracts or other legal documents, expressly authorized by the Board
- o Sign with the Treasurer or any other Officer authorized by the Board, all withdrawals of funds from bank accounts
- o With the assistance of members, set the agenda for the Waverly Terrace Historic Neighborhood Association
- o Deliver annual report of the Board of Trustees to the general membership at the annual meeting

Section 2. The Vice President shall:

Act as special assistant to the President and represent the President whenever so designated

- o Be empowered to sign any documents as authorized by the Board of Trustees. This power may be invoked in the event of emergency during the absence of the President
- o Perform all such duties as requested by the President or Board of Trustees

Section 3. The Secretary shall:

- o Keep minutes and other appropriate records of the Waverly Terrace Historic Neighborhood Association
- o Preserve in a file all records of value to the Waverly Terrace Historic Neighborhood Association
- o Notify members of all meetings
- o Mail each Officer and Trustee of the Board a copy of the Bylaws of the Waverly Terrace Historic Neighborhood Association on or before February 1 of each year
- o Sign with President any contracts authorized by the Board of Trustees
- o Conduct the correspondence for the Waverly Terrace Historic

Neighborhood Association

- o Perform other duties as requested by the President or the Board of Trustees

Section 4. The Treasurer shall:

- o Have charge of all the Waverly Terrace Historic Neighborhood Association's funds/bank accounts
- o Sign with the President or any Officer or Trustee authorized by the Board, all withdrawal of funds
- o Shall have the authority to spend and/or issue discretionary funds up to \$250.00 without prior Board approval
- o Perform other duties as requested by the President and/or Board
- o Present a complete account of the Waverly Terrace Historic Neighborhood Association's funds, identifying the source of funding and disbursement, at monthly Association meetings, annual Board of Trustees, and at the annual general membership meeting
- o Prepare an annual statement accounting for Waverly Terrace Historic Neighborhood Association's funds
- o Provide a roster of current paid membership at monthly Association meetings

**Article IX – Standing Committees**

Section 1. All members of the Waverly Terrace Historic Neighborhood Association may serve on any and all standing committees. Trustees and/or any member may be elected Chairperson of one, but not more than one, standing committee.

Section 2. The Chairpersons of the standing committees will regularly report to the Association at their monthly meetings and the Board of Trustees at their annual meetings, but shall not have a vote unless said person is also a member of the Board.

Section 3. Standing Committees

- o Fundraising
- o Awareness
- o Code Violations
- o Neighborhood Improvement
- o Neighborhood Watch

**ARTICLE X – FINANCES**

Section 1. The funds of the Waverly Terrace Historic Neighborhood Association shall be

allocated to two fund and designated as follows:

- o Operating Fund

o Special Fund

Section 2. The Operating Fund shall receive proceeds from the payment of membership dues and fundraising activities and shall be used for the purpose of paying the operating expenses incurred by the Waverly Terrace Historic Neighborhood Association. At the discretion of the Board of Trustees, excess funds in this account may be transferred to the Special Fund for use as needed, and similarly transferred back to the Operating Fund should the necessity arise. However, under no circumstances shall monies initially allocated to the Special Fund be used to defray the Waverly Terrace Historic Neighborhood Association's operating expenses.

Section 3. The Special Fund shall receive initially all contributions other than dues and project produced funds, plus subsequently such monies as may be transferred from time to time set forth under Section 2 above. These funds shall be held to use for the following purpose, to-wit: any project which, as approved by a majority vote of the membership present and voting, is deemed desirable and beneficial for the promotion, preservation, and/or protection of the Historic District. From time to time as may be deemed appropriate by the Board of Trustees, money in the Special Fund may be allocated to an interest bearing savings account, money market account or to other interest bearing investments.

**ARTICLE XI – PARLIAMENTARY AUTHORITY**

Section 1. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Waverly Terrace Historic Neighborhood Association in all cases in which they are not inconsistent with these bylaws and any special rules adopted by the Waverly Terrace Historic Neighborhood Association.

**ARTICLE XII – AMENDMENTS**

Section 1. These bylaws may be amended by a two-thirds (2/3) vote of the members present at a general meeting, provided that a notice to include a full text of such amendments has been provided to the membership prior to the general meeting. Voting by proxy will be permitted. The Board of Trustees must receive proxy ballots by a certain date as assigned by the Board of Trustees.

**ARTICLE XIII – ADOPTION OF BYLAWS**

Approved by the membership on August 1, 2015

As witnessed by,

President: \_\_\_\_\_  
Mary Elizabeth (Libby) Smith  
Secretary: \_\_\_\_\_  
Mike Johnson