

BYLAWS
of the
WATTS HOSPITAL-HILLANDALE
NEIGHBORHOOD ASSOCIATION

ARTICLE I - Name, Purpose, and Type

Section 1. The name of this association shall be the Watts Hospital-Hillandale Neighborhood Association.

Section 2. The purposes of this association shall be (1) to encourage and promote community pride in the neighborhood by providing a forum for neighborhood activity; (2) to be a voice for the common neighborhood interest by acting as a liaison with governmental bodies and with institutions, schools, and businesses in and around the neighborhood, and to work with other neighborhood associations on common concerns; (3) to serve as a focal point for maintenance and improvement of institutions and facilities serving the neighborhood, including parks, schools, and public safety services, and to provide an avenue for neighborhood social activities; (4) to encourage and facilitate vigorous citizen participation in all issues affecting the neighborhood, including land use, zoning changes, traffic patterns, and street modifications; (4a) to promote social welfare and bring about civic betterment and social improvement for the approximately 1200 households which comprise the Watts Hospital-Hillandale neighborhood in the City of Durham generally through advocacy, education, charity, and other activities; and (5) all other purposes not inconsistent with the requirements and limitations of law, section 501 (c) (4) of the Internal Revenue Code (or corresponding section of any future federal tax code), or the spirit of these articles.

Section 3. This association is and shall remain a non-profit organization and no part of the net earnings thereof shall inure to the benefit of any individual member.

ARTICLE II - Membership

Section 1. The membership of the association shall consist of one class made up of all natural persons eighteen years of age or older who either reside within, or own property within, the boundaries of the neighborhood as they are described in Article II, section 3 and who have paid the annual dues. All members of the class shall be voting members.

Section 2. Every person desiring membership shall make written application to the treasurer on a form devised for that purpose. Upon receipt of an application for membership, the treasurer shall determine the eligibility of the applicant and the adequacy of the application and fee. Persons denied membership may appeal to the board of directors.

All memberships expire each year on the day next preceding the day of the annual meeting unless renewed on or before the day of the annual meeting; membership applications received later than 30 days prior to the day of the annual meeting shall be treated as applications for the association year beginning on the day of the annual meeting.

The annual membership fee shall be established by the board of directors.

Section 3. The boundaries of the Watts Hospital-Hillandale neighborhood shall be defined as follows:

Bounded on the south by Englewood Avenue from Broad Street to Hillsborough Road, and by Hillsborough Road from Englewood Avenue to LaSalle Street; on the west by LaSalle Street and a line running directly north from the northern terminus of LaSalle Street to I-85; on the north by I-85 to Broad Street; and on the east by Broad Street to Englewood Avenue. In all cases except I-85, the properties facing both sides of a street forming a boundary shall be included in the neighborhood.

Section 4. The board of directors may confer upon a person not otherwise eligible for membership an honorary membership. An honorary membership may be conferred only in recognition of meritorious service to the Watts Hospital-Hillandale neighborhood. Such membership shall be non-voting and shall be for such duration as the board of directors shall determine.

ARTICLE III - Government

Section 1. The Watts Hospital-Hillandale Neighborhood Association shall be governed by a board of directors, which may act as an executive committee to take action in the name of the association when promptness of action appears necessary.

Section 2. The board of directors shall consist of a president, a vice-president, a secretary, a treasurer, and no fewer than four nor more than nine directors-at-large, elected by the membership at an annual meeting. The number of directors-at-large elected at an annual meeting shall determine the number of such directors for the association year. Once elected, members of the board of directors shall serve until the close of elections at the annual meeting in the next year or until such time as their replacements are elected, whichever may later occur, or until their removal as provided in this article. Members of the board of directors must be elected by a majority vote. The membership may adopt reasonable rules to provide for fair and orderly elections.

The board of directors shall also include the immediate past president of the association when he has not been elected to any other office or seat on the board of directors. The immediate past president shall be entitled to vote and otherwise participate in the business of the board of directors. The term of the immediate past president shall expire at the close of elections during the next annual meeting following the expiration of his term as president.

In the event the immediate past president chooses not to serve or is unable to serve or fulfill his term of office, the board of directors may appoint in his place any member who has previously held an office or served as director.

Section 3. A simple majority of the board shall constitute a quorum for doing business. Each member shall be entitled to one vote.

The business of the board of directors shall be accomplished by a majority vote of those officers and directors present and authorized to do business at a meeting of the board.

Section 4. To be eligible for elective office, a person must be a member.

Section 5. Board members shall serve without compensation.

Section 6. The powers and duties of the board of directors shall include:

(a) the appointment of all standing and other committees or chairmen thereof. This power may be delegated to the president. Committees shall derive their direction from the board of directors.

(b) the appointment of all persons or organizations to serve the association.

(c) the filling of vacancies on the board of directors until the next annual meeting.

(d) the annual appointment of a five member nominating committee, no more than two members of which may be members of the board of directors.

(e) interpretation of the bylaws.

(f) the establishment of a budget, and the approval of non-budgeted expenditures.

(g) the establishment of policy for the association.

(h) the dissolution of all standing and other committees. This power may be delegated to the president.

(i) the creation of special awards and the expenditure of funds for appropriate tokens thereof.

(j) any other power not specifically set forth herein which is reasonably necessary to effect the purposes of the association.

Section 7. The president shall preside at all meetings of the association membership and board of directors and shall perform such other duties as directed by the board of directors.

Section 8. The vice-president shall perform all such duties as may assigned to him by the president or the board of directors and shall be the presiding officer in the absence of the president.

Section 9. The secretary shall be the official custodian of all records of the association, shall keep the minutes of association and board meetings, shall send all official correspondence in the name of the association, and shall give all required notices.

Section 10. The treasurer shall keep and be responsible for all funds of the association. The treasurer shall manage the membership records of the association and may appoint another member or members to assist in this task. All funds shall be deposited in an account in the name of the Watts Hospital-Hillandale Neighborhood Association and shall be withdrawn only by the treasurer or the president. All monies received shall be immediately delivered to the treasurer, for which he shall give a receipt, and all bills shall also be paid by the treasurer. The treasurer shall provide regular reports of all transactions and prepare financial statements as directed by the board.

Section 11. Any member of the board of directors who is absent from three consecutive meetings of the board or four meetings of the board during his term shall be removed from office unless his absence is excused by the board.

Section 12. The membership may at any duly called meeting of the membership, remove any member of the board of directors without cause upon the adoption of a resolution by a two-thirds majority vote. When a member of the board is removed by resolution of the membership, the membership may at the same meeting elect a member to serve the remainder of the removed board member's term. If the membership does not replace a removed board member at the meeting at which he was removed, the board of directors may appoint a member to fill the vacancy.

Section 13 Each member of the board of directors shall exercise his or her judgment in the best interest of the neighborhood free from the influence of bias. It shall be the duty of every board member to make a full, timely, and meaningful disclosure of any bias in connection with any matter coming before the board. For the purposes of this section, bias is a personal or financial interest in a matter which is distinct from the general interest and which, in the case of personal bias, is one based upon a substantial affinity for or enmity against another person or entity, or in the case of financial bias, is one in which the member has a monetary or employment interest in the outcome of the matter.

A board member who is unable to exercise his or her judgment in the best interest of the neighborhood free from the influence of bias in connection with any matter shall abstain from deliberating and voting on that matter. If the member does not abstain, the board of directors may exclude the board member from deliberating and voting on the matter when, in the determination of the board, the member has a bias as contemplated herein which, under the circumstances specific to the matter, would render the member unable to exercise his or her judgment in the best interest of the neighborhood free from the influence of the bias. A motion to exclude a board member from deliberating and voting on any matter must be adopted by a vote of two-thirds of the members present at a meeting at which a quorum is in attendance. No board member may be excluded from deliberating or voting on a question of his or her own bias.

ARTICLE IV - Committees

The committees of the association shall be determined by the board of directors. The board may appoint the chairman and some or all of the members of any committee or the board may appoint the chairman and delegate to him the appointment of the other members. The board shall charge every committee and every committee shall report on its activities as it is directed to do by the board.

ARTICLE V - Meetings

Section 1. The annual meeting of the association in each year shall be held during the month of October on the particular day and hour, and at the place determined and designated by the board of directors. The day of the annual meeting shall be set by the board of directors not later than 31 days in advance. Written notice of the annual meeting shall be given at least five days prior to the meeting.

Section 2. Special meetings of the membership for any purpose may be called: (1) by the president, or in the president's absence by the vice-president, or (2) by the secretary upon the written request of twenty members. Written notice of all special meetings stating the time, place, and object thereof shall be given to the membership at least five days before such meeting.

Section 2A. The board of directors may establish a schedule of regular meetings and change that schedule from time-to-time. When meetings of the board are held in accordance with such a schedule, no notice shall be required. The president or two directors may call a special meeting of the board upon one day's notice. Notice may be written or oral.

Section 3. Forty members shall constitute a quorum for the transaction of business at any regular or special meeting of the membership. At each meeting of the membership, each member shall be entitled to one vote and, except as except as may be otherwise provided by these bylaws, decisions will be made by simple majority vote; no proxy, absentee, or cumulative voting shall be permitted. After two successive meetings of the membership held with due notice at which a quorum is not obtained, howsoever many members as may attend the third consecutive meeting shall constitute a quorum.

ARTICLE VI - Fiscal Year

The association year shall commence each year on the day of the annual meeting. The association year shall end each year on the day of the annual meeting at which that year commenced. For accounting purposes, the association's fiscal year shall run from October 1 to September 30.

ARTICLE VII - Procedure

The president shall regulate and govern all debate and action by the board of directors and the membership at any meeting in a manner which promotes a fair exchange of views and the efficient dispatch of business. The president shall have the right to make any motion and has the

duty to vote. When resort to rules of procedure becomes necessary, the board may adopt any reasonable rules of order not inconsistent with these bylaws which are suitable to govern the business of small deliberative bodies.

ARTICLE VIII - Amendments

These bylaws may be amended by the adoption of a resolution by both the board of directors and the membership. A resolution to amend the bylaws may originate with either the board or the membership, but shall not become effective until both have adopted it. Such a resolution adopted by either the Board or the membership shall expire if not adopted by both by the adjournment of the next annual meeting of the membership following its origination.

As amended by the membership and the board of directors in separate actions on October 18, 2005 and October 2018.