

**WESTERWOOD NEIGHBORHOOD ASSOCIATION, INC.
BYLAWS**

AS LAST AMENDED ON DECEMBER 16, 2003

**ARTICLE I
NAME AND MEMBERSHIP**

- 1.1 The name of this North Carolina Corporation shall be the Westerwood Neighborhood Association, Inc. ("WNA"). The membership of the WNA shall be made up of persons over the age of eighteen who own real property in and/or reside in the area bounded by Lake Daniel Park to the north; Friendly Avenue to the south; the Cedar Street railroad tracks to the east; and Aycock Street to the west (collectively, the "Neighborhood"). (See the map attached as Exhibit A for a depiction of these Neighborhood boundaries.)
- 1.2 The WNA shall be a nondiscriminatory and nonprofit Corporation.
- 1.3 Consistent with the North Carolina laws governing North Carolina corporations, the WNA shall maintain a registered agent and shall apprise the North Carolina Department of the Secretary of State of the agent's identity and address. The registered agent may be a director, officer, or employee of the WNA, or any other competent adult person, in the discretion of the Board of Directors of the WNA.

**ARTICLE II
PURPOSES**

The purposes of the WNA shall be:

- 2.1 To promote a safe Neighborhood in which to live and raise a family.
- 2.2 To enhance, maintain and preserve property values in the Neighborhood.
- 2.3 To encourage Neighborhood residents to become acquainted with their neighbors.
- 2.4 To elect directors to a Board of Directors of the WNA that shall speak with a united voice on behalf of the Neighborhood and that shall take such actions as may be deemed appropriate to advance the interests of the Neighborhood's residents.
- 2.5 To encourage Neighborhood residents to become active in the WNA by participating in (1) the WNA itself through the WNA's committees, officer, and Board positions and (2) activities organized by the WNA.
- 2.6 Notwithstanding any other provision of these Bylaws, the WNA shall not engage in any activities not permitted to be carried on by (1) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision(s) of any future United States internal revenue law, or (2) a corporation such that contributions to that corporation are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision(s) of any future United States Internal Revenue law.

**ARTICLE III
FINANCES AND FISCAL YEAR**

- 3.1 The revenue of the WNA shall be derived from projects, donations, and sources approved by the Board of Directors of the WNA.
- 3.2 The fiscal year for the WNA shall be July 1 through June 30.

**ARTICLE IV
ESTABLISHMENT AND DUTIES OF BOARD OF DIRECTORS**

- 4.1 The WNA shall have a Board of Directors. The Board of Directors of the WNA shall be comprised of seven or fewer “elected directors” and will also eventually include a number of “committee head directors” as provided for in these Bylaws. Ideally, the Board of Directors will be comprised of at least 12 individual directors (seven “elected directors” and five or more “committee head directors”). If there is not sufficient interest in Board of Director positions to fill 12 director positions, then the Board of Directors shall be comprised of fewer than 12 directors.
- 4.2 The Board of Directors shall be the primary decision-making body for the WNA, and, unless otherwise specified, the Board of Directors shall make decisions by majority vote. If a vote of the Board of Directors results in a tie, the matter being voted on shall be deemed to have been defeated but may be voted on again at any time in the future in an attempt to resolve the tie. No person shall have more than one vote on the Board of Directors at any given time. For example, an elected director who is also the chairperson of a committee shall not have two votes on the Board of Directors.
- 4.3 Any member of the WNA who owns real property in the Neighborhood and resides in the Neighborhood shall be eligible to be an elected director of the WNA. Any member of the WNA who resides in the Neighborhood shall be eligible to be a committee head director of the WNA.
- 4.4 Elected Directors
 - 4.4.1 Seven elected directors shall be elected at the first annual meeting of the WNA convened during the year 2001. For each calendar year thereafter, no more than four directors shall be elected at the WNA’s first annual meeting in order to replace those elected directors whose terms expire that year. Excluding positions that need to be filled due to the death, disability, resignation, or removal of an elected director during the previous calendar year, three elected director positions shall be available in even-numbered years following the year 2001 and four elected director positions shall be available in odd-numbered years following the year 2001. The objective of this system is to maintain staggered terms of roughly two years for each of the seven elected directors.
 - 4.4.2 At the first annual meeting of the WNA during each calendar year, the President of the WNA shall request oral or written nominations for the available elected director positions. Candidates for elected director positions may nominate themselves or they may be nominated by any member of the WNA present at the meeting.

- 4.4.3 Nominations shall be made to the Secretary and the Secretary shall compile and announce a final list of nominees for the available elected director positions. The Secretary shall give a nominee who is nominated by another person an opportunity to decline the nomination; a nominee who so declines the nomination shall be excluded from the final list of nominees. Before placing a nominee on the final list of nominees, the Secretary shall ensure that the nominee is eligible and willing to serve as an elected director.
- 4.4.4 Each nominee on the final list of nominees for the available elected director positions shall be entitled to address the meeting attendees for no more than two minutes if she/he chooses to do so.
- 4.4.5 If the number of persons on the final list of nominees for the available elected director positions does not exceed the number of available elected director positions, then each of the persons on the final list of nominees shall be deemed to have been selected by the voting members of the WNA to be an elected director.
- 4.4.6 If the number of persons on the final list of nominees for the available elected director positions exceeds the number of available elected director positions, then the voting members present at the meeting shall select the elected directors from the final list of nominees. The voting members of the WNA shall be all members of the WNA who own real property in the Neighborhood. Each voting member present at the meeting may vote by submitting to the Secretary an anonymous ballot on which that member has written the names of a number of nominees equal to or less than the number of available elected director positions. The nominees who receive the greatest number of votes shall be deemed elected to fill the available elected director positions. For example, if there are three available elected director positions, each voting member at the meeting shall write the names of no more than three of the nominees that she/he prefers on her/his ballot and the three nominees receiving the greatest number of votes shall be deemed elected to fill the three available elected director positions.
- 4.4.7 Each elected director's term (other than terms for an elected director elected to fill a vacancy due to the death, disability, resignation, or removal of an elected director during the previous calendar year) shall commence at the beginning of the annual inaugural meeting of the Board of Directors (to be convened within two weeks following the first annual WNA meeting) and shall end at the beginning of the annual inaugural meeting of the Board of Directors that is convened two years after the calendar year in which that elected director was elected. The terms of each elected director shall therefore be approximately two years, with the exception of elected directors elected to fill a vacancy due to the death, disability, resignation, or removal of an elected director during the previous calendar year.
- 4.4.8 In order to maintain the staggered terms approach, there are two exceptions to the provisions of section 4.4.7 above. First, the term for a "replacement" elected director elected to fill a vacancy due to the death, disability, resignation, or removal of an elected director during the previous calendar year shall commence at the beginning of the annual inaugural meeting of the Board of Directors of the WNA that follows the first annual WNA meeting at which the replacement elected director was elected, and shall last for a period of time equal to the remaining term of the elected director who created the vacancy (approximately one year).

Second, the terms for the three elected directors elected in calendar year 2001 that are randomly assigned one-year terms shall commence at the beginning of the annual inaugural meeting of the Board of Directors of the WNA convened following the first annual WNA meeting in 2001, and shall last until the beginning of the annual inaugural meeting of the Board of Directors of the WNA convened following the first annual WNA meeting in 2002.

4.5 Committee Head Directors

- 4.5.1 At each annual inaugural meeting of the elected directors, the elected directors shall establish committees to advise and assist the Board of Directors. (See Article VI, below.) The subsequently selected chairperson of each committee established by the Board shall become a director of the WNA (a “committee head director”) at the beginning of the first meeting of the Board of Directors that follows the meeting of the committee at which the committee selected its chairperson.
- 4.5.2 Each committee head director shall have the same obligations and responsibilities as an elected director except he or she shall not have any voting authority at the annual inaugural meeting of the elected directors (consistent with the expiration of the terms of committee head directors at the beginning of the annual inaugural meeting of the elected directors for the calendar year following the year in which the committee head directors were selected as committee chairpersons).
- 4.5.3 The term for each committee head director shall commence at the beginning of the first meeting of the Board of Directors that follows the meeting of the committee at which that committee head director was selected by his or her committee as the committee’s chairperson.
- 4.5.4 The term for each committee head director shall end upon whichever of the following events to first occur: (1) a majority vote of the Board of Directors to disband the committee that selected the committee head director as its chairperson or (2) the beginning of the annual inaugural meeting of the elected directors for the calendar year following the calendar year in which the committee head director was selected by his or her committee as the chairperson of that committee. (Note that the first alternative does not apply to the five permanent committees that the Board of Directors lacks the power to disband.) If the Board of Directors votes to disband a committee, the chairperson of that committee shall immediately cease to be a committee head director.

4.6 Duties of the Board of Directors

- 4.6.1 To vote on any action to be taken by the WNA.
- 4.6.2 To supervise the content of any publication to be distributed by the WNA, including “The Westerwood News” and the WNA webpage.
- 4.6.3 To serve as a liaison (1) between the Neighborhood and City of Greensboro officials and (2) between the Neighborhood and individuals and companies whose actions or proposed actions could impact the Neighborhood.

- 4.6.4 To use communications distributed to the members of the WNA (including The Westerwood News and the WNA webpage) to promptly inform WNA members of issues of which the Board is aware that could impact the Neighborhood.
- 4.6.5 To serve as a liaison between the Neighborhood and individuals and/or companies considering or undertaking the construction of multi-family residential or commercial developments in or near the Neighborhood.
- 4.6.6 To establish, supervise, utilize, and disband committees of the WNA (subject to the provisions of Article VI, below).
- 4.7 Annual Inaugural Meeting of the Elected Directors of the WNA
 - 4.7.1 Within 14 days of the first annual meeting of the WNA in any given calendar year, the elected directors shall hold an annual inaugural meeting. The annual inaugural meeting shall be convened by the Secretary of the WNA.
 - 4.7.2 No business shall be conducted at the inaugural meeting of the elected directors except that the elected directors shall: (1) establish committees (see Article VI); (2) select officers from among themselves (see Article V); (3) direct the Newsletter Committee to prepare and distribute within 30 days an edition of The Westerwood News containing the list of established committees and the Secretary's solicitation of interest in committee participation (see Article VI); and (4) schedule the next regular meeting of the Board of Directors.
 - 4.7.3 During the annual inaugural meeting of the elected directors for the calendar year 2001 only, the elected directors shall randomly assign four of the elected directors to two-year terms and three of the elected directors to one-year terms in order to create a staggered terms system for the elected directors.
- 4.8 Notwithstanding any provision in these Bylaws concerning the terms of either elected directors or committee head directors, any director of the WNA can be removed from the Board of Directors of the WNA upon a two-thirds vote of all of the other directors if the director has engaged in conduct inimical to the purposes of the WNA.

**ARTICLE V
ESTABLISHMENT, ELECTION, AND DUTIES OF OFFICERS**

- 5.1 The Officers of the WNA shall be selected from among the elected directors and shall be a President, Vice-President, Secretary, and Treasurer. At any time, each of the four officer positions shall be occupied by one person only. A person may serve any number of terms, consecutively or non-consecutively.
- 5.2 At each annual inaugural meeting of the elected directors, the elected directors shall appoint the four Officers from among themselves. Any disagreement among the elected directors concerning which of them shall be officers or which of them shall be a particular officer shall be resolved by a majority vote of the elected directors.

5.3 The term for each Officer shall begin when he or she is selected from the group of elected directors during the annual inaugural meeting and shall end at the beginning of the annual inaugural meeting of elected directors for the following calendar year. The term for each officer shall therefore be approximately one year.

5.4 The duties of the Officers shall include the following:

5.4.1 All Officers

- A. All officers shall act in the best interests of the WNA so as to effectuate these Bylaws and the purposes of the WNA as outlined in Article II.
- B. All officers shall make recommendations on matters to the Board as requested by the Board.
- C. All officers shall deliver to the elected directors all records, papers, and other property belonging to the WNA no later than one week after the first annual meeting at which the elected directors are elected.

5.4.2 President

- A. The President shall preside at all WNA meetings.
- B. The President shall serve as the official spokesperson for the WNA.
- C. The President shall enforce these Bylaws.
- D. Perform such other duties as pertain to the office of President, or as assigned or requested by the Board of Directors.

5.4.3 Vice-President

- A. The Vice-President shall attend all WNA meetings.
- B. Perform all duties of the President in the absence of the President.
- C. Assist the President in every way possible, and act as presidential representative when requested.

5.4.4 Secretary

- A. Prepare all minutes of all meetings of the Board of Directors.
- B. Have a copy of these Bylaws available at all meetings.
- C. Prepare correspondence as directed by the President.
- D. Perform such other duties as may be requested by the President or mandated by these Bylaws.
- E. Maintain and furnish copies of (1) these Bylaws (as amended) and (2) the Articles of Incorporation of the WNA (as amended) to any member of the WNA upon request.

5.4.5 Treasurer

- A. Receive all monies payable to the WNA.
- B. Deposit all receipts in a bank account as approved by the Board of Directors.
- C. Disburse funds upon request of a member of the Board of Directors for Board-approved expenses.
- D. Keep accounts and financial records and report at all WNA meetings.
- E. Comply with IRS regulations and file all necessary recurring paperwork (e.g., State and federal tax forms) with appropriate governmental officials.
- F. Perform such other duties as may be requested by the President.

**ARTICLE VI
COMMITTEES OF THE WNA**

- 6.1 Subject to the provisions below, the committees of the WNA shall be constituted as necessary to realize the purposes outlined in Article II of these Bylaws.
- 6.2 The following five committees are recognized as permanent, standing committees of the WNA that are critical to achievement of the WNA's purposes: (1) The Newsletter Committee; (2) the Webpage Committee; (3) the Zoning Committee; (4) the Social/Programs Committee; and (5) the Beautification and Environmental Enhancement Committee. These five permanent committees shall not be disbanded by the Board of Directors.

6.2.1 Newsletter Committee

- A. The Newsletter Committee shall be responsible for preparing and distributing a newsletter (to be called "The Westerwood News") to residents of the Neighborhood on at least a quarterly basis.
- B. The Westerwood News shall include articles reporting on issues of concern to the Neighborhood, announcements of meetings of the WNA, and updates concerning the initiatives, decisions, and activities of the Board of Directors and of the committees of the WNA. Editorials written and submitted by Neighborhood residents or others also may be included.
- C. The Westerwood News may contain paid advertisements.
- D. The Board of Directors shall have final authority concerning the content and layout of The Westerwood News.

6.2.2 Webpage Committee

- A. The Webpage Committee shall be responsible for developing and maintaining a site for the WNA on the world wide web.
- B. The web site developed and maintained by the Webpage Committee shall include articles reporting on issues of concern to the Neighborhood, announcements of meetings of the WNA, and updates concerning the initiatives, decisions, and activities of the Board of Directors and of the committees of the WNA. Editorials written and submitted by Neighborhood residents or others also may be included.
- C. The web site developed and maintained by the Webpage Committee may contain paid advertisements.
- D. The Board of Directors shall have final authority concerning the content and layout of web site developed and maintained by the Webpage Committee. The Board of Directors shall approve general content categories for the web site in advance, although information within a pre-approved general category may be augmented or updated without Board pre-approval to allow the web site to be as current as possible on a day-to-day basis.

6.2.3 Zoning Committee

- A. The Zoning Committee shall be responsible for monitoring land use in the Neighborhood and confirming that real property in the Neighborhood is being used in accordance with the zoning rules and the ordinances (including the building code) of the City of Greensboro. The Zoning Committee shall also be responsible for evaluating proposed re-zonings in or near the

Neighborhood, and, as appropriate in the Board's discretion, pursuing re-zonings in or near the neighborhood.

6.2.4 Social/Programs Committee

- A. The Social/Programs Committee shall be responsible for developing and recommending to the Board of Directors programs for meetings of the WNA.
- B. The Social/Programs Committee shall also be responsible for proposing and administering neighborhood activities and functions in addition to regular meetings of the WNA.

6.2.5 Beautification and Environmental Enhancement Committee

- A. The Beautification and Environmental Enhancement Committee shall be responsible for developing and maintaining any Neighborhood common areas, entrance areas, or other areas of common interest to the Neighborhood. This shall include the proposing, construction, and maintenance of any common Neighborhood flower beds, entry signs, or other landscaping features.
- B. The Beautification and Environmental Enhancement Committee shall also monitor and make recommendations to the Board of Directors concerning issues associated with the configuration, use, and maintenance of City of Greensboro parks that are in or near the Neighborhood.

6.3 Creation and Disbanding of Committees Other than the Permanent Committees

- 6.3.1 At any duly scheduled meeting, the Board of Directors may vote to establish ad hoc committees in addition to the five permanent committees as the Board of Directors sees fit and in accordance with the provisions of these Bylaws (see section 6.6, below).
- 6.3.2 If a majority of the voting members present at a regular or special meeting of the WNA vote to support the creation of a particular ad hoc committee, the Board of Directors at its next meeting shall vote concerning whether to establish such an ad hoc committee. If the Board votes against establishing such an ad hoc committee, members of the WNA interested in the issues such an ad hoc committee would address may meet as they deem appropriate and advise the Board as an unofficial advisory group. The chairperson of such an unofficial advisory group shall not become a committee head director by virtue of her or his leadership of the unofficial advisory group.
- 6.3.3 At any duly scheduled meeting, the Board of Directors may vote to disband committees other than the five permanent committees as the Board sees fit in accordance with the provisions of these Bylaws. The disbanding of ad hoc committees shall be determined by majority vote of the Board of Directors.
- 6.3.4 The elected directors may create new ad hoc committees or disband previously existing ad hoc committees at their annual inaugural meeting by including or excluding such committees from their list of committees. (See provisions in section 6.4, below.)

6.4 Establishment of List of Committees at Annual Inaugural Meeting of Elected Directors

- 6.4.1 At each annual inaugural meeting of the elected directors, the elected directors shall establish a list of committees to advise and assist the Board of Directors of the WNA. The list must include at least the following five permanent committees: (1) The Newsletter Committee; (2) the Webpage Committee; (3) the Zoning Committee; (4) the Social/Programs Committee; and (5) the Beautification and Environmental Enhancement Committee.
- 6.4.2 The list of committees prepared by the elected directors at their annual inaugural meeting may also include ad hoc committees in addition to the five permanent committees. Previously existing ad hoc committees may be included on the list or excluded from the list in the discretion of the elected directors. If there is disagreement among the elected directors concerning whether additional ad hoc committees should be established, concerning the nature of any such additional ad hoc committees, or concerning whether previously existing ad hoc committees shall be disbanded via exclusion from the list of committees, the disagreement shall be resolved by majority vote of the elected directors.
- 6.4.4 The subsequently selected chairperson of each committee on the list shall become a committee head director in accordance with Article IV of these Bylaws.

6.5 Publication of List of Committees and Initial Annual Committee Meetings

- 6.5.1 Within 30 days of the annual inaugural meeting of the elected directors, the list of committees established at the meeting shall be publicized by the Newsletter Committee in an edition of The Westerwood News, along with a solicitation asking any member of the WNA who is interested in serving on one or more of the committees to contact the Secretary or the Secretary's delegate to express their interest by telephone, e-mail, letter, or in person.
- 6.5.2 No sooner than ten days following the distribution of the edition of The Westerwood News publicizing the elected directors' list of committees, the Secretary or the Secretary's delegate shall schedule an initial annual meeting for each committee on the list (including the five permanent committees). The Secretary or the Secretary's delegate shall invite all known interested persons (including those who contacted the Secretary or the Secretary's delegate to express their interest) to attend the committee's initial annual meeting.
- 6.5.3 The initial annual meeting for each committee shall be convened by one of the elected directors no sooner than ten days following the distribution of the edition of The Westerwood News containing the Secretary's solicitation of interest as described in provision 6.5.1, above.
- 6.5.4 During the initial annual meeting for each committee, those members of the WNA present at the meeting shall select a chairperson for the committee from among themselves by majority vote. The chairperson must reside in the Neighborhood. The member selected as the chairperson shall subsequently become a committee head director of the WNA in accordance with the provisions of Article IV, above.

6.6 Additional Ad Hoc Committees Created by the Board of Directors

- 6.6.1 The Board of Directors may vote to establish additional ad hoc committees at any duly scheduled meeting of the Board of Directors following the annual inaugural meeting of the elected directors. If there is disagreement among the Board of Directors concerning the establishment of additional ad hoc committees, then the disagreement shall be resolved by a majority vote of the Board of Directors.
- 6.6.2 The Board of Directors may vote to establish an ad hoc committee as a temporary, special committee solely for the purpose of investigating a particular issue and making recommendations to the Board of Directors concerning how the WNA should respond to that issue.
- 6.6.3 Any decision by the Board to create a new ad hoc committee shall be publicized in the next edition of The Westerwood News to be published along with a solicitation asking any member of the WNA who is interested in serving on the newly-established ad hoc committee to contact the Secretary or the Secretary's delegate to express their interest by telephone, e-mail, letter, or in person.
- 6.6.4 The Secretary shall schedule an initial meeting for the newly-established committee no sooner than ten days following the distribution of the edition of The Westerwood News including the article regarding the establishment of the committee. The Secretary or the Secretary's delegate shall invite all known interested persons (including those who contacted the Secretary or the Secretary's delegate to express their interest) to attend the committee's initial meeting.
- 6.6.5 The initial meeting for a committee newly-established by the Board shall be convened by one of the elected directors no sooner than ten days following the distribution of the edition of The Westerwood News containing the article regarding the committee's establishment. During the initial meeting for a newly-established committee, those members of the WNA present shall select a chairperson for the new committee from among themselves by majority vote. The chairperson must reside in the Neighborhood. The member selected as the chairperson shall subsequently become a committee head director in accordance with Article IV of these Bylaws.

6.7 Committee Chairpersons

- 6.7.1 Committee chairpersons shall provide leadership and advance the purpose(s) of their respective committee.
- 6.7.2 Committee chairpersons shall perform such duties as may be requested by the Board of Directors.
- 6.7.3 The chairperson of each committee shall report and make recommendations to the Board of Directors as requested by the Board of Directors or by the committee.
- 6.7.4 If requested by the Board of Directors or by the elected directors during the annual inaugural meeting, a committee chairperson shall deliver to the Board of Directors or to the elected directors all records, papers, and other property maintained by the committee.

- 6.7.5 When a committee selects a chairperson at its initial annual meeting and the person selected is not the same person (if any) who was already serving as that committee’s chairperson, the former chairperson shall deliver to the new chairperson all records, papers, and other items maintained by the committee.
 - 6.7.6 Each committee shall have one and only one chairperson. Subject to the authority of the Board of Directors, each committee shall have discretion concerning its own structure and functioning.
 - 6.7.7 Even though the chairperson of a committee ceases to be a committee head director pursuant to section 4.5.4 upon the beginning of the annual inaugural meeting of the elected directors for the calendar year following the calendar year in which the committee head was selected by his or her committee as the chairperson of that committee, the chairperson of a committee will remain the chairperson (until the committee selects a different chairperson) and the committee will continue to function until it is disbanded pursuant to section 6.3.
- 6.8 Participation in the efforts of any committee shall be open to any resident of the Neighborhood. The number of members on any committee shall not be limited and attendance at committee meetings shall not be restricted except as necessary to maintain order such that the meeting can proceed without undue disruption.
- 6.9 No committee of the WNA shall undertake “significant action” on behalf of the WNA without first preparing a budget (if appropriate) and receiving the authorization of the Board of Directors through a vote of the Board of Directors. “Significant action” for the purposes of this paragraph shall mean either committing the WNA to expend money or engaging in other action that will have a substantial and permanent impact on the Neighborhood or the WNA.

**ARTICLE VII
MEETINGS**

- 7.1 Regular Meetings of the WNA
- 7.1.1 Regular business meetings of the WNA shall be held quarterly, or as determined by the Board of Directors, and shall be open to all members of the WNA. Although the Board of Directors shall have the final say concerning the agenda and content presented at each regular meeting of the WNA, the Board of Directors shall rely on the Social/Programs committee to propose speakers and topics to present at regular meetings of the WNA. Regular meetings of the WNA shall be publicized via, among other means, The Westerwood News and the WNA web site.
 - 7.1.2 Any member of the WNA shall be entitled to have any issue placed separately on the agenda for a regular meeting of the WNA if that member makes such a request to the Secretary or President at least thirty days in advance of the meeting. If such a request is not made thirty days or more in advance of the meeting, then the issue may be considered at the meeting under the collective agenda item for “new business” and time for discussion of the issue may be significantly restricted due to time constraints and the need to accommodate invited speakers and/or other agenda items.

- 7.1.3 The first quarterly meeting of the WNA for each calendar year (the “first annual meeting of the WNA”) shall be convened in the month of January except that in the year 2001, the first annual meeting of the WNA shall be convened in January or within thirty days of the date on which these Bylaws are approved, whichever is later. The President shall be responsible for ensuring that the first annual meeting of the WNA is convened in January. The nomination and election of elected directors in accordance with Article IV above shall be part of the agenda for the first annual meeting of the WNA. The first annual meeting of the WNA shall be publicized via, among other means, The Westerwood News and the WNA web site.
- 7.1.4 The date, time, and location of the first annual meeting of the WNA for each calendar shall be established by the Board at least 21 days in advance of the date of the meeting. The meeting shall be prominently publicized through a front page article in an edition of The Westerwood News that is distributed at least 14 days prior to the meeting date. The article concerning the meeting shall emphasize that the meeting’s agenda will include the election of elected directors of the WNA.

7.2 Regular Meetings of the Board of Directors of the WNA

- 7.2.1 Regular meetings of the Board of Directors of the WNA shall be held as often as the Board deems necessary (and, in any event, at least quarterly) to ensure that the Board is able to administer the WNA so as to further the purposes of the WNA. The President shall have the responsibility for scheduling regular meetings of the Board of Directors and for ensuring that the Board of Directors meets at least quarterly. The Board of Directors shall schedule a tentative date for its next regular meeting during each regular meeting. The President shall have the authority in his or her discretion and in accordance with section 7.3.2 to schedule a special meeting of the Board of Directors before the date and time established by the Board for its next regular meeting.
- 7.2.3 Regular meetings of the Board of Directors of the WNA shall be open to all members of the WNA except that any attendee shall be asked to leave (and, if necessary, removed from) a regular meeting of the Board of Directors of the WNA if that attendee’s conduct makes it difficult or impossible for the Board to conduct its business in an orderly fashion. Any member of the WNA attending a regular meeting of the Board shall be allowed to make written notes, but any other recording of a regular meeting of the Board through the use of a mechanical device (e.g., tape recorder, video camera) is prohibited, except that the Secretary may make such a recording solely for the purpose of facilitating the preparation of minutes of the meeting. If the Secretary makes such a recording, he or she may not play it for any other persons and must erase or otherwise destroy it as soon as the minutes for the meeting have been prepared.

7.3 Special Meetings

- 7.3.1 Special meetings of the WNA may be called at any time by the President or a majority of the Board of Directors, provided written notice of the time, place, and agenda for the special meeting is given to each member in reasonable time prior to said meeting. The agenda for special meetings of the WNA shall be set by the Board of Directors.

7.3.2 Special meetings of the Board of Directors may be called by the President or a majority of the Board of Directors, provided due notice is given to each director with the agenda limited to the item or items for which the special meeting has been called.

7.4 Quorum Requirements

7.4.1 There shall be no quorum requirement for meetings of the Board of Directors but every effort shall be made to schedule meetings of the Board of Directors reasonably so as to maximize the attendance of directors. All directors shall have input concerning the scheduling of meetings of the Board of Directors. If the Board votes by majority vote to allow it under the circumstances, a director who is traveling outside of Guilford County at the time of a meeting of the Board may be allowed to attend a meeting by phone to discuss a particular issue and/or to vote on it.

7.4.2 There shall be no quorum requirement for meetings of the WNA.

**ARTICLE VIII
VACANCIES**

8.1 A vacancy in the office of President shall be filled by the Vice-President who shall succeed to the office of the President.

8.2 All vacancies in the positions of Vice-President, Secretary, and Treasurer, shall be filled for the unexpired term by the appointment of the President from among the elected directors, with majority approval of the Board of Directors.

8.3 All vacancies in director positions shall remain vacant until the next first annual meeting of the WNA, at which time a new elected director shall be selected to fill the vacancy for the remaining term in accordance with the provisions of Article IV, above.

**ARTICLE IX
RULES OF PROCEDURE**

9.1 The WNA shall follow Robert's Rules of Order in the conduct of its meetings unless a majority of the voting members in attendance at a meeting of the WNA shall vote to implement alternative rules of procedure for that meeting only.

**ARTICLE X
AMENDMENTS**

10.1 Amendments to these Bylaws may be proposed by the Board of Directors or any member of the WNA.

10.2 Proposed amendments to these Bylaws shall be presented for a vote at a regular or special meeting of the WNA.

10.3 Proposed amendments to these Bylaws shall be published in The Westerwood News, mailed, or delivered to each residence in the Neighborhood at least ten days prior to the date of any vote

concerning them, or shall be presented in writing to the members at a regular or special meeting prior to the meeting by which they are to be voted upon.

- 10.4 These Bylaws may be amended at a regular or special meeting of the WNA if two-thirds of the members present at such a meeting vote in favor of the amendment.