

MONTFORD NEIGHBORHOOD ASSOCIATION  
BYLAWS

APPROVED  
1-25-23

ARTICLE I  
NAME

The name of the Corporation shall be the Montford Neighborhood Association, hereafter referred to in these Bylaws as the "MNA".

ARTICLE II  
PURPOSE

The purposes of the MNA shall be:

1. Preservation of Community Character:

Preserve, maintain, and enhance the character of the Montford neighborhood, including its:

- Historic architecture, urban design, landscape, and tree canopy
- Parks, public amenities, and open spaces
- Public infrastructure

2. Neighborhood Communication and Community Engagement:

Facilitate neighborhood communication and engagement on issues important to Montford, including:

- Social and cultural history and future of Montford
- Neighborliness, diversity, equity, and inclusion
- Environmental sustainability
- Safety, including traffic safety
- Development and redevelopment
- Community events to further the above goals

3. Relationships with Outside Groups

Develop relationships and maintain contact with the Historic Resources Commission of Asheville and Buncombe County, City, County and State officials as appropriate, and other community/neighborhood groups and property owners whose actions may impact Montford and/or the City of Asheville.

Notwithstanding any other provisions of these Articles, the purposes for which the MNA is organized are exclusively charitable, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

The MNA is irrevocably dedicated to and operated exclusively for non-profit purposes; no part of the assets of the MNA shall be distributed to, nor inure to the benefit of any individual.

ARTICLE III  
AREA OF OPERATION

The Montford Neighborhood Association area of operation is bordered by I-240 to the south, I-240 and Route 19/23 (future I-26) to the west, and-Broadway to the north and east.

ARTICLE IV  
HEADQUARTERS

The headquarters of the MNA shall be located as the Board may determine. The mailing address shall be Montford Neighborhood Association, PO Box 7181, Asheville, NC 28802.

ARTICLE V  
MEMBERSHIP

Eligible for membership and voting rights in the MNA are all residents, business owners and property owners who are over the age of 18 and have a mailing address within the area of operation defined in Article III.

Full ultimate authority for the direction of the MNA shall be vested in its general membership.

Members of the MNA shall not be individually or personally liable for the debts, liabilities, or obligations of the MNA. The MNA shall meet regularly as provided herein.

ARTICLE VI  
DUES

Any membership dues schedule will be developed and recommended by the Board of Directors and ultimately voted upon by the MNA members.

ARTICLE VII  
MEMBERSHIP MEETINGS

Section 1. SCHEDULED MEETINGS

A minimum of four (4) general membership meetings shall be held annually. The MNA Board of Directors shall determine the form, location and time. All meetings shall be open to the public, and may include participation by remote communication.

Notice of general membership meetings shall be made on the MNA website and the Montford Listserv at least ten (10) days prior to the meeting, and shall include those matters that shall be voted upon at the meeting.

Section 2. SPECIAL MEETINGS

Special general membership meetings may be called by the President of the MNA or a majority of the MNA Board of Directors for business which directly affects the membership as a whole.

Section 3. QUORUM

Members present at any properly announced general membership meeting shall constitute a quorum.

ARTICLE VIII  
BOARD OF DIRECTORS

The MNA shall be governed by a Board of Directors (Board). The Board shall meet at least quarterly, and such meetings may occur in advance of the general membership meetings. Scheduling of Board meetings shall be at the discretion of the Board.

Board meetings may be called by the President or a majority of the Board for business which directly affects the membership as a whole. Proper notice of such meetings shall be served on all Board members.

A simple majority of the Board shall constitute a quorum. Business shall be accomplished by a majority of Board members present. Policy positions to be presented at public meetings require an affirmative vote of a majority of Board members. A Board member may vote by proxy if unable to be present at a meeting. With unanimous consent of all directors, the Board may vote via email.

The MNA shall indemnify Board members and officers to the fullest extent not prohibited by North

Carolina Non-Profit Law, maintain a certificate of insurance valued at least one million dollars, and annually renew that insurance.

Board members shall serve without compensation.

### Section 1. COMPOSITION OF THE BOARD

The Board of Directors shall consist of both officers and members-at-large.

Officers shall include:

- President
- Vice President
- Secretary
- Treasurer

Members-at-large shall include:

A minimum of three (3) and a maximum of five (5)-members-at-large.

### Section 2. POWERS AND DUTIES OF THE BOARD OF DIRECTORS

- a. Establishment of policies and priorities of the MNA.
- b. Establishment and dissolution of all committees, which shall take direction from and report to the Board.
- c. Filling vacancies on the Board until the next Board election.
- d. Interpretation of, or proposed revisions to the Bylaws.
- e. Preparation and approval of annual budgets
- f. Expenditure of MNA funds.

### Section 3. TERMS OF OFFICE

The terms of office for all Board members shall be two (2) years. Terms of Members-at-Large shall alternate.

### SECTION 4. TERM LIMITS

Board members are limited to four (4) consecutive terms. In extenuating circumstances, however, as determined by majority vote of the Board of Directors, a term may be extended beyond four consecutive terms.

### Section 5. POWERS AND DUTIES OF OFFICERS

a. President-The President shall preside at the meetings of the membership, the Officers and the Board of Directors. When authorized by the Board, the President shall execute documents in the name of the MNA, and shall also represent the MNA at meetings that may affect Montford, or delegate such authority to another Board member. The President may withdraw MNA bank funds as appropriate to support the Purposes of the organization.

b. Vice President- The Vice President shall assist the President and shall perform the duties of the President in that person's absence. The Vice President shall also serve as Communications Chair, with responsibility for oversight of the MNA website, Montford Listserv, Montford Newsletter, and other communication as directed by the Board.

c. Secretary- The Secretary shall keep the minutes of all membership, and Board of Directors' meetings. The Secretary shall be responsible for meeting notifications as necessary or otherwise required by the Bylaws. The secretary shall also maintain adequate records of MNA activities, and conduct such official correspondence as shall be required.

d. Treasurer- The Treasurer shall establish and maintain a bank account, receive, promptly deposit

and distribute funds of the MNA, maintain financial records, and report to the Board and membership at their meetings. In addition, the Treasurer will draft annual budgets to be approved by the Board, and prepare and file all applicable federal and state tax returns. For accounting purposes, the MNA fiscal year will be the normal calendar year of January 1 through December 31.

ARTICLE IX  
BOARD NOMINATIONS, ELECTIONS, AND VACANCIES

Section 1: NOMINATIONS

The Board of Directors, acting as a nominating committee, shall nominate candidates for the Officers and Board Members-at-Large at the Winter membership meeting. Other nominations may be made from the floor at that meeting or electronically to the Board for a one-month period following the meeting.

Section 2. ELECTIONS

Officers and Board Members-at Large shall be elected-at the-Spring membership meeting.

Section 3. VACANCIES

Vacancies on the Board shall be filled by election of the membership. Whenever a vacancy on the Board occurs at a time other than the regularly scheduled elections, the Board may nominate a member to fill the vacancy. Other nominations to fill such a vacancy may be made from the floor at the Winter membership meeting.

ARTICLE X  
COMMITTEES

Section 1. STANDING COMMITTEES

The MNA shall have designated standing committees that will assist in the purposes of the MNA. The Board shall appoint one of its members to serve as liaison to each standing committee.

Section 2. NOMINATING COMMITTEE

The Nominating Committee shall report to the membership at the meeting prior to the meeting in which elections are held.

Section 3. OTHER COMMITTEES

From time to time it may be necessary to start new committees to address projects, issues, and concerns that support the purposes of the MNA.

Section 4. COMMITTEE MEMBERSHIP

The President, or Vice President in the President's absence, shall appoint all committee members and Chairs where necessary.

ARTICLE XI  
PARLIAMENTARY AUTHORITY

All meetings of the membership, the Board and committees shall be conducted in accordance with Roberts Rules of Order. Newly Revised.

ARTICLE XII  
AMENDMENTS TO THE BYLAWS

These Bylaws may be amended by a simple majority vote of MNA membership in attendance at a regular or special meeting, following approval by two-thirds of the Board of Directors.

ARTICLE XIII

### 501(c)(3) REQUIREMENTS

Section 1 - No part of the net earnings of the MNA shall inure to the benefit of, or be distributed to its Board of Directors, officers or other private persons, except that the MNA shall be authorized and empowered to pay reimbursement of pre-approved out-of-pocket costs paid by Board Members, as well as to make payments and distributions in furtherance of the purposes set forth in the Articles hereof.

Section 2 - Notwithstanding any other provisions of these Bylaws, the MNA shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue law or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 or any corresponding provisions of any future United States Internal Revenue law.

Section 3 - In the event of dissolution, the residual assets of the MNA will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state or local governments for exclusively public purposes.

Section 4 - No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

The undersigned certify that the foregoing Bylaws have been adopted by a majority vote of the membership present at a membership meeting, as the amended Bylaws of the MNA and that they are a true and accurate copy of the current Bylaws of the MNA.

This is the 25<sup>th</sup> day of January, 2023.

Michael McDonough, President  
Leslie M. Humphrey, Vice President  
Dan Rogers, Secretary  
Teresa M. Peters, Treasurer  
Susan Eggerton  
Randall C. Hall  
Karen MacNeil  
Ellen M. Nutter  
J. Lynn Raker