

**BYLAWS OF  
THE PARKRIDGE COMMUNITY ORGANIZATION**

**ARTICLE I. MISSION AND PURPOSE**

The Parkridge Community Organization is a not-for-profit organization for the residents of the Parkridge neighborhood and individuals interested in the welfare of the neighborhood. The purposes of the organization include:

- A. To build a vital urban community that fosters meaningful relationships and facilitates communication concerning pertinent issues throughout the neighborhood.
- B. To enhance the living conditions and protect the physical appearance of the neighborhood by developing programs and strategies that positively impact the neighborhood and its residents.
- C. To provide the residents of Parkridge with opportunities for expressing their ideas and concerns and discussing relevant issues affecting the Parkridge neighborhood and its strategic position in the Knoxville area.

**ARTICLE II. MEMBERSHIP**

**Section 1. Boundaries of the Community**

The boundaries of the Parkridge Community shall be defined as Magnolia Avenue to the south, Hall of Fame Boulevard to the west, Interstate 40 to the north and Cherry Street to the east.

**Section 2. Eligibility**

Any person who lives within the boundaries of the community and is at least 18 years of age is qualified to apply for membership in the organization.

**Section 3. Admission to Membership**

Any person eligible for membership may become a member by making a request to the organization and paying the membership dues or receiving a dues waiver. No person shall be rejected for membership because of financial limitations. The membership is valid for the calendar year and expires December 31. Upon paying dues, the member will receive a receipt from the Treasurer.

In order to set the level of dues, the Board of Directors will make a recommendation to the membership and the membership will make the final decision about the level of dues for the upcoming calendar year at the annual meeting in November.

**Section 4. Resignation and Termination of Membership**

Any member may resign from membership by notice directed to the President or Secretary of the organization. Any member who ceases to actively participate or acts in a manner detrimental to the

organization may be removed from membership by a vote of the membership after a hearing at a membership meeting. Removal will require a 2/3 vote of members present and voting. The notice of such meeting must state that removal of a member will be an item on the agenda. The person whose membership is being considered for termination must receive notice that their termination is being considered. Resignation or removal of a member will constitute their forfeiture of the membership dues.

### **Section 5. Membership Records**

The Secretary of the organization shall keep an accurate list of the names of current members, including their addresses, telephone numbers, and email addresses. The membership list shall be open for review by members, upon request. At the annual meeting the list shall be available for inspection in order to determine who is eligible to vote at the meeting.

### **Section 6. Membership Meetings**

- A. The annual meeting of the membership shall be held in November at a time and place specified by the Board of Directors. The election of the Board of Directors for the upcoming calendar year will take place at the annual meeting as well as a financial report by the treasurer. The newly elected Board of Directors will take office at the January membership meeting.
- B. The Board of Directors will set the times and places for regular meetings of the membership.
- C. Special meetings of the membership may be called by the President, the Board of Directors or by a letter signed by 20% of the members of the organization.
- D. Written notice of membership meetings shall be delivered to each member not less than 3 days nor more than 90 days prior to the date of the meeting. Such notices shall state the day, time, and place of the meeting. Notice is considered given when delivered by technological means such as email. Notification by postal mail shall be made upon request.
- E. The Board of Directors will designate any place within the boundaries of the Parkridge Community as the place of the annual, regular or special meetings.
- F. Meetings shall be conducted using a procedure agreed upon by the Board of Directors. The most recent edition of Robert's Rules of Order shall be used where unresolved procedural issues arise.
- G. The Board of Directors will establish the procedure for voting at any meeting of the membership.

### **Section 7. Voting**

There shall be one vote per member. A majority vote (greater than 50%) of members present shall be required to carry any motion. In order for a member to vote at the annual meeting, they must have paid their dues at or before the September membership meeting.

## **Section 8. Quorum**

At least 20% of the membership must be present at a membership meeting for official business to be transacted.

## **Section 9. Proxy Voting**

Voting by proxy or voting agreements is prohibited.

## **Section 10. Powers**

The membership shall have the authority to amend the bylaws and charter, to elect the Board of Directors, to set the level of dues after receiving a recommendation from the Board, and any other powers or responsibilities delegated to the membership by the Board.

# **ARTICLE III: BOARD OF DIRECTORS**

## **Section 1. Powers and Duties**

The business affairs of the Parkridge Community Organization shall be managed by the Board of Directors. Duties shall include setting corporate policy, amending the bylaws and charter, authorizing activities, hiring and setting policy in regard to staff, creating, reviewing and approving the budget, approving contracts, creating and overseeing committees, appointing representatives to outside boards as needed, and overseeing the various functions of the organization.

## **Section 2. Number and Qualifications**

Any member who is eligible to vote at the annual meeting is eligible for election to the Board of Directors. There shall be between seven and nine Directors.

## **Section 3. Election**

The Board of Directors will be elected at the annual meeting of the membership, using the following process. A nominating committee will be selected by the Board of Directors that will solicit recommendations from the membership. The nominating committee will evaluate the nominees, assess their willingness to serve and will present a slate of nominees to the membership before the annual meeting. The floor at the annual meeting will be open for additional nominations. Voting will be conducted using a process developed by the Board of Directors.

## **Section 4. Term of Office**

Beginning at the annual meeting in November, 2018, approximately ½ of the new Board of Directors for 2019 will be elected for one year terms and approximately ½ will be elected for two year terms. After the one year terms expire at the end of 2019, all new Board members in the future will be elected for two year terms with approximately ½ of the Board member terms expiring at the end of each calendar

year. A Board member may serve a maximum of three consecutive two year terms after which they must rotate off the board for one year before becoming eligible for election to another Board term.

### **Section 5. Compensation**

No part of the assets of the organization shall be issued or distributed to any member of the Board of Directors. Board members shall be eligible to be reimbursed for actual expenditures after approval by the Board of Directors.

### **6. Conflict of Interest**

A conflict of interest transaction is a transaction within the organization in which a Director has a direct or indirect financial interest. Any Director with a conflict (or who thinks they may have a conflict) must disclose the conflict/potential conflict. Any Director who is determined by the Board to have a conflict is prohibited from participating in discussion about or voting on the matter under consideration. Other aspects of such transactions shall be governed by Tennessee's Conflicts of Interest Law, codified at TCA paragraph 12-4-101 et seq.

### **Section 7. Meetings**

Regular meetings of the Board of Directors shall be held at least once a quarter at a time and place selected by the Board.

Special meetings of the Board may be called by the President of the Board or any two Directors. Notice of the meeting shall include time, place and a proposed agenda. Only business described in the meeting notice may be conducted at a special meeting.

Board meetings are open to members of the organization. Members will receive notice of board meetings upon request.

### **Section 8. Notice**

Written notice of Board meetings shall be delivered to each Director not less than 10 days before a regular meeting or 48 hours before a special meeting. Such notices shall state the day, time and place of the meeting. Notices shall be considered given when delivered in writing by mail or technological means.

Attendance of a Director at a meeting shall constitute a waiver of notice, except when the Director attends for the express purpose of objecting to the transaction of any business because the meeting was not properly called or convened.

### **Section 9. Quorum**

A quorum shall consist of a majority of the Directors. No official action can be taken by the Board when a quorum is not present.

## **Section 10. Informal Action**

If all the directors severally or collectively consent in writing, including by email, to any action taken or to be taken by the organization, the action shall be as valid as though it had been authorized at a meeting of the Board. This method of informal action will be utilized only in rare and necessary situations.

## **Section 11. Attendance By Voice Communication**

If a Director is not reasonably able to attend a meeting, a majority of the Directors present may authorize participation by voice communication, so long as the absent Director can hear the discussion of business and other Directors can hear the absent Director's comments or votes. Any absent Director participating by voice communication may count toward a quorum. Attendance by voice communication shall be an exceptional practice and not a usual practice utilized by an individual Director.

## **Section 12. Resignations and Removal From Office**

Any Director may resign verbally from their position at an official Board meeting or by providing written notice to the President of the Board.

Any Director not fulfilling their duty or acting in a manner detrimental to the organization may be removed from office by a vote of the Board after a hearing at a regularly scheduled Board meeting or by a vote of the membership, after a hearing at a regularly scheduled membership meeting. The notice of the meeting must state that the hearing will be held. The vote for removal will require a 2/3 vote. Any Director missing two consecutive meetings of the Board may be recommended for removal from the Board.

## **Section 13. Vacancies**

At the discretion of the Board, vacancies in the Board shall be filled by the Board of Directors.

## **Section 14. Limitation of Actions**

Under the authority of Section 48-52-102(b)(3) of the Tennessee Nonprofit Corporation Act, a director shall not be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director, except that this provision shall not eliminate or limit the liability of a Director for:

- a. Any breach of the director's duty of loyalty to the corporation or its members; or
- b. Any acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or
- c. Any unlawful distribution of assets in violation of Section 48-58-304 of the Tennessee Nonprofit Corporation Act.

## **Section 15. Indemnification**

To the extent permitted by law, the organization may indemnify the members of the Board of the organization for any personal liability they may incur in the good faith performance of their duties and may secure insurance for this purpose.

## **ARTICLE IV. OFFICERS**

### **Section 1. Offices**

The organization shall have at least four officers- a President, a Vice-President, a Secretary and a Treasurer.

### **Section 2. Election**

The Board of Directors for the upcoming calendar year shall annually elect officers after the November annual meeting and before January 1.

### **Section 3. Term of Office**

Officers shall serve a term of one year, beginning on January 1. If remaining on the Board, officers are eligible to be re-elected to the same office for up to four successive one year terms.

### **Section 4. Vacancies**

Vacancies in any office which occur for any reason shall be filled by the Board of Directors for the duration of the term.

### **Section 5. President**

The President shall preside at all meetings of the Board of Directors. The President may delegate any other Director to preside at the regular meeting of the membership. The President shall sign with the Secretary or any other officer of the organization authorized by the Board, any deed, mortgage, bond, contract or other instrument which the Board of Directors has authorized to be executed, except in cases where the signing and execution shall be delegated to some other officer or agent of the organization. In general, the President shall perform all the duties connected to the office of President and any other duties assigned by the Board.

The President shall monitor the meetings of the members and the Board to assure the meetings are conducted according to these bylaws.

### **Section 6. Vice-President**

The Vice-President shall assume the duties and responsibilities of the President in the event the President is absent, incapacitated or for any other reason unable or unwilling to serve, except that the Vice-President shall not be authorized to sign corporate documents unless the Board specifically gives written authorization to do so. The Vice President shall assist the President in the performance of the President's duties and shall have other such duties and authority as is granted from time-to-time by a resolution of the Board.

### **Section 7. Secretary**

The Secretary shall have charge of such records, documents and papers as the Board may determine. The Secretary shall keep or cause to be kept the following: true and complete minutes of the meetings of the Board and the membership; a record containing the names, alphabetically arranged, of all persons who are members of the organization, showing their addresses. Such books shall be open for inspection as provided by law. The Secretary shall give, or cause to be given, notice of all meetings of the Board and membership. The Secretary shall have such other duties and authority as is granted from time-to-time by a resolution of the Board.

### **Section 8. Treasurer**

The Treasurer shall receive all funds and shall assure that there are current records of all funds received and expended by the organization. The Treasurer shall make a financial report at each Board meeting and at the annual membership meeting. The Treasurer shall establish and maintain a checking or savings account with a federally insured local bank, savings and loan or credit union. The account shall be in the name of "Parkridge Community Organization" and shall bear the signatures of at least the President, Treasurer and one other designated Director. The Treasurer shall ensure that withdrawals from an account shall be made only after a resolution of the Board. Each year the Treasurer shall file an Annual Report with the Tennessee Secretary of State and shall file the appropriate annual 990 form with the IRS.

## **ARTICLE V: COMMITTEES**

### **Section 1. Committee Membership**

Any resident of Parkridge Community may serve on any of the committees and subcommittees, with the exception of the permanent committees. At their discretion, committees may invite interested non-residents to serve.

### **Section 2. Formation and Organization.**

The Board of Directors or membership has the authority to form any committees it deems necessary to carry out the functions of the organization. Committees serve at the discretion and under the authority of the Board. All committees and subcommittees shall select a chairperson to lead and represent them. The chairperson shall provide either a written or oral report on committee activities at the request of the Board of Directors at Board or membership meetings.

### **Section 3. Permanent Committee**

- a. There shall be an Investment Committee that will have at least three members and meet at least once a year. The Investment Committee shall oversee financial investments of the organization. Members of the committee shall serve staggered three year terms. When initially selected, a member of the committee must be a current Board member. Any changes in the investments of the organization must be approved by the Board of Directors. Investment account withdrawals shall be limited to no more than the dividend gain of the prior calendar year or 3%, unless the proposed withdrawal is approved by a vote of two-thirds of members present at a membership meeting where the quorum is two-thirds of the current membership and two weeks' notice of said meeting has been provided to current membership.
- b. There shall be a Nominating Committee appointed each year by the board of directors prior to the annual meeting.
- c. There shall be a Historic Zoning Commission (HZC) Committee that is open to those who own property in the H1 overlay for the purpose of giving requested feedback to the HZC on H1 certificates of appropriateness. The committee shall appoint each year a liaison to the city to attend public hearings and speak on behalf of the committee.

## **ARTICLE VI. BOOKS AND RECORDS**

### **Section 1. Location and Contents**

The records of the organization shall be kept by the Board of Directors and shall include:

- a. All financial books and records of accounts;
- b. All minutes of Board, membership and committee meetings;
- c. A list of all members;
- d. Copies of all other organization records, books, documents, correspondence and contracts;
- e. Copies of bylaws, charter, annual reports and other legal or associated documents.

### **Section 2. Accessibility**

The Board shall make organizational records accessible for inspection to any member upon request.

## **ARTICLE VII. FINANCES**

### **Section 1. Sources**

The sources of funding for the organization will come from fund-raising activities approved by the Board of Directors. Sources may include membership dues, grants and gifts.

### **Section 2. Deposits and Withdrawals**

Any accounts shall bear the name "Parkridge Community Organization" and withdrawals shall require the signatures of two signatories on the account. The accounts shall bear the signatures of at least the President, Treasurer and one other designated Director. Any withdrawal for an expenditure shall be

made only after a resolution has been passed by the Board unless the expenditure is a line item in the budget.

### **Section 3. Loans or Guarantees**

The organization shall not make, directly or indirectly, any loan of money or organization property to, or guarantee or secure any debt of, any Director of the organization. No money shall be paid to Directors, Officers or members of the organization except as reasonable compensation for services rendered to the organization. Every effort must be made to avoid the appearance or actual occurrence of the conflict of interest.

### **Section 4. Distributions and Compensation**

No part of the assets of the organization shall be issued or distributed to any Director, member or other private persons except that the organization shall be empowered to pay reasonable compensation for services rendered on its behalf and to make payments in furtherance of its purposes. Directors and members or other persons may be reimbursed for actual expenses, upon approval of the Board.

### **Section 5. Fiscal Year**

The fiscal year shall be the calendar year.

### **Section 6. Budget**

The Treasurer shall propose and the Board shall adopt a budget each year by the March membership meeting.

### **Section 7. Fiscal Policy**

The Board shall adopt and from time to time review a fiscal policy setting out a formal procedure that shall govern internal controls; the signing of checks; the obligation of funds; approval of contracts, leases, deeds and mortgages; and other significant aspects of the organization's fiscal operation. The fiscal policy shall assure that the organization shall have sound financial controls that are appropriate, under generally accepted accounting principles, to its size and purpose.

## **ARTICLE VIII. AMENDMENTS TO THE CHARTER OR BYLAWS**

Amendments to the charter or bylaws may be made by the membership. Written notice of the meeting at which a proposed amendment is to be submitted for a vote shall include a copy of the proposed amendment and a summary thereof. The notice must be given at least thirty days in advance of the meeting at which the amendment will be considered. An amendment to the charter or the bylaws shall require a 2/3 vote of a quorum of the members.

## **ARTICLE IX. REQUESTS, CORRESPONDENCE AND AGREEMENTS**

All requests, promissory correspondence or agreements in the name of the Parkridge Community Organization with other persons, organizations or government entities must first have approval of the Board of Directors. Written copies of contracts or agreements must be submitted to the Treasurer.

**ARTICLE X. STATEMENT OF NONDISCRIMINATION**

The organization shall not discriminate against any person in the hiring of personnel, membership, election of Board members, provision of services to the public, the contracting for or purchasing of services or in any other way, on the basis of race, color, national origin, age, disability, sex, gender identity, sexual orientation, religion, political affiliation, income, lack of property ownership or any other basis prohibited by law. This policy includes, but is not limited to, a commitment to full compliance with Title VI of the Civil Rights Act of 1964; Section 504 of the Rehabilitation Act of 1973, and the Age Discrimination Act of 1975, and any subsequent amendments statutes.

These amended bylaws adopted on the 09-10-2018 by the Parkridge Community Organization

Signed *L. Lynne Randazzo*

President, Parkridge Community Organization