

Constitution and By-laws

Carriage Town Historic Neighborhood Association

Revised May 19, 2008

Article I

Membership

Section 1. Eligibility. Membership is open to any person interested in assisting with the realization of the Associations goals, who subscribes to the purpose of the organization and has paid current dues.

Section 2. Classes and Privileges of Membership. Voting members, who must be at least 18 years of age and currently reside or own property within the boundaries of Carriage Town, are eligible to vote at membership meetings or to serve on the Town Council. Persons who do not meet the qualifications of voting members but who otherwise meet the requirements of membership, may be non-voting members; the are not eligible to vote at membership meetings or to serve on the Town Council, but have all other rights and privileges of membership.

Section 3. Dues. Membership dues, as set by the Town Council, shall apply to the calendar years for which paid.

Section 4. Termination. Membership is ended by (a) resignation, (b) failure to pay dues, unless waived by the Town Council for good cause, or (c) expulsion by two-thirds vote of the Town Council at a regular or special meeting for conduct unbecoming a member or prejudicial to the aims or reputation of the organization, after notice and the opportunity for a hearing.

Article II

Membership Meetings

Section 1. Annual Meeting. The annual meeting shall be held during the month of January of each year. The time and place shall be fixed by the Town Council and notice given to each member at least three weeks before the meeting.

Section 2. Additional Meetings. A membership meeting may be called by the President or by vote of the Town Council at any time, and must be called upon petition in writing of any five voting members, provided that notice, including the purpose of the meeting, is provided to each member at least one week before the meeting. There shall be at least two membership meeting per year, including the annual meeting.

Section 3. Quorum, Voting and Procedures. At any membership meeting, one-third of the voting members shall constitute quorum, and unless otherwise provided in these by-laws or in *Robert's Rules of Order*, a majority of those present can decide any matter if a quorum is present. Each voting member present may cast one vote. Except as otherwise provided in these by-laws, meetings of the membership shall be conducted in accordance with the most recent edition of *Robert's Rules of Order*.

Article III

Governing body

Section A. Composition, Selection and Terms. The affairs and property of the organization shall be managed by a Board of Directors, which shall be known as the Town Council (hereafter Council) consisting of nine directors, who shall be known as Alderman, elected for overlapping two-year terms. To provide for overlapping terms, at the initial election the five candidates for alderman receiving the largest number of votes shall be elected to two-year terms, and the four candidates receiving the next largest number of votes shall be elected to one-year terms. Alderman shall be elected by the membership at the annual meeting. In the event of a tie, a run-off election shall be held immediately. If a position on the council is vacated by death, resignation, inability to serve, or other cause, the remaining Alderman may select a person to serve until the next annual meeting, at which the membership shall elect a voting member to serve as Alderman until the end of the term of the person replaced. The Council may designate a Nominations Committee to prepare a slate of candidates to recommend to the membership in the notice of the annual meeting, and additional persons may be nominated at the annual meetings. Alderman shall serve until their successors are designated. If an Alderman is absent without reasonable notice from three consecutive meetings, the position shall be considered vacant.

Section 2. Meetings. The Council shall hold regular meetings monthly when practical, but not less than four times each year, at times and places it determines. A special meeting shall be held on the call of the President or a majority of Alderman then in office, provided that notice, including the purpose of the meeting, is provided to each Alderman at least one day prior to the meeting. The Council shall notify interested members of the public of the time and place of the meetings. The Council shall, whenever possible, develop policy by process of consensus, but when consensus is not achieved, unless otherwise provided in these by-laws or in *Robert's Rules of Order*, a majority of Alderman present can decide any matter if a quorum is present. A quorum shall consist of a majority of the Alderman then in office. When there is a need for urgent action or when it is difficult to schedule a meeting, a decision can be made by the council in a telephone conference call or by polling the Aldermen, provided a reasonable effort is made to include all Aldermen in the process and at least a majority of those in office actually participate.

Section 3. Conduct of Meetings. Except as otherwise provided in these by-laws, meetings of the Council shall be conducted in accordance with the current edition of *Robert's Rules of Order*.

Section 4. Committees. The Council or the President may create committees as needed may designate their powers and duties, and may appoint Alderman and other members of the organization to chair them and serve on them. There may be an Elections Committee, and there may also be committees on development, preservation, communications, finance, crime, commerce, nonresident property owners, beautification, and other subjects.

Section 5. Conflict of Interest. The Association, and all Officers, Directors, Delegates, Council and Committee members scrupulously shall avoid any conflict between their respective personal, professional or business interests and the interests of the Association, in any and all actions taken by them on behalf of the Association in their respective capacities.

If any Officer, Director, Delegate, Council or Committee member of the Association has any direct or indirect interest in, or relationship with, any individual or organization that proposes to enter into any transaction with the Association, including but not limited to transactions involving:

- a. the sale, purchase, lease or rental of any property or other asset;
- b. employment, or rendition of services, personal or otherwise;
- c. the award of any grant, contract, or subcontract;
- d. the investment or deposit of any funds of the Association;

Such person shall give notice of such interest or relationship and shall thereafter refrain from discussing or voting on the particular transaction in which he has an interest, or otherwise attempting to exert any influence on the Association, or its components to affect a decision to participate or not participate in such transaction. Alderman serving the Association shall sign a form disclosing any potential Conflicts of Interest.

Conflict of Interest Form—see Addendum 1.

Article IV Officers

Section 1. Offices, Terms, and Selection. At the first meeting of the Council following the annual meeting, and at any other time when necessary to fill a vacancy, The officers of the organization shall be elected from among its members for terms of one year, They shall consist of a President, a Vice President, a Secretary who shall be known as the Clerk, and a Treasurer.

Section 2. Duties. The officers shall perform the duties normally associated with their offices except as otherwise provided in these by-laws. The President shall preside at meetings of the Council and at the annual meeting, and shall represent the Association within and outside Carriage Town. If the President is unable to preside at a meeting, the Vice President, the Clerk, and the Treasurer, in the order listed, shall preside. The Vice President assists the President in planning meetings and assumes any power of the President when the President is absent or unable to perform them. The Clerk shall take and file the minutes of Council and meetings and shall provide notices of meetings as required by the bylaws and the Council. The Treasurer shall manage all funds pursuant to policies adopted by the Council and as provided in Article VI.

Article V Non-Discrimination Policy

Section 1. Non-discrimination. Membership shall be inclusive and open to all individuals willing to serve to meet the goals of the association. The Association shall not discriminate on the basis of age, gender, race, color, national origin, religion, creed, disability, veteran’s status or sexual orientation.

Article VI Finance

Section 1. Acceptance of Funds. Gifts, grants, donations, bequests, and other funds and property may be accepted from any source in conformity with policies adopted by the Council.

Section 2. Depository Accounts. All funds of the organization shall be placed in depository accounts as the Council may designate and shall be withdrawn by a check signed by two persons authorized as signors by the council.

Section 3. Management of Funds. The Treasurer shall be the principal custodian of all funds, shall see that accurate books of account are maintained, shall insure that forms and reports requires by government agencies are filed, and shall provide the Council and any voting member of the organization with financial reports and statements at scheduled board meetings.

Section 4. Payments to Alderman and Officers. There shall be no compensation for serving as an Alderman or Officer, but an Alderman or officer may be compensated for services to the organization and reimbursed for expenses incurred on its behalf.

Article VI Adoption and Amendment of Bylaws

Section 1. Amendment. These bylaws will be adopted, and will replace all previous bylaws, if approved at an annual meeting or other meeting of the membership, provided that notice of the intent to revise the bylaws is included in the notice of the meeting and that the text of the proposed revisions is made available at least one week before the meeting to members requesting it. Thereafter, bylaws may be amended at any regular or special meeting of the Council by a majority vote of all Alderman then in office, provided the amendment has been submitted in writing to all Council members at least seven days before the meeting. These bylaws may be amended at any membership meeting by a majority of all members eligible to vote provided that the text of the proposed revisions is made available at least one week before the meeting to all members requesting it.

ADDENDUM ONE -- CONFLICT OF INTEREST DISCLOSURE FORM

ADDENDUM TWO--PROPERTY DISPOSITION REQUEST PROCEDURE