

HICKORY WITHE COMMUNITY HWCA, INC.
BY-LAWS

Adopted 1/05/04 and amended 2/02/06, 2/01/07, 04/02/09
Revised ...03/07/2013

ARTICLE I - NAME

The name of the organization shall be Hickory Withe Community HWCA, Inc., hereafter referred to as the HWCA.

ARTICLE II - PURPOSE

The purpose of the HWCA shall be:

- A. To bring citizens together to promote the enhancement of our community.
- B. To become better informed about issues which affect our community.
- C. To foster active participation in the community by providing a forum to discuss community concerns and a means to work together as a group to resolve problems.
- D. To preserve a high standard of desirable and compatible area land use, in keeping with the historical heritage of our long-standing community.
- E. To provide social interaction and fellowship with our neighbors.
- F. To respond charitably to needs that arises within our community at large.

ARTICLE III - POLICY

- A. The policy of the HWCA shall be non-profit, non-commercial and non-partisan.
- B. The HWCA may engage in the raising and contribution of funds only if these funds are used for the maintenance of the HWCA or for the benefit of the community, or its membership.

ARTICLE IV - MEMBERSHIP

- A. Any resident, or property owner, within the Hickory Withe Community, 18 years of age or over and of good character, upon payment of established dues, shall be entitled to membership.
- B. Any physical brick and mortar business in a commercial or industrial zone located within the Hickory Withe Community may be entitled to membership. Home based businesses are not eligible.

- C. Any individual or business that does not reside or is not located within the Hickory Withe Community may apply for an associate membership. An associate membership shall be entitled to all of the privileges; except that associate members shall not be entitled to vote, make motions or second, enter debate, take the floor during HWCA business or hold office.

- D. For purposes of the Hickory Withe Community HWCA, and membership in the HWCA, the community of Hickory Withe is described as being within the following boundaries; commencing at the intersection of the southerly right-of-way of U.S. Interstate 40 and the Shelby County/Fayette County line; thence southerly along the Shelby County/Fayette County line to the intersection of Macon Road; thence eastwardly with Macon Road to the intersection of Yancey Road; thence northwardly with Yancey Road to its termination point at Clay Pond Road; thence eastwardly with Clay Pond Road to the intersection of Clay Pond Road and Mebane Road; thence northwardly with Mebane Road to a point at which Mebane Road turns to the east; thence northwardly, by the most direct route, to a point in the right-of-way of U.S. Highway 64 opposite the intersection with Bell Grove Road; thence northwardly with Bell Grove Road to its termination point at Ivy Road; thence northwardly with Ivy Road to the intersection of Feathers Chapel Road, then northwardly, by the most direct route, to the Loosahatchie River; thence westward with the Loosahatchie River to the southerly right-of-way of U.S. Interstate 40; thence southwestwardly with U.S. Interstate 40 to the Shelby County-Fayette County line.

- E. Any resident, landowner or business that touches on either side of the aforesaid boundary lines, shall be deemed to be within said boundaries.

ARTICLE V - BOARD OF DIRECTORS

- A. The officers of the HWCA shall be the President, the Vice-President, the Secretary, and the Treasurer and shall be members in good standing.
- B. The officers of the HWCA, together with the chairpersons of various standing committees, and the past president for one (1) year, shall constitute the Board of Directors.

ARTICLE VI - ELECTION OF OFFICERS

- A. The officers shall be elected at the regularly scheduled July meeting of the HWCA and shall take office immediately upon their election.
- B. Officers shall serve for a term of one (1) year and not to exceed two (2) consecutive years, or until their successors are elected.

- C. Officers may serve more than two (2) consecutive years if they are elected to a different position.
- D. During the March board meeting, the President, with concurrence of the Board of Directors, shall appoint a Nominating Committee comprised of three committee members. The Nominating Committee will develop a slate of nominees willing to serve as HWCA officers for the ensuing year. The slate of nominees will be given to the Board of Directors prior to the regularly scheduled June membership meeting. At the June membership meeting, the Board of Directors will present the slate of nominees to the membership. Nominations may also be made from the floor. Nominees will be elected to office at the July meeting. At the conclusion of the July election, the Nominating Committee shall be discharged.
- E. Nominees for office must receive a plurality of the votes.

ARTICLE VII - DUTIES OF OFFICERS and BOARD OF DIRECTORS

A. The President:

1. Shall preside at all meetings of the HWCA and the Board of Directors.
2. Shall conduct incidental business between the monthly meetings in every way compatible with the purposes of the HWCA.
3. Shall be an ex-officio member of all committees.
4. Shall perform all other duties as from time to time may be assigned by the HWCA.

B. The Vice-President:

1. Shall, in the absence of the President, perform the duties and exercise the powers of the President.
2. Shall perform such other duties and have such other powers as may, from time to time, be assigned by the HWCA or President.

C. The Secretary:

1. Shall attend all meetings of the HWCA, or if unable to attend, shall ask someone to fulfill those responsibilities during the Secretary's absence.
2. Shall record all motions, votes and the minutes of all proceedings in a book kept for that purpose.
3. Shall give, or cause to be given, all notices necessary and proper.
4. Shall have the responsibility for distributing communications to the HWCA membership by all means available.
5. Shall perform all other duties as may be prescribed by the HWCA or the President, under whose supervision he shall be.

6. To keep the organization's official membership roll.

D. The Treasurer:

1. Shall have custody of the HWCA funds.
2. Shall keep full and accurate records of all receipts and disbursements.
3. Shall deposit all receipts in the name of and to the credit of the HWCA , in such depositories as may be ordered by the HWCA.
4. Shall disburse the funds of the HWCA as authorized by the HWCA or Board of Directors, as authority is delegated, from time to time, by the HWCA .
5. Shall render to the President and the HWCA, whenever required, an account of all his transactions as Treasurer, and of the financial condition of the HWCA.
6. Shall assist in an annual review or audit of the books of the HWCA.
7. Shall maintain a current roster of all paid and delinquent members.
8. Shall file all federal, state and local reports and other documents required for the HWCA legal and tax status.
9. Shall require that all disbursements of the HWCA be signed by the Treasurer and one other Officer.

E. The Board of Directors:

1. Shall exercise all the powers given it by the HWCA and By-Laws.
2. Shall act on all matters arising in the interval between any membership meetings and shall report such action at the next meeting of the HWCA.
3. Shall coordinate the carrying-out of the purposes of the membership and administer the purposes of the HWCA .
4. Shall recommend and submit new policies and changes in the By-Laws, for approval by the membership.
5. Shall meet on call of the President on five (5) days' notice.
6. Shall have a majority as a quorum.
7. Shall authorize the expenditures of reasonable funds to carry out the purposes of the HWCA.
8. Shall require that all disbursements of the HWCA be signed by the Treasurer and one other Officer.

ARTICLE VIII - MEETINGS

- A. Regular meetings of the HWCA shall be held each month, unless otherwise ordered by the HWCA.
- B. A special meeting of the HWCA shall be held at such time and place as the Board of Directors may select. A special meeting may also be called by any twenty-five

(25) members in good standing. A written or printed notice stating the place, day and hour of the meeting, the purpose for which the meeting is called, and the persons calling the meeting, shall be given not less than fifteen nor more than thirty days before the meeting. In addition to any other distribution, such notice shall be published in a Fayette County newspaper with local circulation. No less than fifteen days before the special meeting, the persons calling the meeting shall notify the Board of Directors in writing and provide them the particulars such as place, day and hour, and purpose of the meeting. The persons calling the meeting must have proof of notification to the Board of Directors. No administrative or business decisions shall be binding from any special meeting unless notice of such business was included in the notice to the membership.

- C. Those members present shall constitute a quorum at any regular and annual membership meetings.
- D. Twenty five percent or more of the HWCA membership shall constitute a quorum at any and all special meetings.

ARTICLE IX - DUES

- A. The HWCA shall have the right to assess dues for the support of the HWCA.
- B. Only members in good standing, who have paid their dues, shall be eligible to vote in any meeting.
- C. In order to be a member in good standing, all dues must be paid and current, and the member is not under any suspension or discipline.
- D. HWCA membership shall establish the amount of annual dues at the regularly scheduled October membership meeting. The Board of Directors may present a motion to change the amount of the annual dues at such meeting. Any proposed change must receive a majority of the votes. If approved, the new annual dues amount would be effective beginning January of the following year.
- E. Dues are due in full on January first and delinquent on the last day of February, provided that if a member joins in the last quarter of the year, the dues payment shall be deemed as paid for the current and the following year.

ARTICLE X - FISCAL YEAR

The fiscal year for the HWCA shall be from January one through December thirty-one each year.

ARTICLE XI - VOTING

- A. Each member in good standing shall be allowed one (1) vote that must be cast in person in all matters. Proxies shall not be allowed under any circumstances.
- B. Businesses will have a single vote regardless of the number of owners, managers, or partners associated with the business.
- C. Associate members shall not be entitled to vote, make motions or second, enter debate, or take the floor during HWCA business.

ARTICLE XII - STANDING COMMITTEES

The following committees shall be established, with members of the HWCA volunteering to work on these committees. Each committee shall elect its Chairperson, who, according to the by-laws, shall be a member of the Board of Directors.

- 1. HOSPITALITY COMMITTEE-To plan, coordinate and make reasonable expenditures for the monthly food menu, supplies and clean-up responsibilities.
- 2. MEMBERSHIP COMMITTEE-To welcome new families to the community and encourage membership into the HWCA. To assist in notifying members of delinquent dues and the collection thereof.
- 3. BYLAWS-To make recommendations to the Board of Directors and the HWCA regarding the formation, adoption, interpretation and meaning of the bylaws and Robert's Rules of Order Newly Revised.
- 4. BENEVOLENCE-To respond charitably to needs that arise within our community at large.

ARTICLE XIII - AMENDMENTS

- A. All proposed amendments to these By-Laws shall be submitted to the Bylaws Committee in writing. The Bylaws committee shall review any proposed amendment and make a report to the HWCA Board of Directors prior to the next regular membership meeting.
- B. These By-Laws may be amended by an affirmative vote of two-thirds of the members present of the HWCA eligible to vote at any regular meeting, provided that the amendment has been submitted in writing at the previous regular meeting.

ARTICLE XIV - NOTICE

Notice shall be deemed to be transmitted by US mail, electronic mail, facsimile mail, public posting in local newspapers, HWCA website, and HWCA newsletter or in any combination thereof, or by any other method of data transmission approved by the HWCA or Board of Directors.

ARTICLE XV - ANNUAL REVIEW OR AUDIT

The President shall select an Audit Committee to review or audit the books of the HWCA at the end of each fiscal year. The review or audit should be completed during the first quarter of the year for the books of the previous year. The review or audit shall at all times be available to members of the HWCA within the offices of the HWCA.

ARTICLE XVI - PARLIAMENTARY RULES

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the HWCA in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the HWCA may adopt.

ARTICLE XVII - DISSOLUTION

The HWCA shall use its funds only to accomplish the objectives and purposes specified in these By-Laws. On dissolution of the HWCA, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be recommended by the Board of Directors and shall be approved by an affirmative vote of two-thirds of the members of the HWCA eligible to vote at any meeting of which due notice of a minimum of thirty days of such contemplated action is given.