

Bylaws of the Island Home Park Neighborhood Association

ARTICLE I

DEFINITION OF NEIGHBORHOOD

The Island Home Park Neighborhood Association is for the mutual support and benefit of all persons living in the area defined as Island Home Park. The Neighborhood is that area located in the Ninth (9th) District of Knox County, Tennessee, and within the Twenty-sixth Ward of the City of Knoxville, zoned R-1 Single Family Residential, and bounded as follows:

on the North, by the Tennessee River,

on the East, by the campus of the Tennessee School for the Deaf, Willis Place, and Fisher Place,

on the South, by Hillsboro Heights, and

on the West, by Island Home Avenue.

Any residence adjoining any boundary street shall be deemed to be within the Neighborhood.

ARTICLE II

OFFICE

The principal office of the Island Home Park Neighborhood Association (the Association) shall be located at the residence of the President of the Association.

ARTICLE III

MEMBERS

3.1 *Qualifications.* Any adult (aged 18 or older) living within the Neighborhood (be they homeowners or renters) is a member of the Association. Rental owners who do not live within the Neighborhood are to be considered nonvoting members of the Association.

3.2 *Voting.* Each member of the Association shall be entitled to one vote per person aged 18 or older. All adult members of a household are entitled to a vote.

3.3 *Annual Association Meeting.* The annual meeting of the Association shall be held during the month of September at an appropriate place within the Neighborhood or in the vicinity of the Neighborhood. Time of the meeting should be appropriate for the business to be discussed.

3.4 *Special Association Meetings.* Special meetings of the members of the Association may be called by or at the request of the President, any three (3) board members, or any nine (9) Association members. The person or persons authorized to call special meetings of the Association shall hold the meeting at an appropriate place within the Neighborhood or in the vicinity of the Neighborhood. Time of the meeting should be appropriate for the business to be discussed.

3.5 *Notice.* Notice of all Association meetings, annual or special, shall be given at least seven (7) days prior to the meeting by notice stating the date, time, and place of the meeting and posted on the kiosks located at both entrances to the Neighborhood, or by notice delivered by hand or mail to houses in the Association.

3.6 *Quorum.* At an annual or special Association meeting, twenty (20) members constitute a quorum for the transaction of business. If less than a quorum is present at any meeting, a majority of those members present may adjourn the meeting at any time without further notice.

3.7 *Manner of Acting.* The act of the majority of the members at a meeting at which a quorum is present shall be the act of the Association unless the act of a greater number is required by law or by these bylaws.

ARTICLE IV

DUES

Dues of the Association are fifteen dollars (\$15.00) per household and ten dollars (\$10.00) for households with Senior members (aged 65 and older). Funds should be used for maintaining the Island Home Neighborhood Association, neighborhood projects, and social events.

ARTICLE V

BOARD OF GOVERNORS

5.1 *General Powers.* The affairs of the Association shall be managed by its Board of Governors.

5.2 *Composition.* The Board of Governors shall consist of the duly elected board members and all officers of the Association.

5.3 *Number.* The number of board members shall be ten (10), but the Board of Governors may increase the number of board members by a majority vote of the entire board. Board members shall be elected by the residents according to the following distribution:

1. One board member residing on Fisher Place, Island Home Avenue, Watson Place, or Willis Place
2. One board member residing on Hillsboro Heights
3. One board member residing on the north side of Island Home Boulevard
4. One board member residing on the south side of Island Home Boulevard
5. One board member residing on Maplewood Avenue east (from the columns to 2101 Maplewood)
6. One board member residing on Maplewood Avenue west (2107/2104 to Fisher Place)

7. One board member residing on Spence Place east (Watson Place to the Airport) or Estelle Circle
8. One board member residing on Spence Place west (Maplewood Avenue to Watson Place)
9. Two board members from the Neighborhood At Large

5.4 *Qualifications.* Board members shall be adult residents of the Island Home Park Neighborhood Association and, unless holding an at-large position, residents of the street that they represent.

5.5 *Tenure.* Each board member shall hold office for a term of two (2) years.

5.6 *Election.* The board members of the Association shall be elected every two (2) years by the members of the Association at the Association's annual meeting or as soon thereafter as conveniently may be. Each board member shall hold office until a successor shall have been duly elected and qualified. Elections shall follow the guidelines specified in Article XIII of these bylaws.

5.7 *Vacancies.* Any vacancies occurring in the Board of Governors and any governorship to be filled by reason of an increase in the number of board members may be filled by affirmative vote of a majority of the remaining board members, though that number may constitute less than a quorum of the Board of Governors (see section 5.12). A board member elected to fill a vacancy shall be elected for the predecessor's unexpired term.

5.8 *Removal.* Any board member, elected by the Association or appointed by the board, may be removed by a two-thirds (2/3) vote of the Board of Governors whenever it is judged to be in the best interests of the Association. Members of the Association may also remove a board member by securing a petition with 100 signatures of Association Members to hold a special Association forum to air grievances and for the board member to defend him- or herself. The board member may be removed by a vote of two-thirds of the forum attendees present (as long as a quorum of twenty is met). Notification of removal shall be by letter delivered by certified mail.

5.9 *Regular Board Meetings.* The Board of Governors shall meet within thirty (30) days of an election at an appropriate place within the Neighborhood or in the vicinity of the Neighborhood and at a time agreed to by the board members. In addition to this meeting, the Board of Governors shall make every effort to hold regular meetings in the

months of January, March, May, August, and October. Other meetings shall be considered special board meetings. Any member of the Association may attend any meeting of the Board of Governors to bring business before it.

5.10 *Special Board Meetings.* Special meetings of the Board of Governors may be called by or at the request of the President or any two (2) board members. The person(s) calling a special board meeting may fix any place within the Neighborhood or in the vicinity of the Neighborhood as the place for holding any special meeting of the Board of Governors called by them. Meetings shall be called for a time of day appropriate for the meeting.

5.11 *Notice.* Notice of any special meeting of the Board of Governors shall be given at least seven (7) days in advance of the meeting to each board member at his or her address as shown by the records of the Association. Notice may be by written notice delivered personally or sent by mail, telephone, or electronic means. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any board member may waive notice of any meeting. The attendance of a board member at any meeting shall constitute a waiver of notice of such meeting, except where a board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Governors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these bylaws.

5.12 *Quorum.* A simple majority of the Board of Governors shall constitute a quorum for the transaction of business at any meeting of the Board of Governors, but if less than a majority of board members is present at a meeting, a majority of the board members present may adjourn the meeting without further notice. If a board member or members cannot be physically present at the meeting but may be present by phone or electronic means, such members shall be considered present for the purposes of fulfilling quorum requirements.

5.13 *Manner of Acting.* The act of a majority of the board members present at a meeting at which a quorum is present shall be the act of the Board of Governors, unless the act of a greater number is required by these bylaws.

5.14 *Compensation.* Governors shall receive no salaries for their services as Governor, but by resolution of the Board of Governors, expenses of attendance of any function pertinent to their duties may be allowed.

5.15 *Informal Action by Governors.* Any action required by these bylaws to be taken at a regular board meeting or special board meeting, or any action which may be taken at such a meeting, may be taken without a meeting if a consent in writing, whether by electronic means or otherwise written, setting forth the action so taken, shall be given by a majority of board members.

5.16 *Liability.* No Governor of the Association shall be personally liable to the Association for monetary damages for breach of fiduciary duty as a Governor except:

1. for any breach of the Governor's duty of loyalty to the Association
2. for acts or omissions not in good faith or involving intentional misconduct or knowing of violation of the law
3. for violation of T.C.A. 48-58-301 and 48-58-304

ARTICLE VI

OFFICERS

6.1 *Officers.* The officers of the Association shall be President, Vice President, Secretary, Treasurer, Past President, and such other officers as may be elected in accordance with the provisions of this Article and Article XIII. Co-officers are acceptable. The Board of Governors may elect or appoint such other officers, including Assistant Secretaries and Treasurers, when desirable, and such officers shall have the authority and perform the duties prescribed by the Board of Governors. These officers shall comprise the Executive Committee of the Association (see Article VII).

6.2 *Election and Term of Office.* The officers of the Association shall be elected every two (2) years by the members of the Association at the Association's annual meeting or as soon thereafter as conveniently may be, except for the office of Past President, which shall be held by the outgoing Association President. In the event the current President continues in office for a succeeding term, previous Past President may

continue, or the Executive Committee may function without a Past President. New offices may be created and filled at any meeting of the Board of Governors. Each officer shall hold office until a successor shall have been duly elected and qualified.

6.3 *Removal.* Any officer, elected by the Association or appointed by the Board, may be removed by a two-thirds (2/3) vote of the Board of Governors at a regular or special board meeting, or by a two-thirds (2/3) vote of the members of the Association present at a regular or special Neighborhood Association meeting whenever it is judged to be in the best interests of the Association. Notification of removal shall be by letter delivered by certified mail.

6.4 *Vacancies.* A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Governors for the unexpired portion of the term.

6.5 *President.* The President(s) shall:

1. be the principal executive officer of the Association;
2. in general, supervise the business and affairs of the Association;
3. preside at all meetings of the Board of Governors and general member meetings;
4. monitor committee activity;
5. be custodian of the Association's records;

and

1. in general, perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Governors.

6.6 *Vice President.* In the absence of the President or in the event of the President's inability or refusal to act, the Vice President(s) shall perform the duties of the President. When so acting, the Vice President(s) shall have all the powers of and be subject to all restrictions upon the President. The Vice President shall perform such other duties as may be assigned by the President or by the Board of Governors.

6.7 *Treasurer.* The Treasurer(s) shall:

1. have charge and custody of and be responsible for all funds of the Association;
2. receive and give receipts for monies due the Association;
3. deposit all such monies in the name of the Association in the financial institution selected in accordance with the provisions of Article VIII of these bylaws; and
4. in general, perform all the duties incident to the office of Treasurer and such other duties as may be assigned by the President or Board of Governors.

6.8 *Secretary*. The Secretary(ies) shall:

1. keep the minutes of the meetings of the Board of Governors and general member meetings and provide such minutes to the website administrator for posting;
2. see that all notices are duly given in accordance with the provisions of these bylaws or as required by law;
3. ensure that an Association or board member or members has charge of coordinating the writing and production of the Neighborhood newsletter(s); and
4. in general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or Board of Governors.

6.9 *Past President*. The Past President(s) shall advise the President and other members of the executive committee with regard to best practices and institutional history of the Association.

6.10 *Liability*. No officer of the Association shall be personally liable to the Association for monetary damages for breach of fiduciary duty as an officer except:

1. for any breach of the officer's duty of loyalty to the Association;
2. for acts or omissions not in good faith or involving intentional misconduct or knowing of violation of the law; and
3. for violation of T.C.A. 48-58-301 and 48-58-304.

ARTICLE VII

COMMITTEES

7.1 Committees may be standing committees or those formed for the purpose of conducting such business as may arise. Duties falling under the purview of these committees shall be carried out by the committee without prior approval of the Board of Governors, except as required by these bylaws. However, no committee shall have the authority of the Board of Governors in reference to amending, altering, or repealing these bylaws; electing, appointing, or removing any members of such committee or any board member or officer of the Association; authorizing the voluntary dissolution of the Association or revoking proceedings; or amending, altering, or repealing any resolution of the Board of Governors which by its term provides that it should not be amended, altered, or repealed by such committees. All committees are responsible to report to the Board of Governors.

7.2 *Committee Appointments.* Except for the Executive Committee (see 7.8, below), committee members shall be determined by the consensus of the Board of Governors. Committee members shall serve at will. Committees shall include at least one (1) or board member and may include any number of Association members.

7.3 *Term of Office.* Each member of a committee shall continue as such until it should be determined that the business of the committee is completed, or until a successor is appointed, unless such member be removed from such committee, or unless such members shall cease to qualify as a member.

7.4 *Chairperson.* The Chairperson of each committee shall be appointed by members of a committee in consultation with the board.

7.5 *Vacancies.* Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

7.6 *Quorum.* Unless otherwise provided in the resolution designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of

the members present at a meeting at which a quorum is present shall be act of the committee.

7.7 Rules. Each committee may adopt rules for its own governance consistent with these bylaws or with rules adopted by the Board of Governors.

7.8 Executive Committee. The Executive Committee shall always be a standing committee composed of the officers of the Association. A quorum of the Executive Committee is a majority of the officers. The Executive Committee shall prepare budgets, set agenda for Board of Governors meetings, conduct business of the Board of Governors between regular meetings when no special meeting can be called, perform all duties elsewhere assigned by these bylaws or assigned by the Board of Governors. The Executive Committee shall report all activity to the Board of Governors at the next Governors meeting.

7.9 Other Committees. Other committees may be standing or ad hoc as needed. Following are some committees that may be formed:

1. Audit Committee: Audits books of the Treasurer at least once per year.
1. Beautification Committee
1. Bylaws Committee: Develops and maintains bylaws of the Association.
1. Childcare/Schools Committee: Maintains a list of schools, daycares, and parents' day out programs attended by neighborhood children and communicates with parents to assist them in their school and childcare choices.
1. Communications Committee: Publicizes neighborhood events, publishes newsletters, maintains website, maintains IHPNA egroups.
1. External Affairs Committee: Represents interests of the Island Home Park Neighborhood Association in issues arising outside neighborhood boundaries; and serves as liaison to local officials
1. Historical Committee: Collects, compiles, and presents information and recommendations related to Island Home Park's history.
1. Membership Committee: Oversees collection of dues, welcoming of newcomers to the neighborhood, and maintaining current contact information for members.
1. Park Committee: Works with appropriate city and county departments to maintain and improve the Island Home neighborhood park grounds and facilities.

1. Safety and Security Committee: Receives calls from neighbors about security/safety issues. Notifies neighborhood of security alerts.
1. Slate Committee: Oversees the election process (See 13.1).
1. Social Committee: Organizes social events for Island Home Park residents and their guests.

ARTICLE VIII

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

8.1 *Contracts*. The Board of Governors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

8.2 *Checks, Drafts, etc.* All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall be determined by resolution of the Board of Governors. In the absence of such determination by the Board of Governors, such instruments shall be signed by the Treasurer or an Assistant Treasurer. Executive Committee members may authorize minor expenses up to one thousand dollars (\$1000.00).

8.3 *Deposits*. All funds of the Association shall be deposited promptly to the credit of the Association in such banks, trust companies, or other depositories as the Board of Governors may select.

8.4 *Gifts*. The Board of Governors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

ARTICLE IX

BOOKS AND RECORDS

9.1 The Association shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Governors and committees having any of the authority of the Board of Governors. All books and records of the Association may be inspected by any board member, officer, Association member, or an agent or attorney of same, for any proper purpose at any reasonable time, upon the giving of twenty-four (24) hours advanced notice to the person having the custody of the records to be inspected.

9.2 The account books of the Treasurer shall be audited by the Board of Governors at least once per fiscal year.

ARTICLE X

FISCAL YEAR

The fiscal year of the Association shall begin on the first day of October and end on the last day of September of each year.

ARTICLE XI

WAIVER OF NOTICE

Whenever any notice is required to be given under the provision of these bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII

PLACE OF ALL MEETINGS

All meetings of the Association and any meetings of officers, board members, and committees shall be held within the Neighborhood or in the vicinity of the Neighborhood. Any member of the Association may attend any such meeting.

ARTICLE XIII

ELECTIONS

13.1 Nominations. Nominations of officers and board members should be made by a committee (hereafter called the slate committee) recommended by the President and approved by the Board of Governors. In addition, the slate committee should put out a call for nominations from the Association

1. at a meeting where the agenda is published in advance of the meeting,
2. by notice delivered or mailed to residences in the Association, or
3. by notice posted on the kiosks at both entrances to the Neighborhood.

Notices should contain a deadline date for nominations, a description of the responsibilities of the positions for which nominations are being solicited, the notification process for the slate of nominees, and the date and time of the election for the nominated positions. Nominations should be received by the President or other officer designated in the notice.

The slate of nominees shall contain officers, street representatives as described in Article V, and at-large board members. The slate committee shall make every reasonable effort to see that the slate of nominees evenly represents the Neighborhood.

13.2 Notification of Nominees. After the slate of nominees is determined, the slate committee should contact each nominee, either by phone, in person, or by written notice (with return receipt deadline noted) to determine the nominee's willingness to serve in the position for which he or she has been nominated. No person should be on the final slate of nominees if he or she has not agreed to serve in the position. In addition, each

nominee may—but need not—prepare a statement, not to exceed 50 words, as to his or her interest in serving in the position for which they have been nominated.

13.3 Publication of Slate of Nominees. The slate of nominees should be published in a written notice (a) distributed to the residences in the Association, and (b) posted on the kiosks at both entrances to the Neighborhood. Written notice of the slate should include the statement from each nominee along with the date, time, and place of the meeting at which the voting shall take place. Publication of the slate of nominees shall be made at least seven (7) days prior to the election.

13.4 Absentee Voting. In the event that an Association member cannot attend the meeting at which voting shall take place, that member may vote absentee. In the publication of the slate of nominees, a designated person (to be designated by the Executive Committee) and the deadline for voting absentee shall be stated. The Association member should obtain the ballot from the designated person and, in the presence of that person, complete the ballot and sign it. The ballot should be placed in a sealed envelope to be opened when the votes are counted. Once a member has voted absentee, their voting status shall be noted as “complete” on the list of eligible voters for the election.

13.5 Voting Process at the Election. At the meeting for the election of officers and Board of Governors, each eligible voting member of the Association should obtain a ballot by stating his or her address and name. Each eligible person shall be allowed one (1) ballot. The ballots shall be made out so that the member can vote for the officers, one (1) board member from the street or group of streets on which the member lives, and two (2) at-large board members. In the event that the election held at that time does not have the maximum amount of officer and board member positions being elected, the ballot shall contain the appropriate positions for election in the voting member’s district.

13.6 Tally of Votes at the Election. At the meeting for the election of officers and Board of Governors, the Executive Committee shall be responsible for selecting the individuals responsible for the tally of votes. At the end of the tally, the vote count should be verified by an independent person(s) selected by the Executive Committee and not part of the original tally.

13.7 Announcement of Results of the Election. Before the meeting for the election of officers and Board of Governors is adjourned, an announcement shall be made as to the officers and governors elected to serve the next term. In addition, notice shall be

posted on the kiosks at both entrances to the Neighborhood within 48 hours after the election.

ARTICLE XIV

AMENDMENTS TO BYLAWS

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a majority of the members present at any annual Association meeting or at any special Association meeting, if at least seven (7) days' posted notice is given of intention to alter, amend, repeal, or to adopt new bylaws at such meeting. Minor alterations and amendments to correct errors or clarify meaning may be made by a majority of members of the Board of Governors. Bylaws shall be reviewed at least once per decade.

CERTIFICATION OF ADOPTION

We, the duly-elected President and Secretary of the Association, certify that these bylaws were adopted by a majority of the members represented at a meeting of the Association held on _____, _____, and approved by the Board of Governors on the _____ day of _____, _____.

Greg Congleton

President

Laura Barton

Secretary

