

**DILWORTH COMMUNITY DEVELOPMENT ASSOCIATION, INC.
BYLAWS**

**ARTICLE I
Name**

The name of the organization shall be the Dilworth Community Development Association Inc., a/k/a the Dilworth Community Association, hereinafter referred to as the “DCDA”.

**ARTICLE II
Objectives and Policies**

Section 2.1 Objectives. The objectives of the organization are and shall be:

- To promote the architectural heritage of, as well as other features affecting the lives of residents of, the Dilworth Community, by encouraging renovation of existing structures where possible, promoting a compatible blending of old and new businesses and residences through community involvement in planning, zoning and other issues which may affect the community.
- To develop a pool of leadership and broad understanding of those factors influencing the quality of life in the community.
- To establish specific goals, backed by planning, legal advice and other professional opinions in order to promote the cause of neighborhood involvement in city and county planning.
- To develop full utilization of talent and manpower within the neighborhood and to forge a sense of community.
- To promote the Dilworth Community and its resources and advantages to interested persons and groups and to the public at large.
- To provide a communications base for meaningful discussions of issues pertinent to the community.
- To promote and provide a basis for making known to interested parties community members' views on issues of any nature.
- To encourage and promote a closer association of business firms, residents and interested parties for the general welfare and progress of the Dilworth area and surrounding areas of the city.
- To promote the development of recreational, cultural and educational programs and facilities in the Dilworth and surrounding areas of Charlotte, North Carolina, and to make donations for the public welfare or for religious, charitable, scientific, or educational purposes, but not to or for the use of any political party nor for any partisan political activity.

Section 2.2 Policies. The Board of Directors of the DCDA, the composition of which is described in Article V of these Bylaws, may adopt policies and procedures consistent with these Bylaws, which policies shall be binding on the DCDA and its members.

**ARTICLE III
Membership**

Section 3.1 Single Class. The membership of the DCDA shall consist of a single class.

Section 3.2 Members. The membership of the DCDA shall consist of those adult persons who: (1) reside within the boundaries of the Dilworth Community as those boundaries shall be set by the Board of Directors; (2) evidence to the Board of Directors a desire to be member of the DCDA; and (3) pay such dues, if any, as may be prescribed by the Board of Directors. In addition, the membership of the DCDA shall consist of such businesses, churches, associations or other organizations which may be accepted for membership by the Board of Directors; provided that all such businesses, churches, associations and organizations shall have only one designated representative to act and vote on their behalf.

ARTICLE IV Officers

Section 4.1 Officers of the DCDA. The officers of the DCDA shall be a President, a Vice President/President-Elect, a Past-President, a Secretary, and a Treasurer.

Section 4.2 Nominations and Elections. Officers shall be nominated and elected according to the procedures contained herein. New officers shall assume their duties January 1.

A. Nominations by Committee. The Nominating Committee shall meet prior to the meeting of the Board of Directors immediately preceding the annual membership meeting to recommend candidates for each open officer position. At the meeting of the Board of Directors immediately preceding the annual membership meeting, the Nominating Committee shall present a list of member candidates for the offices of Vice President-President Elect, Treasurer and Secretary, with no more than two (2) candidates for each office. A member whose name is on this list shall have agreed to serve if elected.

B. Additional Nominations. Additional nominations may be made by petition of fifteen (15) or more members and with the consent of the candidate. This petition must be filed with the chair of the Nominating Committee at least one (1) week prior to the scheduled election. There shall be no other means of making additional nominations.

C. Elections. The membership shall vote on the nominated candidates at each annual membership meeting of the DCDA by printed ballot. Those persons who receive the highest number of votes at such annual meeting of the membership at which a quorum of the membership is present shall be deemed to have been elected.

Section 4.3 Terms of Office. There shall be a one-year term for all officers. The Vice President-President-Elect and President shall automatically become President and Past-President respectively the succeeding year.

Section 4.4 Duties.

A. President. The President shall preside at all meetings of the Board of Directors and at all meetings of the membership. The President, unless otherwise ordered by the Board of Directors, shall have authority to appoint such special committees as he or she may deem proper, and shall define the powers and duties of all committees, appoint committee chairmen, and fix the period of the existence of each during his or her administration. The President may vote only if, after

each director and officer present at any directors meeting has cast his or her vote on a question, a tie vote is recorded, then the President may cast another vote to break the deadlock. The President shall at the regularly scheduled directors meeting succeeding, report any action taken or opinion given by him or her in his or her capacity as DCDA President. In addition to powers and duties specifically set forth herein the president shall have such powers as are ordinarily incumbent upon the chief corporate officer including those established by statute except where specifically limited herein.

B. Vice President-President Elect. In the absence or inability of the President, the Vice President-President Elect shall perform the duties and exercise the powers ordinarily delegated to the president. The Vice President-President Elect shall appoint the Dilworth Jubilee Chairperson for the Dilworth Jubilee to occur during his or her term as President of the DCDA, which appointment may be made during his or her term as Vice President-President Elect or during his or her term as President of the DCDA. In addition, the President may delegate to the Vice President-President Elect such of his or her powers as he or she sees fit during his or her administration. Should the President be unable to fulfill the duties of office by resignation or another action, the Vice President/ President Elect shall assume the office.

C. Past President. In the absence or inability of the President and the Vice President-President Elect, the Past President shall perform the duties and exercise the powers normally delegated to the President. The Past President shall chair the Nominating Committee. In addition, the President may delegate to the Past President such of his or her powers as he or she sees fit during his or her administration.

D. Treasurer. The Treasurer shall keep and maintain all records of monies collected and disburse, in the form and manner prescribed by the Board of Directors. He or she shall generally perform such duties as are ordinarily incumbent upon a Treasurer. He or she shall present a written financial report at each regularly scheduled meeting of the Board of Directors and shall present a written financial report at the annual membership meeting.

E. Secretary. The Secretary shall keep and maintain the minutes of all directors meetings and membership meetings, all records of membership and attendance and shall conduct such correspondence as may be required by the President and/or the Board of Directors. The Secretary shall be responsible for notice of any meeting of the Board of Directors or membership meeting.

Section 4.5 Compensation. Compensation, if any, for officers shall be approved by a majority of the Board of Directors at a properly called meeting and by a majority of the membership present at any regularly or specially called meeting.

Section 4.6 Vacancies. Vacancies for any office which occur between annual elections shall be filled by majority vote of the Board of Directors at any regular or special meeting of the Board of Directors which a quorum of two-thirds of the directors and officers are present; provided that the Nominating Committee shall present a list of member candidates to the Board of Directors at the regular meeting of the Board of Directors immediately preceding such election for any open

position, with no more than two (2) candidates for each open position. A member whose name is on this list shall have agreed to serve if elected.

ARTICLE V

Directors

Section 5.1 Board of Directors. The business of the DCDA shall be conducted by the Board of Directors. It shall exercise all corporate powers not otherwise delegated, subject only to such restrictions as may be made by the membership. It shall determine and pass upon matters of policy concerning the DCDA and may delegate the execution of the policies and business of the DCDA to any officer or officers or to any committee or committees. The Board of Directors shall set and retain control over membership dues and fees, if any. The Board may consider and express an official position on issues, whether political or not, which directly affect the Dilworth community if such issues are not to be decided by popular vote. The Board of Directors shall consider, debate, vote on, take a stand on, or express an opinion on an issue to be decided by popular vote only when a quorum of Directors eligible to vote are present at a regularly scheduled directors meeting. The Board shall not endorse any candidate or political party, nor make any contributions to a candidate or political party.

Section 5.2 Nominations, Election and Term. The DCDA shall have a board of eighteen directors, serving without compensation, who shall be members of the DCDA. At each annual meeting of the members, the DCDA shall elect six (6) directors who shall serve for three (3) years or until their successors are elected and qualified. In addition to the above directors, the elected officers shall also be directors ex officio. Directors other than ex officio directors shall be nominated and elected according to the procedures contained herein. New directors shall assume their duties January 1.

A. Nominations by Committee. The Nominating Committee shall meet prior to the meeting of the Board of Directors immediately preceding the annual membership meeting to recommend candidates for each open director position. At the meeting of the Board of Directors immediately preceding the annual membership meeting, the Nominating Committee shall present a list of member names to fill the open director positions of the DCDA, with no more than two (2) candidates for each position. A member whose name is on this list shall have agreed to serve if elected.

B. Additional Nominations. Additional nominations may be made by petition of fifteen (15) or more members and with the consent of the candidate. This petition must be filed with the chair of the Nominating Committee at least one (1) week prior to the scheduled election. There shall be no other means of making additional nominations.

C. Elections. The membership present shall vote on the nominated candidates at each annual membership meeting of the DCDA by printed ballot. Those persons who receive the highest number of votes at such annual meeting of the membership at which a quorum of the membership is present shall be deemed to have been elected. Each member entitled to vote at an election of directors shall have the right to cast the number of votes for as many persons as there are directors to be elected, provided that each member shall only be entitled to vote once for any candidate. For example, if at any annual meeting there are three (3) directors to be elected and

four candidates for such positions, then each member may vote for up to three different candidates, but may only vote for any one candidate once.

Section 5.3 Vacancies. Vacancies shall be filled by the Board of Directors for the unexpired terms of members who have resigned or have otherwise become disqualified to serve at any regular or special meeting of the Board of Directors which a quorum of the directors and officers are present; provided that the Nominating Committee shall present a list of member candidates to the Board of Directors at the regular meeting of the Board of Directors immediately preceding such election for any open position, with no more than two (2) candidates for each open position. A member whose name is on this list shall have agreed to serve if elected. Directors so appointed shall serve until the expiration of the original term of the office.

Section 5.4 Honorary Directors. The DCDA may also elect annually one or more Honorary Directors, who shall act with the Board of Directors in an advisory capacity, but shall have no vote nor receive any compensation.

Section 5.5 Meetings. The Board of Directors shall hold regular monthly meetings, at such time and place as the Board may establish. No monthly notice of such regularly scheduled meetings need be given to individual directors unless the Board shall decide otherwise. Special meetings, including Board of Director only meetings, may be held at any time on the call of the President or upon written request of ten directors, such request stating the purpose of the meeting and delivered to the President at least seven days prior to such meeting. Notice of such special meeting, stating the specific purpose for such meeting, shall be given to the officers and directors at least three days prior to such meeting time. The Board of Directors may establish Operations and Procedures regarding the agenda, and rules of conduct for meetings.

Section 5.6 Quorum. A quorum for any action by the Board of Directors shall be defined as two-thirds of the officers and directors currently holding office, specifically excluding recused officers or directors. If a quorum is present, action may be taken at any meeting of the Board of Directors by a majority vote of the officers and directors present. A quorum shall be determined at the time action of the board is requested.

Section 5.7 Alteration of Election Procedure. The Board of Directors may change the election procedure provided in these bylaws by the vote of at least two-thirds of the Board of Directors present at any regular or special meeting at which a quorum of the Board of Directors is present.

ARTICLE VI

Disqualification for Cause

Section 6.1 Removal. Any officer or director who fails to perform the duties of his or her office as hereinabove set forth may be removed from office.

Section 6.2 Removal for Non-Attendance. Any officer or director who fails to attend three (3) regularly scheduled meetings during his or her term may be removed from office by action of the Board.

Section 6.3 Removal Procedure. An officer or director may be removed from office by either

(a) majority vote of the Board of Directors at a regularly scheduled or specially called meeting at which a quorum of the directors and officers shall be present (a special meeting for this purpose shall be called upon the written request to the President by thirty-five (35) members of the DCDA), or (b), majority vote of the membership present in a specially called meeting at which at least of thirty-five (35) members of the DCDA are present in person (a special meeting for this purpose shall be called upon the written request to the President by thirty-five (35) members of the DCDA).

Section 6.4 Notice of Removal Action. The officer or director at issue shall be given at least ten (10) days written notice of such meeting and the specific facts to be presented. In any meeting at which a vote for removal is to be taken, the officer or director at issue shall have a full and adequate opportunity to present arguments, facts, and other information to support his position, and if not present, shall be informed in writing of the Board's actions.

ARTICLE VII

Membership Meetings

Section 7.1 Annual Meetings of Members. The annual membership meeting of the DCDA shall be held during the last two months of the calendar year (generally in December), on such date, hour, and place as designated by the Board of Directors, and upon at least ten (10) days notice thereof to the membership.

Section 7.2 Special Meetings of Members. Except as herein otherwise provided, special meeting of the membership may be called at any time by the Board of Directors or upon the written request to the President of twenty (20) members of the DCDA.

Section 7.3 Notice of Special Meetings of Members. The Secretary shall be instructed to call such special membership meetings by giving members five (5) days notice in advance thereof. No business shall be transacted at a special meeting other than that for which the meeting is called.

Section 7.4 Vote. At any membership meeting where the membership is to vote, each member present shall be entitled to one vote.. A majority of the members voting shall determine any question put before the membership.

Section 7.5 Quorum. at any annual or special meeting of the membership, the attendance of thirty (30) members in person shall constitute a quorum for the transaction of business.

ARTICLE VIII

Committees

Section 8.1 Special Committees. There shall be such special committees as shall be appointed by the President by virtue of powers hereinbefore enumerated. The special committees' powers, duties, and period of existence during his or her administration shall be fixed by the President. Such powers, duties, and existence shall continue until and unless the President shall otherwise direct. Each special committee chairman will report at monthly directors meetings unless the President shall otherwise direct.

Section 8.2 Standing Committees.

A. Executive Committee. There shall be a standing Executive Committee of the Board of Directors composed of the officers of the DCDA. The Executive Committee shall be chaired by the President and may meet independently of the Board of Directors.

B. Nominating Committee. There shall be a standing Nominating Committee composed of the Past President and two (2) additional members of the Board of Directors as appointed by the President. The Nominating Committee shall be chaired by the Past President and shall be responsible for nominating candidates for officers and directors of the DCDA pursuant to Articles IV and V hereof. The Nominating Committee shall solicit, from such sources as may be appropriate, the names of persons who might be qualified and available to serve as a director or officer of the DCDA, as vacancies occur by the expiration of terms of office or otherwise. Each member who is interested in filling any open officer or director position is encouraged to contact the Nominating Committee to express such interest. The recommendations of the Nominating Committee for the annual election of directors and officers shall be made and reported to the Board of Directors and the membership by the dates specified in these bylaws. No member of the Nominating Committee shall be nominated by the Nominating Committee as a candidate for any position as an officer. Recommendations for filling unexpired terms shall be made and reported to the Board of Directors in accordance with these bylaws.

ARTICLE IX Amendments

Section 9.1 Amendment by Members. These Bylaws or any part or section thereof may be altered, amended, or repealed by the vote of the majority of the members present at any annual meeting or special meeting called for this purpose.

Section 9.2 Amendment by Directors. The Board of Directors may amend, alter or repeal these bylaws by the vote of at least two-thirds of the Board of Directors present at any regular special meeting at which a quorum of the Board of Directors is present.

ARTICLE X Voting

Section 10.1 Proxy. No Vote by proxy will be allowed for any question, issue or candidate under any Article of these Bylaws.

Section 10.2 Written Ballots. The Board of Directors may establish rules for the distribution of written ballots for any questions, issues or elections by either the Board of Directors or the DCDA membership within Operations and Procedures.

Section 10.3 Electronic voting. The Board of Directors may discuss and vote on time sensitive issues by email, telephone conference or other electronic means. Such use must allow each Director to see or hear the discussion between members and comment, and votes must be

cast by name. The Board may make additional requirements within Operations and Procedures.

ARTICLE XI Conflicts of Interest and Confidentiality

Section 11.1 Recusal. A Board Member shall not participate in the Board's activities regarding any item before the Board in which they have any personal or material interest, and shall inform the Board immediately upon recognizing the conflict and state recusal. During the period of recusal a Board Member shall not present an issue, lobby the Board, or speak for or against an item before the Board. The Board may make additional requirements within Operations and Procedures.

Section 11.2 Confidentiality. Written and verbal communication between Board members, outside the open meetings of the DCDA, shall be treated as confidential, and not disseminated without the approval of the author. The Board may make additional requirements within Operations and Procedures.

ARTICLE XII Operations and Procedures

Section 12.1 Operations. The Board of Directors may establish procedural guidelines for activities of the Board, including but not limited to, meetings, voting procedures, announcement format and timing, and Committee operations. Such guidelines shall be publically available to the same extent as the ByLaws of the Organization.

ARTICLE XIII Indemnification

Section 13.1 Right to Indemnification. Any person who at any time serves or has served as a director or officer of the corporation, or who, while serving as a director or officer of the corporation, serves or has served, at the request of the corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or as a trustee or administrator under an employee benefit plan, shall have a right to be indemnified by the corporation to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, incurred by him or her in connection with any threatened, pending or completed civil, criminal, administrative, investigative or arbitative action, suit or proceeding (and any appeal therein), whether or not brought by or on behalf of the corporation, seeking to hold him or her liable by reason of the fact that he or she is or was acting in such capacity, and (b) reasonable payments made by him or her in satisfaction of any judgment, money decree, fine (including an excise tax assessed with respect to an employee benefit plan), penalty or settlement for which he or she may have become liable in any such action, suit or proceeding.

Section 13.2 Payment of Indemnification. The Board of Directors of the corporation shall take all such action as may be necessary and appropriate to authorize the corporation to pay the indemnification required by this bylaw, including, without limitation, making a determination

that indemnification is permissible in the circumstances and a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him or her. The Board of Directors may appoint a committee or special counsel to make such determination and evaluation. To the extent needed, the Board shall give notice to, and obtain approval by, the members of the corporation for any decision to indemnify.

Section 13.3 Binding and Non-Exclusive. Any person who at any time after the adoption of this bylaw serves or has served in the aforesaid capacity for or on behalf of the corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this bylaw.

ARTICLE XIV

Terminology

Whenever used herein, and as the context may require, the singular shall include the plural and the use of any gender shall be applicable to all genders.

Amended and restated effective January 1, 2006