

Bylaws
of
Keswick-Stornaway Area Neighborhood Association (KSANA)

Adopted by the Membership of the Association on August 1, 2020; Memphis, TN.

ARTICLE I – Name and Boundaries

The name of this voluntary nonprofit association will be Keswick-Stornaway Area Neighborhood Association, hereafter called the Association. The Association comprises Stout Road and all of the streets accessible from Stout Road between Kirby Parkway on the west, McVay Road on the east, Wytham Drive on the south, and Stornaway & Coves on the North; plus Moorquake, Langdale, and Wittenham Coves.

ARTICLE II – Purposes

The purposes of the Association will be the following:

- Section 1. To promote and protect the common interest of the property owners and residents of the Association.
- Section 2. To provide a forum for residents to exchange ideas and interests having a commonality to the residents of the Association.
- Section 3. To maintain, protect, and enhance the Association's area and to promote a sense of community pride and safety.
- Section 4. To represent the Association as a unified body in matters of concern to the residents.
- Section 5. To keep the residents informed of public and governmental issues and civic affairs that involve the Association.
- Section 6. To promote a safe and friendly neighborhood.

ARTICLE III – Policy

The Association may engage only in the raising of funds and dues for the maintenance of the Association and for the benefit of the neighborhood.

The Association will not endorse individuals for political office, but this will not prohibit the Association from adopting a position on issues that affect its purposes as stated above.

ARTICLE IV – Membership

Any household in the Association's area may be a member of this Association upon payment of dues.

ARTICLE V – Dues

The annual dues of the membership will be as specified by the Board of Directors and approved by the Association membership. Dues will be payable on or before August 1 of each year.

ARTICLE VI – Board of Directors and Responsibilities

Section 1. The Board of Directors will consist of nine members including the Officers, four Board Members elected at Large and ~~de~~ the immediate past President.

Officers of the Association include: President, Vice-President, Recording Secretary, and Treasurer.

Section 2. Duties of the Officers

A. The President of the Association will act as presiding officer at regular and special meetings and at meetings of the Board of Directors. The President will call a meeting of the Officers when necessary. The President will appoint committees and will serve as ex-officio member of all committees, ~~with the exception of~~ except for the Nominations Committee.

B. The Vice-President will serve as presiding officer in the absence of the President and will be responsible for all special programs and Neighborhood Activities.

C. The Recording Secretary will take and maintain minutes of the Board of Directors meetings, the general membership meetings, and other special meetings called by the President.

D. The Treasurer will receive all monies belonging to the Association, keep accurate records of all receipts and expenditures, and report to the Board of Directors and the general membership. At regular and special meetings, the Treasurer will have available a current record of all dues-paying members. ~~An audit will be conducted at the end of each fiscal year.~~

E. ~~Each elected officer will be authorized to sign checks. Any two officers will be required to sign checks for amounts over \$500.~~

Section 3. Duties of the Board of Directors

A. The Board of Directors will meet a minimum of ~~four~~four times a year and as often as necessary to conduct the affairs of the Association.

B. The Board of Directors will recommend any change in annual dues to the membership for approval before the final membership meeting of the fiscal year.

C. The Board of Directors will be responsible for approving all expenditures up to a maximum of \$~~1000~~500, unless previously authorized by the general membership of the Association. Any expenditures above \$~~1000~~500 must be authorized by the general membership of the Association. ~~, and the check must be signed by two officers.~~

D. Although the basic authority for management of the Association rests with the members, the Board of Directors will have the power to act for the membership between general meetings of the Association. Such transactions of the Board of Directors will be reported to the membership at the next general meeting.

~~E. Area Representatives will serve as liaisons between the general membership and the Officers of the Association.~~

~~E~~. Members of the Board of Directors will attend all meetings of the Board of Directors and the general membership of the Association.

Any Board member with an excess of three absences without valid reasons will be removed from his/her position.

~~G-F~~ The Board of Directors will be responsible for having an independent audit- financial review of the Associations Financials conducted at the end of each fiscal year. The results of the audit- financial review will be presented to the membership at the next general meeting.

ARTICLE VII – Nominations and Elections

Section 1. Nominating Committee

- A. At least thirty days prior to the election of Officers and ~~Area-Representations~~ Members at Large, the Board of Directors will appoint a Nominating Committee composed of three members of the Association.
- B. The Nominating Committee will select its chairman who will serve as the Elections Officer, with the remaining two members serving as Elections Officials. The Nominating Committee will prepare a slate of Officers and Board Members and Area Representatives to be presented to the membership of the Association.

Section 2. Election of Officers and Board Members and Area Representatives

- A. The election of Officers and Board and Area Representatives ~~will~~ Members will be held at the first membership meeting of the fiscal year.
- B. Each member present will be entitled to one vote.
- C. In addition to the slate presented by the Nominating Committee, nominations may be made by Association members from the floor. In this event, concurrence by a nominee would be required.
- D. Election will be by majority vote of the members present.-
- E. Officers and Board Members selected at large and Area-Representatives will serve a term of two years, unless re-elected.

F. All candidates for office must be members of the Association prior to the election.

Section 3. Vacancies

A. A vacancy of an Officer ~~or Board Member or an Area Representative~~ will be filled by a the Board of Directors majority vote of the Board of Directors until the next annual election.

B. An Officer ~~or Board Member or an Area Representative~~ appointed by the the Board of Directors Board to fill a vacancy will serve for the unexpired term of the predecessor in office.

ARTICLE VIII – Committees

Section 1. Key Standing Committees and associated responsibilities are defined as follows:

Membership: The Membership Committee will be responsible to promote membership in the Association.

Communications: The Communications Committee will be responsible for all correspondence including the KSANA web page; Social Media Programs and will serve as editor for a quarterly newsletter.

Safety & Security: The Safety & Security Committee will be responsible for interfacing with the Memphis Police and Fire departments on all matters of safety & security for the association.

Legislative: The Legislative Committee will be responsible for interfacing with the City and County Government agencies on all matters of local government for the association. This includes any communication with Codes and the Office of Planning and Development.

Section 2. Special Committees may be ~~established~~established, and their function assigned at the discretion of the President or the majority of the Total Board Members.

Section ~~3~~2. Special Committee members will be appointed by the President.

ARTICLE IX – Meetings

- Section 1. Meetings of the general membership of the Association will be held a minimum of ~~four~~three times in each fiscal year.
- Section 2. A quorum will consist of a majority of those members present.
- Section 3. On all matters of procedure not specifically indicated in these Bylaws, the official authority of procedure for transacting business of the Association and Board of Directors will be the latest edition of *Robert's Rules of Order*.

ARTICLE X – Amendments

- Section 1. A proposed amendment to these Bylaws will be initiated by any member of the Association through a written petition to the Board of Directors. The Board of Directors will make such proposed amendment known to the membership in writing at least five days before the Association meeting at which the proposed amendment is to be presented.
- Section 2. A proposed amendment will be voted on during a general membership meeting. Adoption will require a two-thirds majority vote of those members present.

ARTICLE XI – Disbursement of Assets

In the event the Association is abolished, all assets of the Association will be donated to a non-profit organization with a related purpose. The membership of the Association will determine by majority vote the organization that will receive the assets of the Association.