



SOUTHPARK ASSOCIATION OF NEIGHBORHOODS (SPAN)

Association Bylaws



AUGUST 23, 2017

FINAL

BYLAWS OF THE
SOUTHPARK ASSOCIATION OF NEIGHBORHOODS (SPAN)

ARTICLE I

NAME AND ADDRESS

This Association shall be known as the SouthPark Association of Neighborhoods (SPAN). The Official address of the Association shall be determined by the Board of Directors.

ARTICLE II

PURPOSE

Section 1: The SouthPark Association of Neighborhoods (SPAN) was created to provide a collective voice for the homeowner community surrounding the SouthPark business district (outcome of the ULI study). **We are the SPAN among our neighborhoods and stakeholders working together to enhance a vibrant SouthPark district.**

Section 2: The SPAN shall be an independent Association separate and apart from all other bodies, public and private, but may enter into contractual agreements with other entities for the purpose of advocacy and furthering the purpose of the area.

Section 3: The description of the SouthPark Association of Neighborhoods (SPAN) boundaries and SPAN recognized neighborhoods shall be determined at the discretion of the Board of Directors. [Exhibit A. Map]

Article III

Membership

Section 1: The eligible members of the Association consists of Neighborhoods as outlined by the boundaries identified in Exhibit A (Map). Members shall include both SouthPark Homeowner Association's (HOAs) within Exhibit A representing and including Single family residential; Town Homes; Condo owners, and South Park non-HOA representative(s) of each neighborhood that has a consolidated directory with communication facilities to at least 50% of the neighborhood.

Section 2: Rules governing membership - All members shall be governed by the following rules:

- A. Individuals who represent a neighborhood are chosen two ways:
 - If a neighborhood has an Association (HOA) the Association board would select the representative(s) or
 - If a neighborhood does not have an Association, representatives can choose to represent their neighborhood provided the membership requirements in Section 1 above are fulfilled.
- B. Members of this organization shall be arranged into four (4) Regions adjacent to the SouthPark commercial district as identified in Exhibit A and designated as follows:
 - North
 - South
 - East
 - Southwest
- C. Application for membership - All requests for membership shall be accompanied with the proper amount of dues, based on the category of membership applied for. See Exhibit B.
- D. Rules governing dues structure and payment procedures shall be determined by the Board.
- E. The Board reserves the right to vote to accept or reject any application made for membership.

Section 3: Revocation of membership - Any member whose conduct, in the opinion of the Board of Directors, shall be constructed as prejudicial to the welfare, interest or character of this Association may be suspended, requested to resign or expelled from membership by two-thirds vote of the Board of Directors after the member shall have been heard or an opportunity given to make a written defense.

Article IV

Board of Directors

Section 1: Officers: The Board shall have at least five Officers as follows: 1) Chairman; 2) Vice Chair; 3) Vice Chair of Communication; 4) Secretary; and 5) Treasurer which shall each serve terms of two years.

Section 2: Directors: The Board shall also have at least four (4) Members (each a director), one representative from each Region which shall serve three year staggered terms with an election held each year.

Section 3: Vacancy: The Board shall temporarily fill vacancies on the Board, by a majority vote, until the next election. At the next election meeting, the temporary Board member can run as an incumbent for a full term of office

Section 4: Powers: Subject to limitations imposed by law or contained in the Articles of Incorporation or these Bylaws, the activities and affairs of the Association shall be conducted and all corporate powers shall be exercised by or under the ultimate direction of the Board of Directors.

Section 5: Removal: Any Director may be removed if such removal is approved by a super- majority of the directors then in office. Any Director who is absent from three (3) consecutive meetings, without an

acceptable excuse, may be removed from the Board of Directors.

Section 6: Resignation: Any Director may resign by giving notice to the Chair of the Board or the Secretary of the Association. The resignation of a Director shall be effective when such notice is given unless the notice specifies a later time. The resignation shall be effective regardless of whether it is accepted by the Association.

Section 7: Board Compensation: Directors shall not receive any compensation for their services as such, but by resolution of the Board of Directors provision may be made for the payment of their expenses related to programmatic expenses that may be incurred.

Section 8: Executive Committee: The Executive Committee shall be comprised of the five Officers of the Association. The Executive Committee may act for the Association between Board meetings.

Article V

Officers

Section 1: The Chair shall call all meetings of the Association and the Board of Directors and shall preside at such meetings and shall act as ex-officio member of all committees. The Chair shall appoint the members of such committees as he/she determines to be necessary to carry out the objectives of the Association.

Section 2: The Vice Chair shall act in the absence of the Chairman and preside over meetings of the Association and the Board of Directors.

Section 3: The Vice Chair of Communications shall be responsible for coordinating communications internally and externally and shall be present at all meetings of the Board of Directors.

Section 4: The Treasurer shall be responsible for all funds of the association including income and disbursements and proper record keeping as approved by the Board of Directors. At the close of each fiscal year, the Treasurer shall be responsible for the preparation of a complete financial report which shall be submitted to the Board of Directors.

Section 5: The Secretary shall be responsible for all records of the Association including a current roster of all members of the Association and a current list of the Board of Directors and minutes of the Association. Such records shall be kept in the official address of the Association and a copy shall be kept in the possession of the Secretary and turned over intact by him/her to his successor at the close of his/her term in office.

Section 6: The Board Director Members shall attend all scheduled Board and Association meetings in accordance with notice. Each shall function as a Board liaison to the Association representing their particular Region and perform other duties as necessary to fulfill the purpose of the Association or that are assigned by the Board.

Article VI

Committees

Section 1: From time to time, the Association shall appoint committees to complete assigned tasks or projects. Each committee shall consist of not less than three (3) members, and shall have as chairperson a member of the Board of Directors of the Association who shall be responsible for directing the affairs of the committee. The terms of the committee shall be determined by the Chairman. Committees may also include individuals who may not be members of the Board but only at the discretion of the committee chairperson.

Section 2: Minutes. Each committee shall keep regular minutes of its proceedings and report the same to the Board when required

Article VII

Meetings of the Board of Directors

Section 1: The meetings of the Board of Directors shall be held at the principal office of the Association or any place within the state of North Carolina, U.S.A. that the Board may from time to time designate.

Section 2: The Board of Directors shall meet at least three (3) times annually. A majority of the members of the Board shall constitute a quorum. Written notice 7 days before the date of the meeting shall be given to all.

Section 3: Annual Meeting: The annual meeting of the Board of Directors shall be held on or around the third Monday in October of each year. If the date of such meeting should fall on a Federal holiday, then the annual meeting shall be held on the next business day which is not a Federal holiday. The purpose of the annual meeting shall be the election of Directors and officers of the Association and the transaction of such other business as may be properly brought before the meeting. Notice of the date, place and time of the annual meeting shall be given by the Chairman or Secretary 30 days prior as provided herein.

Section 4: Special Meetings: Upon request of four (4) or more of the members of the Board of Directors, the Chairman shall call a special meeting of the Board of Directors at such time and place as shall be acceptable to the majority of the Directors.

Section 5: Proxies: A Board Director or Officer may appoint one or more proxies to vote.

Section 6: Manner of Acting: Except as otherwise provided by law or in these Bylaws, with respect to any matter which the full Board of Directors has the authority to act upon, if a quorum is present when a vote is taken, the affirmative act of a majority of the Directors present is the act of the Board of Directors. Certain matters, as provided herein in these Bylaws or in the Articles of Incorporation of the Association or as otherwise required by applicable law, may require the action of less than the full Board of Directors.

Article VIII

Dissolution

Section 1: Upon dissolution of the Association, the residual assets of the Association, if any shall be distributed to a private, nonprofit corporation which is an exempt organization as described in Section 501(C) 4 of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, selection of which may be designated prior to dissolution.

Article IX

Parliamentary Authority

Robert's Rules of Order Newly Revised shall govern the parliamentary procedure of the Association. All Votes by the Board of Directors except for changes to the bylaws may be done electronically via e-mail or by other similar device in accordance with North Carolina laws.

Article X

General Provisions

Section 1: The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Association.

Section 2: The approved budget may be reviewed and revised periodically as deemed necessary by the Board of Directors.

Section 3: The fiscal year of the program shall begin on the first day of July and end on the last day of June in each year.

Section 4: Annual Review: The Association's financial records shall be reviewed annually by the Board of Directors or a committee designated by the Board.

Section 5: Contracts: The Board of Directors has the authority to enter into contracts on behalf of the Association. Contracts may only be signed by two of the following: Chair; Vice Chair; Treasurer, or Secretary.

Section 6: Checks: The Treasurer will authorize for the Association to remit payment of all approved invoices. Checks may be signed by one of the officers, but written approval must be granted via electronic mail by another officer specifying the date, amount, and purpose of the check written.

Section 7: Financial Statements: Financial Statements will be prepared accordingly and will be reviewed on an annual basis at the Board of Directors meeting.

Section 8: Loans: No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a unanimous resolution of the Board of Directors. Such authority may be general or confined to specific instance.

Section 9: Effectiveness: These Bylaws shall be effective upon the date set forth in the authorizing resolutions of the Board of Directors of the Association or, if no date is set forth in such resolutions, upon the date of their adoption by the Board of Directors of the Association.

Section 10: Insurance: The Association may purchase and maintain insurance on behalf of those persons who are entitled to indemnification under Article XIV. Any full or partial payment made by an insurance company under an insurance policy covering any indemnified person made to or on behalf of a person entitled to indemnification shall relieve the Association of its liability for indemnification provided for in Article XIV or otherwise to the extent of such payment, and no insurer shall have a right of subrogation against the Association with respect to such payment.

Section 11: The Association shall only engage in activities that are within the purview of Section 501(C) 4 of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law. No part of the net earnings of the Association shall inure to the benefit of any of its members or any other individual. The Association shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

Article XI

IRS Restrictions

The Association shall not have capital stock and no stock or share shall be issued. No Director or Officer shall at any time be considered to be the owner of any of the assets, property or income of the Association, nor shall he, by distribution, liquidation, dissolution or in any other manner, be entitled to receive any of said assets, property or income, all of which shall be devoted exclusively and forever to the purposes of the Association or disposed of as hereinafter provided. The Association is not organized and shall not operate for profit, and no part of its net earnings shall inure or may lawfully inure to the benefit of any private shareholder, director, officer, or individual. The above provisions, however, shall not prevent the payment of reasonable compensation to any person, organization, firm, or corporation for service rendered to this Association. The Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate/party for public office.

The Association shall distribute its income for each taxable year at such time and in such manner as not to subject the Association to the tax provided by Section 4942 of the Internal Revenue Code of 1954 as amended. The Association shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1954 as amended, shall not retain any excess business holdings as defined in Section 4943 (c) of said Code, shall not make any investments in such manner as to subject the Association to tax under Section 4944 of said Code and shall not make any taxable expenditures as defined in Section 4945 (d) of said Code. The references issued herein to the Internal Revenue Code of 1954, as amended, shall include the regulations issued thereunder and the corresponding provisions of subsequent United States

Article XII

Amendments

The Board of Directors shall have the power to alter, amend, or repeal the Bylaws or adopt new bylaws by a two-thirds vote of the Directors present at any duly called meeting with a proper quorum of the Board, provided that no such action shall be taken if it would in any way adversely affect the Association's qualifications under Section 501(C) 4 of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law.

Article XIII

Limitation of Director's Personal Liability

No Director of the Association shall have personal liability arising out of an action whether by or in the right of the corporation or otherwise for monetary damages for breach of any duty as a director; provided, however, that the foregoing shall not limit or eliminate the personal liability of a director with respect to (i) acts or omissions that such Director at the time of such breach knew or believed were clearly in conflict with the best interests of the Association: (ii) any liability under section 55-8-33 of the North Carolina

General Statutes or any successor provision, or (iii) any transaction from which such Director derived an improper personal benefit.

Furthermore, notwithstanding the foregoing provision, in the event that Section 55-2-02 or any other provision of the North Carolina General Statutes is amended or enacted to permit further limitation or elimination of the personal liability of a director, the personal liability of the Associations' directors shall be limited or eliminated to the fullest extent permitted by the applicable law.

This Article shall not affect any other provision permitted under the North Carolina General Statutes and the Articles of Incorporation, Bylaws, or contract or resolution of the Association indemnifying or agreeing to indemnify a Director against personal liability. Any repeal or modification of this Article shall not adversely affect any limitation hereunder on the personal liability of a Director with respect to acts or omissions occurring prior to such repeal or modification.

Article XIV

Indemnification

Any person who at any time serves or has served as a Director of the Association shall have a right to be indemnified by the Association to the fullest extent permitted by law against reasonable expenses, including attorney's fees, incurred by him or her in connection with any threatened, pending or completed civil, criminal, administrative, investigative or arbitrative 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 in satisfaction of any judgment, money decree, fine penalty or settlement for which he or she may have become liable in any such action, suit or proceeding.

The Board of Directors of the Association shall take all such action as may be necessary and appropriate to authorize the Association 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 to him or her. The Board of Directors may appoint a committee or special counsel to make such determination by the Board of Director that there are sufficient funds of the Association for such indemnification.

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 Association 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.

Adopted this the ___ day of _____, 2017 A.D.

Chair

Secretary

