

BY-LAWS OF THE RICHLAND-WEST END NEIGHBORHOOD ASSOCIATION, INC.

ARTICLE I – IDENTIFICATION

Section 1. Name. The name of the corporation is the Richland-West End Neighborhood Association.

Section 2. Purpose. The purpose and goals of the Richland-West End Neighborhood Association, Inc., are:

- To preserve and promote the quality of residential life in the Richland-West End area.
- To foster the growth of a neighborhood identity and community spirit.
- To advocate the preservation of the Richland-West End area as a historic residential neighborhood free from the encroachment of industrial, commercial, institutional and other developments.
- To encourage the enforcement and maintenance of zoning ordinances protective of the residential community.
- To encourage the delivery of services to the residents of the area by the Metropolitan Government of Nashville-Davidson County, State of Tennessee, and the United States of America.
- To assist the residents of the Richland-West End area in the maintenance of the homes in the area.

Section 3. Neighborhood Boundaries. The Richland-West End Neighborhood is that sector of Nashville, Davidson County, Tennessee bounded on the south by the northside of West End Avenue, on the east by Park Circle, on the north by the southside of Murphy Road and the L & N Railroad right-of-way, and on the west by Wilson Boulevard. The boundaries of the neighborhood may be changed from time to time by action of the Board of Directors.

Section 4. Principal Office and Registered Agent. The principal office of the Corporation shall be at such place within the Richland-West End Neighborhood Nashville, Tennessee as may be designated by the Board of Directors. The name of the registered agent shall be designated by the Board of Directors and may be changed from time to time by action of the Board of Directors.

ARTICLE II – MEMBERSHIP

Section 1. Regular Membership. Any natural, adult person who

(a) Maintains his or her principal place of residence within the boundaries of the Richland-West End Neighborhood, as previously defined, and who owns said residences (as evidenced by the records of the Registrar of Deeds, Davidson County, Tennessee), or

(b) Rents or leases a room, apartment or house within the boundaries of the Richland-West End Neighborhood and who has done so for a continuous period of four (4) years or more prior to the date of his or her application for membership, shall be eligible for membership in the Richland-West End Neighborhood Association (hereinafter called the “Association”).

Section 2. Institutional Membership. All not for profit corporations or other noncommercial institutions which have physical plants or other offices or structures located within the boundaries of the Richland-West End Neighborhood are eligible for institutional membership in the Association.

Institutional membership in the Association entitles the applying institution by designation of a named representative to act on its behalf to exercise all rights of regular membership by and through its named representative. Such rights shall include, but shall not be limited to, the right to vote as a regular member and the right to membership on the Board of Directors.

Section 3. Dues. The payment of membership dues may be required by the Board of Directors and members in default of payment of dues may be expelled or suspended by action of the Board of Directors.

Section 4. Application for and Determination of Membership. Application for membership shall be by either appearing at a regular or special meeting of the Association and informing the Secretary or other officer of the Association of the Applicant’s intention to be listed as a member of the Association or by otherwise informing the Secretary or other officer of the Association of the applicant’s intention to be a member, by meeting the membership requirements listed in these By-Laws and by the payment of annual dues, if any.

Any question as to the eligibility of any applicant for membership shall be determined by a five person committee of the Board of Directors who shall be named by the President.

If a question of eligibility arises at an annual or special meeting of the members of the Association, the applicant or member shall be allowed to vote by secret, paper ballot, which ballot shall be counted or destroyed following the determination of the Committee that the applicant or member is not or does not continue to be or is or continues to be eligible for membership.

A list of the current members of the Association shall be maintained by the Secretary of the Association and shall be available for inspection by any member.

ARTICLE III -- MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members shall be held in November of each year for the purpose of electing directors and for the transaction of such other business as may come before the meeting. The day for the annual meeting shall be set by the Board of Directors. The annual meeting shall be held within the Neighborhood at a place determined by the Board of Directors.

Section 2. Special Meetings. Special meetings of the members may be called by the President, by action of the Board of Directors, or by not less than one-fifth of the members.

Section 3. Notice of Meetings. Written notice stating the place, day, and hour of any meeting of members shall be given to each member. If such notice is delivered personally, then the notice shall be delivered not less than 5 days nor more than 60 days before the date of such meeting, or if such notice is mailed to the member, then the notice shall be placed in the United States mail not less than ten (10) days nor more than sixty (60) days before the date of such meeting.

Section 4. Quorum. Twenty-five members shall constitute a quorum. If a quorum is not present, a majority of those members present may adjourn the meeting from time to time without further notice.

Section 5. Proxies. No member shall vote by proxy at any meeting.

ARTICLE IV -- BOARD OF DIRECTORS

Section 1. Authority. The activities, affairs, business and property of the corporation shall be controlled, governed, managed and supervised by the Board of Directors. The Board of Directors shall determine the policies of the corporation and shall actively prosecute the corporate purposes and goals. The Board of Directors shall have absolute discretion in the disbursement of its funds and management of its property for the purposes set out in its charter.

Section 2. Elections. The Board of Directors shall be elected at the annual meeting of the members to serve from January 1 to December 31 of the year, however, not less than thirty (30) days prior thereto the President shall appoint a nominating committee which shall in term publish not less than seven (7) days prior to the annual meeting a slate of the nominees. Additional nominations shall be allowed upon duly seconded motion at the annual meeting.

Section 3. Number, Tenure and Qualification. The number of directors shall not exceed thirty (30) in number. Each director shall hold office from January 1 to December 31 of the year following his or her election or until his successor shall have been elected. Any director may succeed himself or herself in office.

Section 4. Designation of Alternate by Board Member. Each director shall have the privilege of naming an alternate to serve in his or her absence at meetings of the Board of Directors. Such alternate must be a member in good standing in the Association. Such alternate must be named by the director prior to the meeting which the director will not attend. The name of all designated alternates shall be maintained by the Secretary.

Section 5. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than these By-Laws, immediately following the annual meeting of members at which time the Board shall elect the officers of the corporation. The Board of Directors may provide for the holding of additional regular meetings of the Board without other notice to the members of the Association.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called by the President or any three (3) directors.

Section 7. Notice. Notice of any special meeting of the Board of Directors shall be given at least five (5) days prior thereto either orally or in writing to each director.

Section 8. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business but if less than a majority of the directors are present, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 9. Action of the Board. The act of the majority of the directors present at a meeting at which a quorum is present shall be the official act of the Board of Directors.

Section 10. Vacancies. Any vacancy occurring on the Board of Directors shall be filled by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 11. Ex Officio Board Members. All past chairmen or presidents of the Association shall be ex officio Board members for no more than 5 years following their terms of office but nothing in this Section shall prohibit them from serving as regular members of the Board or from again serving as an officer of the Association.

ARTICLE V – OFFICERS

Section 1. Officers. The officers of the corporation shall be a President, Vice-President, Secretary and a Treasurer.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors from its members. New offices may be created and filled at any regular or special meeting of the Board of Directors. Each officer shall hold office from January 1 to December 31 or until his successor is elected.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgement the best interest of the corporation would be served thereby.

Section 4. Vacancies. Any vacancy in office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the corporation and shall in general supervise and control all the business and affairs of the corporation. He or she shall preside at all meetings of the members and of the Board of Directors.

Section 6. Vice-President. The Vice-President shall be and serve as the principal executive officer of the corporation in the absence of the President and shall have the authority and power to carry out all the duties of the President when acting in his or her absence.

The Vice-President shall also preside and coordinate all fund raising activities of the Association, including, but not limited to, the Annual Tour of Homes and the Annual Flea Market.

Section 7. Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws; be custodian of the corporate records and keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 8. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety, or sureties as the Board of Directors shall determine. He shall have charge and custody and be responsible for all funds of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation as the Board of Directors may from time to time determine and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

ARTICLE VI -- BOOKS, RECORDS & CONTRACTS

Section 1. Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and Board of Directors, and shall keep at the principal office or residence of the Secretary, a record giving the names and addresses of all members. All books and records of the corporation may be inspected by any member at any reasonable time.

Section 2. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the corporation, and such authority may be general or confined to specific instances.

ARTICLE VII -- FISCAL YEAR

Section 1. Fiscal Year. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year.

ARTICLE VIII -- AMENDMENTS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by the Board of Directors at the second regular or special meeting of the Board after the proposal has been placed before the Board of Directors.