

BYLAWS
Briarwood Area Neighborhood Association
As adopted September 13, 2014

Article I: The Association

Founded in the fall of 1997, this organization is officially known as the Briarwood Area Neighborhood Association [hereinafter known as BANA] and includes the area in the city of Little Rock, Arkansas bounded on the north by West Markham Street, on the south by Interstate-630, on the east by University Avenue and on the west by Cunningham Lake Road. The association offices shall be maintained within that area.

Article II: The Purpose

Section 1: The Purposes of BANA:

- a. To promote quality residential life within BANA neighborhoods;
- b. To promote friendly neighbor relations among BANA residents;
- c. To encourage a high level of security within the BANA area;
- d. To work with area schools to promote quality educational services for BANA residents;
- e. To work with Little Rock, Pulaski County, and State governments as needed for the benefit of all residents within BANA.

Section 2: The organization is organized **exclusively for the charitable or educational purposes** within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding Section of any future Federal Tax Code (hereinafter Internal Revenue Code).

ARTICLE III: BASIC POLICIES

The following are basic policies of the Briarwood Area Neighborhood Association:

- 1) The organization shall be noncommercial, nonsectarian and nonpartisan.
- 2) No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, officers or other private persons except that the association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.
- 3) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

- 4) Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, (ii) or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
- 5) Upon the dissolution of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to one or more non-profit funds, foundations, or organizations which have established their tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

Article IV: Membership

Section 1: All residents of the BANA area in attendance at the biannual General Business Meeting are considered to be voting members of the organization.

Section 2: Voluntary membership dues are **\$25.00** per **household**, and **\$100.00** for **business memberships** per **calendar year**.

Section 3: Dues are payable yearly and are effective for 12 months from date of payment.

Section 4: Only members who have paid dues for the current membership year of this Association shall be eligible to serve as an association officer or a chair of a standing committee.

Section 5: Membership in BANA shall be made available in accordance with all State and Federal non-discrimination laws.

Article V: Officers

Section 1: The officers of this organization shall be: 1) President, 2) Vice-President, 3) Secretary, and 4) Treasurer.

Section 2: An officer may be removed by 2/3 vote at a General Membership meeting.

Section 3: BANA Board shall keep an operation procedures book available for public review.

Article VI: Election and Replacement of Officer[s] & Directors

Section 1: To be eligible to be elected an officer of the association, a person must:

- a. Be a BANA resident;
- b. Be a dues-paying member;
- c. Be able and willing to communicate regularly by email;
- d. Be able and willing to meet with the Board on a regular basis.

- Section 2: Any dues paying member of BANA may nominate any BANA member who is interested and willing to become an officer.
- Section 3: All nominations must be accepted prior to vote.
- Section 4: Officers shall be elected at the Fall General Membership Meeting by the general membership in attendance.
- Section 5: Officers shall assume their official duties immediately following the General Membership Meeting in which they were elected.
- Section 6: The term of office for officers shall **extend from the fall General Membership meeting until the following fall General Membership meeting.**
- Section 7: The term of office for Directors shall be **three (3) years.**
- Section 8: There shall be 3 Director Positions, whose terms shall be staggered.
- Section 9: Directors may not simultaneously hold the position of Director and hold an office.
- Section 10: In case of a vacancy:
- a. An officer or director vacating their position between the fall and spring meetings shall be replaced by an election for a new Officer or Director for the un-expired term at the spring General Membership Meeting, or
 - b. If the vacancy occurs between the spring meeting and fall meeting, the President can appoint a replacement for that Officer or Director from the dues-paying membership of BANA to fill the un-expired term.

Article VIII: Standing Committees

- Section 1: Committee Chairs shall be dues-paying members and shall be appointed by the BANA Board of Directors.
- Section 2: Standing Committee Chairs shall also be considered voting members of the Board.

Article IX: Board of Directors

- Section 1: BANA shall have a Board of Directors consisting of its Officers, Directors, and Committee Chairs.
- Section 2: The duties of the Board of Directors shall include, but not be limited to:

- a. To transact necessary business in the intervals between association meetings and such other business as may be referred to it by the association;
- b. To create standing and special committees;
- c. To present a report at the regular meetings of the association;
- d. To select an auditor or an auditing committee to audit the treasurer's accounts;
- e. To prepare and submit to the association for adoption a budget for the year; and
- f. To approve routine bills, within the limits of the budget.

Section 3: Meetings

- a. Regular meetings of the Board shall be held during the year, the time to be fixed by the Board at its first meeting of the year.
- b. Special meetings of the Board may be called by the president or by a majority of the members of the Board.

Section 4: Quorum

- a. A majority of the Board in attendance shall constitute a quorum at Board meetings.

Article X: Operations of the Association

Section 1: Regular General Membership Meetings shall be held twice a year:

- a. Once in spring and once in fall.
- b. A majority of those in attendance will constitute a quorum at the biannual General Membership Meetings.

Section 2: Plan and hold neighborhood activities;

Section 3: Implementation and maintenance of a Neighborhood Watch program;

Section 4: Publish and distribute "Briar Patch" Newsletter;

Section 5: Encourage and enable neighborhood beautification projects;

Section 6: Other activities as deemed appropriate by the Board of Directors, or as outlined within the Operating Procedures.

Article XI: Fiscal Operation

Section 1: The fiscal year of the association shall be from January 1st to December 31st.

Section 2: Funds shall be deposited in an account approved by the BANA Board of Directors.

Section 3: All checks must have at least two signatures; preferably the Treasurer will be the first signature.

Section 4: There shall be at least 4 Board members on the checking account signature card at all times.

Section 5: The signature card must be updated and returned to the bank by the end of the fiscal year each year with the new signatures.

Section 6: A financial report shall be provided at each Board meeting.

ARTICLE XII: Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order shall govern BANA during all meetings.

Article XIII: Amending the Bylaws

Section 1: The bylaws can be amended at any General Membership meeting with notification provided to BANA residents not less than 30 days in advance of the meeting.

Section 2: A majority vote of the general membership in attendance shall be necessary to approve any change to these bylaws.