

# BYLAWS

## HISTORIC GERMANTOWN, NASHVILLE, INC.

### ARTICLE I Identification

Section 1. The name shall be the Historic Germantown, Nashville, Inc. (herein referred to as the Corporation.)

Section 2. The Germantown neighborhood is that sector of Nashville, Davidson County, Tennessee bounded on the south by Jefferson Street, on the east by Third Avenue North, on the west by Eighth Avenue North, and on the north by Hume Street. The boundaries of the neighborhood may be changed from time to time by action of the Board of Directors.

Section 3. The principal office of the Corporation shall be at such place within the Germantown neighborhood, Nashville, Tennessee as may be designated by the Board of Directors.

### ARTICLE II Purposes of the Corporation

Section 1. Historic Germantown, Nashville, is a volunteer-based organization organized to serve its residents, businesses and institutions by:

- A. The preservation of the historic architecture and urban character of the Germantown area.
- B. The promotion of social and economic diversity.
- C. The control of future development.
- D. The fostering of a strong sense of community to improve the neighborhood's quality of life.

Section 2. To accomplish such other purposes as may be approved by the membership of this Corporation acting in an annual meeting or called meeting by the Board of Directors.

### ARTICLE III Membership

Section 1. Membership in the Corporation shall be open to all residents, property owners and business owners within the boundaries of Historic Germantown. No person shall be denied membership in the Corporation because of consideration of race, religious belief, color, gender, age, sexual orientation, national origin, economic status or disability.

Section 2. Members of the Corporation present at any membership meeting shall be entitled to one (1) vote on each matter submitted to a vote of the membership.

Section 3. Any individual or organization interested in supporting the purposes of the Corporation is eligible for Associate Membership upon filing an application in such form as the Board of Directors may prescribe and payment of a membership fee as the Board of Directors may prescribe. Such membership shall carry with it all privileges except those of voting and holding office in the Corporation.

Section 4. All persons, seeking membership in the Corporation shall file an application for membership in such form as the Board of Directors may prescribe and payment of a membership fee as the Board of Directors may prescribe. Individuals, as defined in Section 1 above, who are sixty-five (65) years of age are exempt from membership dues. Eligible persons who have complied with the requirements as set forth in this shall constitute the voting membership.

Section 5. The membership list and information gathered by the Corporation is to be used solely for conducting Corporation business. This information is not to be released or sold to individuals or organizations for other uses.

**ARTICLE IV**  
**Membership Meetings**

**Section 1.** 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 annual meeting shall be held within the neighborhood at a place and date determined by the Board of Directors.

**Section 2.** Regular or special meetings of the members may be called by the President, by action of the Board of Directors, or by written request of not less than one-fifth of the voting members.

**Section 3.** Written notice stating the place, day and hour of any meeting of the members shall be delivered to each member not less than ten (10) days before the date of such meeting.

**Section 4.** A majority of those members present at any meeting shall constitute a quorum.

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

**ARTICLE V**  
**Board of Directors**

**Section 1.** The activities, affairs, business and property of the Corporation shall be governed by the Board of Directors. The Board of Directors shall determine policies of the Corporation. The Board of Directors shall have absolute discretion in the disbursement of its funds and management of its assets for the purposes set out in the Bylaws.

**Section 2.** The Board of Directors shall be elected at the Annual Meeting of the members and shall take office January 1.

**Section 3.** It shall be the duty of the Immediate Past President to serve as chairman of the Nominating Committee. If the Immediate Past President is unable or unwilling to serve for some reason, then the Board of Directors shall select a Chairman of the Nominating Committee from the membership of the Board of Directors.

**Section 4.** The Board of Directors, not less than thirty (30) days prior to the annual meeting, shall appoint no fewer than two (2) and no more than four (4) additional members of the Corporation to serve on the Nominating Committee.

**Section 5.** It shall be the duty of the Nominating Committee to submit at least one (1) nomination for each vacancy on the Board of Directors. Nominations may also be made by any member of the Corporation at the annual meeting.

**Section 6.** The Nominating Committee shall publish not less than ten (10) days prior to the Annual Meeting, a slate of nominees.

**Section 7.** The Board of Directors shall consist of seven (7) Directors. All terms for Directors shall be two (2) years. No Director may serve more than two (2) consecutive two-year terms or four (4) consecutive years. Staggered terms shall be observed so that the two-year term for half of the Directors expires each year.

**Section 8.** The Board of Directors shall hold one (1) regular meeting per month on the same designated day of the month (e.g. second Monday). A schedule of these meetings, including time and place, shall be published and copies distributed on or before January 31. Any changes in this regular schedule shall be published and distributed within ten (10) days of said meeting.

**Section 9.** Special meetings of the Board of Directors may be called by the President or any four (4) Directors.

**Section 10.** Notice of any special meeting of the Board of Directors shall be given at least one (1) day prior thereto either orally or in writing to each Director.

**Section 11.** A majority of the Board of Directors shall constitute a quorum for the transaction of business.

**Section 12.** 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 13.** A member of the Board of Directors may resign by submitting a written resignation to the President. The resignation shall become effective upon acceptance by the Board of Directors.

**Section 14.** 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/her predecessor in office.

**Section 15.** The Board of Directors shall submit a written annual report to the membership.

**Section 16.** Three (3) unexcused absences from Board meetings shall be considered cause for removal from the Board of Directors. Removal requires a majority vote of the Board.

#### **ARTICLE VI Officers**

**Section 1.** The officers of the Corporation shall be the President, Vice President, Secretary and Treasurer.

**Section 2.** The officers of the Corporation shall be elected annually from the Directors by the Board of Directors at their first meeting (in January). Each officer shall hold office for a one (1) year term.

**Section 3.** Any officer elected or appointed by the Board of Directors may be removed from the Board of Directors whenever, in its judgement, the best interest of the Corporation would be served thereby, but such removal shall be undertaken only in the most extreme situations.

**Section 4. President.** The President shall be the Chairman of the Board and shall direct and represent the Corporation in all business. He/She shall preside at all meetings of the members and Board of Directors. The outgoing President may serve in an ex-officio capacity for the year following his/her term as President.

**Section 5. Vice President.** The Vice President shall execute the duties of the President in the President's absence or in the event of his/her inability or refusal to act.

**Section 6. Secretary.** The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors; see that all notices are duly given in accordance with the provisions of these Bylaws; be custodian of the records; maintain a list of voting members and their addresses; provide that all minutes of meetings as well as the membership list be available to the membership at a designated place; 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/her by the President or by the Board of Directors.

**Section 8. Treasurer.** The Treasurer shall have custody of all of the funds of the Corporation; shall keep a full and accurate account of receipts and expenditures; and shall make disbursements as authorized by the Corporation's Board of Directors. The Treasurer shall present a monthly itemized statement to the Board and an annual account of the year's receipts and expenditures.

#### **ARTICLE VII Committees, Task Forces and Employees**

**Section 1.** The Board of Directors shall establish such committees or task forces, and employ and engage such personnel as, in its judgement, will best promote the purposes of the Corporation.

#### **ARTICLE VIII Records and Contracts**

**Section 1.** 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. The Corporation shall keep at the principal office or residence of the Secretary a record giving names and addresses to all members.

**Section 2.** The Corporation's financial records shall be open at all times for examination or audit as the Board shall order.

**Section 3.** The Board of Directors may authorize any officer(s) or agent(s) to enter into any contract or execute any instruments in the name of the Corporation, and such authority may be general or confined to specific causes.

**ARTICLE IX**  
**Fiscal Year Finances**

**Section 1.** The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December each year.

**Section 2.** This Corporation is formed and will operate as a non-profit organization within the meaning of Section 501(c)(3) of the Internal Revenue Code

**Section 3.** The Board of Directors shall adopt a budget by the end of the current fiscal year describing the planned expenditures and projected income for the succeeding fiscal year.

**Section 4.** All funds of the Corporation shall be deposited promptly to the credit of the Corporation in such banks, trust companies, and other depositories as the Board of Directors may select.

**Section 5.** All checks, drafts for orders for payment of money, notes or other evidence of indebtedness issued in the name of the Corporation in excess of \$500 shall require two (2) signatures comprised of the President and the Treasurer. The Treasurer shall be empowered to be the sole signature on all checks of \$500 or less.

**Section 6.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or device for the general purposes or for any special purpose of the Corporation.

**Section 7.** The Corporation may be dissolved by a two-thirds (2/3) vote of the membership. In the event of dissolution of the Corporation, its assets after payment of all indebtedness, obligations and cost of dissolution shall be distributed by action of the Board for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE X**  
**Amendments**

**Section 1.** These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds (2/3) majority of the members present at any regular or special meeting, if written notice and proposed changes are circulated to the membership at least ten (10) days prior to such meeting.

**ARTICLE IX**  
**Rules of Order**

**Section 1.** Matters not covered herein shall be covered by Roberts Rules of Order (newly revised) for small groups.

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**Adopted March 14, 1990**  
*Amended November 13, 1995*  
*Amended November 13, 2003*