

The By-Laws of Donelson Hills Neighborhood Association

(March 2012 - Original)
(September 2014 - III.1 (Update) and III.14 (Add) - Past-President)

I. Purpose of Association

The organization shall be known as Donelson Hills Neighborhood Association (known hereinafter as DHNA). The purpose of the organization is to create a greater sense of community for the betterment of all residents of the neighborhood through the following:

1. Implement beautification efforts at entranceways and throughout the neighborhood.
2. Coordinate communication efforts of issues that affect the property values of the home owners, such as traffic, crime, and other community issues.
3. Promote a unified voice to address elected officials and government agencies that make decisions that affect the neighborhood.
4. Organize neighborhood events and activities for the enjoyment of all residents.
5. Research and document the history of the land that has become the Donelson Hills neighborhood.

The streets that encompass the Donelson Hills Neighborhood Association are June Drive, Guaranty Drive, Donelson Hills Drive, Dearborn Drive, Graeme Drive, Theodore Drive, Barker Road, Bermuda Drive, Amherst Drive, Amherst Court, Brookview Drive, Crestline Drive, Cottage Lane, Dellrose Drive, Walnut Hill Drive, Revere Place (to the Briley Parkway Bridge), and homes that front Lebanon Pike at 2200 Lebanon Pike, 2204 Lebanon Pike, 2206 Lebanon Pike, 2208 Lebanon Pike, and 2210 Lebanon Pike.

II. Membership and Administration

1. Each resident in Donelson Hills shall be entitled to attend all meetings of the DHNA.
2. Dues, which will be determined by the Board annually, are to be paid by March 31 of each calendar year.
3. Voting Rights. Only one member in good standing of each residence shall be entitled to one vote at all meetings. If a member is unable to attend the meeting, a vote can be cast by proxy designated in writing and dated and delivered to a Board Member. Voting shall be by ballot.
4. Regular Meetings. The meeting frequency for each year shall be determined by the Association at the meeting to elect Officers. The time and place shall be determined by the Officers and shall be designated in writing in notice of such at least one week in advance.
5. Special Meetings. Special meetings of the DHNA shall be held whenever called by the President, Secretary, or a majority of the Board of Directors in attendance or by written request of one-third of the entire number of members. When a special meeting is called, a written notice shall be given of such.

6. Notice. Notice shall be given to all residents of meetings stating the time, place, and purpose for which the meeting is called. Such notice shall be in writing and shall be delivered to each resident at their address.
7. Quorum. A quorum shall be defined as fifty-one percent (51%) of DHNA members. The affirmative vote of a majority of members, being more than fifty percent (50%) of the total number of members in attendance or by proxy, is required to adopt any resolution, elect any Officer, and make any decision to take any action; except that these by-laws and the system of administration may be modified only in the manner hereinafter set forth.
8. Presiding Officer. The President of the DHNA shall preside over all meetings, and the Secretary of the Association shall take and keep the minutes and minute books of all meetings, wherein adopted resolutions shall be recorded, and shall serve as guidelines at such meetings.
9. Amendments. The Association may, at any duly called, held and convened meeting, modify or amend the system of administration of the DHNA and these bylaws of the Association by the affirmative vote of two-thirds (2/3) of the eligible voting members present in person or by proxy.
10. The Association shall maintain an accurate list of members and shall make the list available for inspection by any member. This list may not be sold or given away and is the property of the DHNA and solely for its use.
11. Parliamentary Rules. Robert's Rules of Order may govern the conduct of meetings of the Association and of the Officers. The Officer presiding over the meeting shall designate a Parliamentarian for that meeting.
12. A Nominations Committee shall be elected consisting of three to five members of the Association in good standing by August 30 of each year for the purpose of presenting a slate of Board of Directors and Officers for election at the final meeting of the year.

III. Board of Directors of the Association

1. The Board of Directors of the DHNA, its business and affairs and of the general common elements therein, shall be eight to include four Officers, and any Past-Presidents, who shall serve only in an advisory role as a non-voting ex-Officio member of the Board of Directors. To be eligible for nomination as a Director, such person must be a dues-paid member of the Association in good standing.
2. The Election of Directors. The DHNA shall at its final meeting of the calendar year, elect the Board of Directors, and Officers of the DHNA.
3. Vacancies. The remaining Directors may fill vacancies in the Board of Directors until a successor is duly elected by the Association.
4. Term. The term of each Director's service shall extend until the following year's final meeting. Directors may serve successive terms of one year each.
5. Organizational Meeting. The organizational meeting of a newly elected Board of Directors shall be held within a reasonable amount of time of their election at such place and time to be determined by the Directors at the meeting at which they were

elected, and no further notice of the organizational meeting shall be necessary, providing a quorum shall be present.

6. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place to be determined from time to time by a majority of the Board. Notice of regular meetings shall be given to each Board member at least 7 days prior.
7. Special Meeting. Special meetings of the Board may be called by the President, Secretary, or at the written request of a majority of the members of the Board.
8. Quorum. A quorum at Board of Directors meetings shall consist of more than fifty percent (50%) of the Board of Directors. The acts of the Board approved by a majority of votes at a meeting of the Association at which a quorum is present shall constitute the acts of the Association.
9. Presiding Officer. The President of the DHNA shall preside at all meetings of the Board. The Secretary of the DHNA shall serve as secretary of all meetings of the Board.
10. The Officers. The Officers of the DHNA, its business and affairs and of the general common elements therein, shall consist of a President, Vice President, Secretary and Treasurer. To be eligible for nomination as an Officer, such person must be a dues-paid member in good standing.
11. Vacancies of Officers. The existing Officers may fill vacancies until such time as the annual election is held.
12. Term of Officers. The term of each Officer's service shall extend until the calendar year's final meeting of the Association. Officers may serve successive terms of one year each.
13. Officers. Elected from the Association:
 - A. President, who shall be the chief administrative officer of the Association, shall execute contracts and agreements in the name of the Association when directed by the Board or Association, shall preside at all meetings and perform such other duties as required.
 - B. A Vice President, who in the absence or disability of the President, shall preside at all meetings and perform the duties of the President. The Vice President shall perform the reconciliation of the Association's bank account and maintain the membership list of the Association.
 - C. A Secretary, who shall keep and publish the minutes of all meetings and proceedings of the DHNA and meetings of the Officers as required. He/she shall attend to the giving and serving of all notices to the Association regarding meetings. He/she shall keep all other records of the Association and the Officers. In the absence of a Secretary, the President will assign the duties to another Board Member.
 - D. A Treasurer, who shall have custody of the Association's funds and securities, shall keep a full and accurate account of receipts and disbursements and shall deposit all monies and other valuable effects in the name and to the credit of the Association. Reconciliation of the bank statement shall be done by the Vice President. The Treasurer shall render an account of all transactions and the financial condition of the Association at all meetings of the Association. In case of the Treasurer's death, resignation, retirement or

removal from office, all books, vouchers, money and other property shall be passed to the Association or to the new Treasurer.

E. A Sub-Committee Chairman can be appointed by the President, Board, or the Association or volunteer to head a sub-committee. The Sub-Committee Chairman shall report to the Officers of the Association.

14. Past-Presidents. Upon completion of a full Term as President, a Past-President shall become an ex-Officio member of the Board of Directors. He/she will have no voting rights and shall serve only in an advisory role to the Board. He/she shall continue to be a dues-paid member of the Association in good standing.

No compensation shall be paid to any Director or Officer for services as such, except by approval of the DHNA. This provision shall not preclude, however, the Directors or Officers from employing an independent contractor such as an auditor, attorney, or the like.

IV. Termination of Membership

A member may resign at any time and the Officers shall have full authority to suspend or expel any member for the violation of these By-Laws or any rules and regulations duly adopted by the Board or Officers of the DHNA or by reason of any conduct deemed by the Association to be prejudicial to the orderly conduct of business. Prior to expelling a member, the Officers shall give not less than fifteen (15) days notice of expulsion to the member and the reasons therefore.

V. Dissolution of the Donelson Hills Neighborhood Association

The members of the DHNA using the guidelines stated in this document for adopting a resolution or amending the By-Laws may dissolve the Association. Upon dissolution, the assets of the Association should be distributed to creditors with the remaining monies to be distributed according to a vote of the Association. This original document has been executed by the elected Officers of the DHNA after ratification of the Association in accordance with this document and shall be retained by the Secretary of the Association.

Dated the _____ of _____ 2014.

_____	_____
President	Vice- President
_____	_____
Secretary	Treasurer