

**HISTORIC GERMANTOWN NEIGHBORHOOD ASSOCIATION
2019 AMENDED BYLAWS**

A. IDENTIFICATION

1. Name

The name of this entity shall be Historic Germantown Neighborhood Association (HGN).

2. Boundaries

The Germantown neighborhood is a sector of Nashville, Davidson County, Tennessee bounded on the south by the northern border of Jefferson Street, on the west by the eastern border of Rosa L. Parks Boulevard, on the east by the Cumberland River, and on the north by the southern border of Hume Street, the Magdeburg spur of the greenway, and the southern edge of the Metro District property.

3. Principal Office

HGN's principal office shall be at a place within the boundaries of the Germantown, Nashville neighborhood as designated by the Board.

4. Tennessee Non-Profit Status

HGN is formed and operates as a non-profit organization within the meaning of Section 501(c) (3) of the Internal Revenue Code.

B. PURPOSES

1. Primary Purposes

HGN is a membership-based association created to accomplish and promote the organization's Vision, Mission, and Core Values within Germantown's boundaries. Specifically:

- a. To preserve the area's historic architecture and urban character;
- b. To promote social and economic diversity;
- c. To guide future development;
- d. To foster a strong sense of community within Germantown's boundaries and the surrounding communities so as to improve residents' quality of life;
- e. To engage in charitable activities that will accomplish the purposes set forth above.

2. Additional Purposes

To accomplish any other purposes as approved by the membership of HGN through amendment of these bylaws which are consistent with section B.3.

3. Prohibited Activities

HGN shall not engage in any political activity that is prohibited by the Internal Revenue Service for entities designated as 501(c) (3) organizations.

C. MEMBERSHIP

1. Qualifications

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

2. Application

- a. The membership application form shall be as stipulated by the Board;
- b. The membership fee, if any, shall be as stipulated by the Board;

- c. Membership directories maintained by HGN shall be used solely for conducting HGN business;
- d. HGN members are prohibited from redistributing the membership directory unless authorized in writing by the Board.

3. Associate Membership

- a. Non-residents who support the purposes of HGN as set forth above;
- b. Organizations recognized as 501(c) (3) charitable entities that support the purposes of HGN;
- c. Applicants must submit appropriate forms and pay a membership fee in such form as the Board may stipulate;
- d. Associate membership shall include all privileges except voting and holding office;
- e. Should an associate membership application be denied, the Board shall notify the applicant in writing stating the reasons for said denial.

D. BOARD OF DIRECTORS

1. Size: The Board shall consist of nine (9) Directors.

2. Effective Date: The new Board shall take office at the February Board meeting.

3. Terms

- a. Directors shall be elected to a three year term;
- b. No Director may serve more than two (2) consecutive three year terms;
- c. Any former Officer may serve on the Board in an ex-officio, non-voting capacity for the year following their term.

4. Voting

- a. A majority of the Board shall constitute a quorum for the transaction of business;
- b. Any act of the majority present at a meeting at which there is a quorum shall be the official vote of the Board.

5. Vacancies

- a. A Director may resign by submitting a resignation to the President;
- b. Said vacancy shall become effective upon acceptance by the Board;
- c. Vacancies shall be filled by the Board;
- d. Directors elected to fill a vacancy shall serve for the unexpired term of their predecessor and may serve up to two additional three year terms.

6. Removal of a Director

- a. Causes
 - Three unexcused absences during one year.
 - Actions inconsistent with the purposes of HGN as set forth in Section B.1.
 - Conviction of a felony.
- b. Removal of a Director requires a majority vote of the Board or a 2/3 vote of members present at any meeting specifically called for this purpose.

E. BOARD AUTHORITY AND RESPONSIBILITY

1. Authority

- a. Govern the activities, affairs, business, and property of HGN;
- b. Determine policies and procedures not set forth in the by-laws;
- c. Manage assets and disbursement funds;
- d. Authorize persons to enter into contracts or execute instruments in the name of HGN;

- e. Accept any contribution, gift, bequest, or device that promotes the primary purposes of HGN listed in section B.1.

2. General Board Responsibilities

a. Election of Officers

- Directors shall elect officers at the first Board meeting following the annual meeting.
- Officers shall be elected for a one year term.

b. Budget and Finance

- The outgoing Board shall present a proposed operating budget for the next fiscal year at the Annual Membership meeting in January.
- The new Board shall adopt the budget of the outgoing Board at its February meeting.
- The fiscal year shall begin on the first day of January and end on December 31.
- All expenditures and payments shall follow the policies and procedures approved by the Board.

c. Records

- Maintain complete and accurate records of all HGN meetings.
- Keep a complete and accurate membership roll.
- HGN financial records shall be open at all times for examination or audit as the Board shall order.

d. Committees and Agents

- The Board shall establish standing committees or *ad hoc* groups as necessary to promote the purposes of HGN.
- Standing committees shall submit monthly reports to the Board.

e. Nominating Committee

- By November, the Board shall appoint from two to four members of HGN to nominate candidates for vacancies on the Board.
- The President shall chair the Nominating Committee. Should the President be unable or unwilling to serve, the Board shall name a Chairperson.
- The Board shall notify HGN membership of nominees no later than ten days before the Annual Membership Meeting in January.

3. Officer Responsibilities

a. President

- Prepare a monthly meeting agenda.
- Preside at all Board and general meetings.
- Direct and represent HGN in all business.
- Appoint standing and *ad hoc* committees as directed by the Board.

b. Vice-President

- Execute duties of the President in the President's absence or in the event of his/her inability or refusal to act.

c. Secretary

- Ensure that all meeting notifications occur.
- Disseminate the monthly meeting agenda.
- Keep minutes of all meetings and make them available to the membership.
- Serve as Ombudsman and custodian of HGN records.
- Maintain an accurate membership list.

- d. Treasurer
 - Supervise the HGN Bookkeeper/Accountant.
 - Present a monthly financial statement to the Board.
 - Serve as custodian of HGN funds.
 - Comply with board approved policies and procedures for Signature Authority and Treasurer, Finance Committee, and Bookkeeper's Role and Responsibilities.
 - Provide the Board with information needed to develop the annual budget.

F. MEETINGS

1. Annual Membership Meeting

- a. The annual meeting shall be held in January of each calendar year.
- b. Purposes
 - Elect the Board of Directors.
 - Disseminate financial and accomplishments reports for the previous year.
 - Approve a budget for the upcoming year.
 - Transact other business as may come before the meeting.
- c. Voting
 - The annual meeting quorum shall consist of the HGN members in attendance.
 - HGN members shall be entitled to one vote.
 - Prevailing votes shall consist of a simple majority of the HGN members present.
 - No member shall be allowed to vote by proxy.
- d. Notice
 - Secretary shall publish a written or electronic notification of the annual meeting with all relevant details.
 - Said notification shall occur no less than ten days before the annual meeting.
- e. Special Meetings

Special meetings of the membership may be called by the President or by four Directors or by written request of not less than one-fifth of the voting members.

2. Board Meetings

- a. The first meeting of the new Board shall be held on the first Monday of February;
- b. The Board shall meet on the first Monday of each month. When the regular meeting date falls on a holiday, the meeting shall be held on the following Monday;
- c. Board meetings shall be open to the public;
- d. Members shall be notified of the location and time of Board meetings;
- e. Special Meetings
 - Special Board meetings may be called by the President or any four Directors.
 - Notice of Special Meetings shall be given at least one day prior to the meeting.
 - The Board shall not be required to notify the membership of Special Board meetings.

G. DISSOLUTION

HGN may be dissolved by a two-thirds vote of the Board. Upon dissolution and after payment of all indebtedness, obligations and costs of dissolution, the Board shall distribute remaining HGN assets to tax-exempt, 501(c) (3) organizations.

H. AMENDMENTS

HGN by-laws may be altered, amended or repealed and new by-laws adopted by a two-thirds majority present at the annual or special membership meetings. HGN members must be notified of any proposed changes at least ten days prior to such meeting.

I. RULES OF ORDER

Matters not covered herein shall be covered by Roberts Rules of Order for small groups.

Adopted March 14, 1990

Amended November 13, 1999; November 13, 2003; November 9, 2009; January, 8, 2017; and January 13, 2019.

Copyright © 2019 Historic Germantown Neighborhood Association. All rights reserved.