

Draft/Working Copy
Bylaws of the Elmwood Park Neighborhood Association

**Approved by the EPNA Executive Committee July 6, 2010
To be submitted to the EPNA August, 2010**

ARTICLE I – NAME AND LOCATION

The name of this organization shall be THE ELMWOOD PARK NEIGHBORHOOD ASSOCIATION, hereinafter referred to as EPNA.

The place of activities shall be located in Columbia, South Carolina.

ARTICLE II – NEIGHBORHOOD BOUNDARIES

The Elmwood Park Neighborhood shall be geographically bounded as follows:

- On the south by Elmwood Avenue
- On the east by Main Street
- On the north and west by the former Seaboard Coast Line Railroad

The Elmwood Architectural Preservation District shall be inclusive of and bounded by the following:

- All lots on Tax Map Sheet (TMS) #42 – more described as block 2 (lots 21 – 23), block 3 (lots 1, 15a, 15b and 16 - 25), block 4 (lots 4-11), block 6 (lots 12 –21, 23, 24), block 7 (lots 1, 2, 4 – 4), and block 8 (lots 1 – 15 and 21 – 34).
- All lots on Tax Map Sheet (TMS) #43 – more described as block 1 (lots 1 - 22), block 2 (lots 1 – 26), block 3 (lots 1 – 11, 14 – 27), block 4 (lots 1 – 8, 17 – 21), block 5 (lots 1 – 19), block 6 (lots 1 – 26), block 7 (lots 1 – 22), block 9 (lots 2 – 15), and block 10 (lots 1 – 24).

ARTICLE III – PURPOSE AND MISSION

- A. The purpose of this EPNA shall be to work for the improvement of the comprehensive residential qualities of the neighborhood.
- B. The mission of this EPNA is to promote the Elmwood Park Neighborhood as a historically important city neighborhood which enhances the quality of life for city residents, stressing its placement on the National Register of Historic Places and its distinctive Design Preservation status. As such, the primary goals of the EPNA are to:
- work to enhance the perception, image, beauty and the physical wellbeing of Elmwood Park for its residents,
 - work for the preservation and protection of the architectural integrity of the homes and structures within the neighborhood;
 - promote the neighborhood as a premier city neighborhood within the city of Columbia;
 - support and advance projects to beautify and preserve the physical environment of the neighborhood.

ARTICLE IV – MEMBERSHIP

- A. Any adult (eighteen ((18)) years of age or older) who resides within Elmwood Park or who owns property within Elmwood Park is eligible for residential membership in the EPNA.

- B. Any commercial business, church or organization within the EPNA boundaries is eligible for a commercial membership within the EPNA.
- C. Individuals and entities described above may join the EPNA by payment of a voluntary donation and/or by completing a membership application. The requested amount for the individual residential membership donation is \$10.00 per year. The requested amount for the commercial membership is \$50.00 per year. The Executive Committee will have the authority to waive the individual membership donation request.
- D. Members may join the EPNA at any time during the year. However, to be eligible to vote for Officers or Executive Committee members during the annual September meeting and elections, residents must be certified members (registered with the Secretary of the EPNA) by August 31st of each year.
- E. Membership in the EPNA will run through December 31 of the year a valid membership application is received.
- F. Persons or entities eligible for new memberships may join the EPNA at any time during the year by completing a membership application (provided by the EPNA Secretary or the Membership Committee chairman or obtained electronically).
- G. The Secretary of the EPNA shall maintain a membership roster. The Secretary shall certify and report the voting membership roster during the month of August to the monthly meeting of the EPNA in anticipation of the elections held during the annual EPNA meeting in the month of September.
- H. For three (3) consecutive monthly EPNA meetings prior to the date of the elections (in the month of September), the President or presiding officer of the EPNA monthly meeting shall announce that membership registration must be current to assure a place on the EPNA membership roster.
- I. EPNA members understand that these bylaws outline the operations of the association, the means for establishing leadership and the guidelines for decision making processes by the Executive Committee. Therefore, all EPNA members agree to hold harmless and waive their right to bring civil action against:
 - The Executive Committee of the EPNA
 - Any and all members of the EPNA Executive Committee
 - The Officers of the EPNA
 - The EPNA with regard to the decisions made and actions taken to meet the stated purpose of the organization according to Article III of these bylaws.

ARTICLE V – ORGANIZATION OF THE ASSOCIATION

SECTION ONE - OFFICERS

- A. Officers of the EPNA shall be a President, Vice President, Secretary and Treasurer, to be elected by a simple majority of the EPNA members attending the annual meeting in September.

SECTION TWO – EXECUTIVE COMMITTEE

This section governs the terms and reelection of Officers and Executive Committee members in office on the effective date of these bylaws. Executive Committee members in office on the effective date of these bylaws are eligible to serve until the following elections.

- A. There shall be an Executive Committee (which includes Officers) that is composed of nine (9) members and one (1) alternate, all of whom are elected by a plurality vote of the voting members attending the annual September meeting. The EPNA Executive Committee shall consist of the

President, the Vice President, the Secretary, the Treasurer, five committee members and one alternate. Two (2) non-voting (“Ex-Officio”) positions may be recognized as contributing members of the Executive Committee.

- B. Members of the Executive Committee shall be elected by a simple majority of the voting members attending the annual September meeting. All Executive Committee members shall be elected for a term of two (2) years and shall not serve more than three (3) consecutive terms in any capacity.
- C. To maintain stability and continuity of leadership within the EPNA, the Executive Committee members (including the alternate position) shall be elected at staggered intervals. Election of Officers shall be held in even-numbered years. The election of the other Executive Committee members shall be conducted in odd-numbered years.
- D. The President and Vice President shall serve as Chairman and Vice Chairman of the Executive Committee. The Executive Committee shall meet within one (1) month of the annual meeting in September and thereafter as defined in Article VI, Section Three.
- E. Executive Committee members who resign, die, move away or miss any three (3) consecutive monthly (regular) meetings or a total of four (4) monthly (regular) meetings during the year (October – September) shall be replaced by the alternate. Executive Committee members shall be allowed two (2) excused absences that may not be used in consecutive months.
- F. The Secretary of the EPNA will give written notice to any member with two (2), unexcused absences. Executive Committee members may be excused as long as they adhere to the following stipulations:
 - 1. Notify one (1) of the Officers of the meeting
 - 2. Obtain an agenda of the meeting
 - 3. Deliver a proxy for any issues to be voted upon at the meetingMembers should be encouraged to provide a letter stating their opinion(s) on the issues listed on the agenda. Opinion letters will need to be provided to an Officer in advance of the meeting. The Officer will read the opinion letter at the appropriate time during the Executive Committee meeting.
- H. The EPNA Secretary will advise the absent member of the Executive Committee of his/her right to resign or continue to serve. If a committee member elects to resign his/her seat on the Executive Committee, the alternate shall replace him/her. If the member elects to resign his/her office, the vacant position will be filled as defined in Article V, Section Four.
- I. All elected Executive Committee Members of the EPNA are subject to removal proceedings. The conviction of a crime while in office, dereliction of duty as defined by the Executive Committee, unethical behavior or failure to fulfill duties of office constitute sufficient grounds for removal.
- J. The EPNA Executive Committee shall have sole power of removal. This action may not be taken anonymously. A letter explaining the reasons for the removal of an EPNA Executive Committee member must be submitted to the Executive Committee. The executive committee member subject to the removal proceedings may not vote on the removal. A two-thirds (2/3) vote of the voting Executive Committee members will remove a member. Upon a successful vote to remove an Officer, the office shall immediately be declared vacant. All records pertaining to the removal are subject to a properly submitted Freedom Of Information Act request.

SECTION THREE – VOTING

- A. Voting privileges at the monthly, annual and such other special meetings called by the Executive Committee are extended to all registered voting members as recorded on the membership roster and certified by the EPNA Secretary as defined in Article IV.

- B. Each of the voting members may have one (1) vote. Only voting members of the EPNA will be eligible to vote for EPNA Officers, Executive Committee members and on financial matters or matters of EPNA business.
- C. The EPNA Membership and Planning Committee will certify candidates for any office or position of the Executive Committee. Candidates must be voting members of the EPNA, be a resident and must have attended five (5) prior monthly meetings within the twelve (12) months prior to the elections. The slate of candidates will be provided to the EPNA Secretary who shall present the candidates to the EPNA monthly meeting during the month of August.
- D. Nominations for candidates will not be accepted from the floor.
- E. Any member of the EPNA who meets the requirements of this subsection may offer as a candidate for any office to be filled at any election by giving notice to any member of the Membership and Planning Committee of his/her intention to be a candidate for such office.
- F. The names of all eligible candidates made known to any member of the Membership and Planning Committee must be placed before the membership of the EPNA.

SECTION FOUR – VACANCIES OF THE EPNA OFFICERS AND THE EXECUTIVE COMMITTEE MEMBERS

- A. In the event the President is unable to serve for any reason, the Vice President shall assume the duties of the President.
- B. In the event the Vice President is unable to serve, his/her replacement will be elected by a majority vote of the Executive Committee.
- C. In the event that the Secretary is unable to serve, his/her replacement will be elected by a majority of the Executive Committee.
- D. In the event that the Treasurer is unable to serve, his/her replacement will be elected by a majority of the Executive Committee.

ARTICLE VI – DUTIES OF THE EPNA OFFICERS

SECTION ONE – PRESIDENT

- A. The President shall:
 - 1. Preside at all meetings of the Executive Committee.
 - 2. Serve as the official representative of the EPNA before public, media and government bodies.
 - 3. Serve as the Chairman of the Executive Committee.
 - 4. Have general supervision of all the affairs of the Executive Committee and perform other duties as are incident to this office.
- B. The President shall report to, or cause to be reported to the general membership of the EPNA on a quarterly basis the status and progress of all committees toward accomplishing the goals and objectives established pursuant to Article III.
- C. Only the President may officially represent the EPNA to the above mentioned entities unless otherwise stated by the President.

SECTION TWO – VICE PRESIDENT

- A. The Vice President shall assist the President in the performance of his/her responsibilities.
- B. In the absence of the President, the Vice President shall act in his/her behalf.
- C. The Vice President shall perform such other duties as the President shall assign and such other

duties as are incident to this office.

SECTION THREE – SECRETARY

- A. The Secretary shall:
1. Issue notices of all meetings of the EPNA and of the Executive Committee
 2. Keep accurate records of the general EPNA and the Executive Committee meetings
 3. Submit minutes of any meeting for approval by the Executive Committee.
 4. Keep an official roster of membership for the EPNA.
 5. Update bylaws when necessary.
 6. Provide copies of the minutes from the general EPNA and Executive Committee meetings to those members requesting copies
 7. Receive and review EPNA's monthly financial statements – any irregularities will be discussed with the Treasurer and if not resolved, written notification will be provided to the Executive Committee at the next meeting.
 8. Perform all duties as are incident to this office.

SECTION FOUR – TREASURER

- A. The Treasurer shall:
1. Have custody of all monies and securities of the EPNA.
 2. Keep regular books of accounts and submit them, together with vouchers, receipts, records and other papers to the Executive Committee for their examination and approval as often as the Executive Committee may require
 3. Assess and maintain an inventory of all EPNA assets and their location.
 4. Perform such other duties as are incident to the office.
- B. Disbursements shall be made by check bearing the signature of either the EPNA President or Treasurer.
- C. The Treasurer shall present a written monthly financial report to the EPNA Executive Committee and general membership.

ARTICLE VII – MEETINGS

SECTION ONE – ANNUAL MEETINGS

- A. The annual meeting of the EPNA shall be held the first Monday of September or such other date as shall be convenient to the Executive Committee but in no event later than thirteen (13) months after the preceding annual meeting.
- B. The presiding officer of the EPNA shall conduct association and Executive Committee meetings in accordance with standard parliamentary procedure and these bylaws.
- C. Elections for EPNA Officers and Executive Committee members shall be conducted during the annual meeting.
- D. The EPNA fiscal year shall run from October through September.
- E. Robert's Rules of Order will be adhered to during all meetings.

SECTION TWO – REGULAR MEETINGS

- A. The EPNA shall conduct regular monthly meetings. These meetings will be held in a convenient place **sufficient to seat all members** of the EPNA.

- B. The meetings shall be held on the first (1st) Monday of the month at a regular time determined by the Executive Committee and announced in advance .
- C. Notice of these meetings and an agenda indicating special events or voting actions shall be made available to members not later than one (1) week prior to the meeting.
- D. Robert's Rules of Order will be adhered to during all meetings.

SECTION THREE – EXECUTIVE COMMITTEE MEETINGS

- A. The Executive Committee shall meet monthly and at such other times as may be determined by the President or upon petition of the majority of members of the Executive Committee.
- B. Business of the EPNA shall be conducted by a simple majority vote of the members attending the meeting.
- C. To conduct Executive Committee business, a minimum of six (6) Executive Committee members shall be present.
- D. Robert's Rules of Order will be adhered to during all meetings.

SECTION FOUR – STANDING COMMITTEE MEETINGS

- A. Committees shall meet at such times as may be required to accomplish their purposes.
- B. Each committee shall maintain a record of its actions and report to the President or such other person as the President shall designate on all actions and EPNA business as deemed necessary by the standing committee or as requested by the Executive Committee or President.
- C. Robert's Rules of Order will be adhered to during all meetings.

SECTION FIVE – EMERGENCY MEETINGS

- A. Emergency meetings of the EPNA Executive Committee may be called:
 - by the President
 - by the Vice President (only on behalf of the President)
 - by the Executive Committee (by majority vote)
- B. Robert's Rules of Order will be adhered to during all meetings.
- C. Emergency meetings of the Executive Committee will follow established attendance procedures and absences.
- D. Votes taken during an emergency Executive Committee meeting will stand as full and binding authority.

SECTION SIX – QUORUM

- A. Notice of monthly association and Executive Committee meetings must be made to members not later than one (1) week prior to the meeting. This notice should include an agenda indicating important special events/items and all voting actions.
- B. The President will prepare the notification (drafts) of the agenda and the Secretary shall affect the distribution to the members and residents of the neighborhood.
- C. Robert's Rules of Order will be adhered to during all meetings.

ARTICLE VIII – EPNA COMMITTEES

SECTION ONE – AUTHORITY OF COMMITTEES

- A. The Executive Committee shall authorize all standing committees as deemed necessary to accomplish the purposes of the EPNA. Unless otherwise specified herein, the size of each

committee shall be consistent with the purposes of the committee.

- B. The President may appoint ad hoc committees as needed. Ad hoc committees shall be special committees that will dissolve upon completion of the business for which each was called.
- C. Any documents or other work-products produced by committee members must be reviewed and approved by the Executive committee prior to publication and distribution and are considered the property of the EPNA.
- D. Committee chairpersons and members must have prior approval from the President before speaking formally or publicly on behalf of the EPNA.

SECTION TWO – EXECUTIVE COMMITTEE

- A. The Executive Committee is the governing and authoritative body of the EPNA.
- B. The Executive Committee's responsibilities include, but are not necessarily limited to all matters of policy, direction, transactions and corporate endorsements.
- C. The Executive Committee shall have the power to act on behalf of the membership of the EPNA and to carry out all business of the EPNA.
- D. Any emergency actions must be reported at the next regularly scheduled monthly EPNA meeting.
- E. The Executive Committee may authorize other committees or individuals to act on its behalf in carrying out its authority.
- F. The Executive Committee shall be responsible for and manage any real estate holdings and other property and investments belonging to the EPNA.
- G. The Executive Committee shall have the power and authority to apply for grants, loans and other financial aid to carry out the best interests of the EPNA.
- H. A three-fourths (3/4) vote of all the Executive Committee members authorizes the Treasurer to commit, obligate and expend funds up to \$3,500.00 per year against the EPNA's financial resources within the exceptional expenditures provided by the annual budget of the EPNA. The Executive Committee will refer all other expenditures to the general body of the EPNA for approval with a majority vote of those members present.
- I. The Executive Committee shall have a discretionary petty cash fund at its disposal for expenses. Initially at the beginning of the EPNA fiscal year, this fund will be charged with \$150.00 that would be increased by \$150.00 per fiscal quarter for a total of \$600.00 for the entire fiscal year. The fund will not be rolled over at the end of the fiscal year. At the beginning of the new fiscal year, the fund amount shall revert back to the original amount of \$150.00.
- J. The Executive Committee will develop an annual budget for the EPNA. The annual budget will be submitted to the monthly meeting each September for approval by a two-thirds (2/3) vote of those members present. The EPNA budget shall be executed from October to September.

SECTION THREE – STANDING COMMITTEES

- A. The following standing committees shall be authorized:

Public Relations Committee: Responsibilities include the planning and coordinating of public EPNA events as well as general marketing and merchandising activities, attending marketing events, serving as a liaison to key institutions such as Logan Elementary School, and other duties as assigned. May participate in grant writing and development.

Master Plan/Government: Responsibilities include serving as a liaison to offices and attending government meetings (local city, county, state government/council meetings, periodic review and update of the By-laws, participation and attendance at other community group events as needed (Downtown Coalition of Neighborhoods, Columbia Coalition of Neighborhoods), and other duties as assigned.

Membership and Planning Committee: Responsibilities include soliciting new members, welcoming new neighbors, distributing and collecting membership forms, participating in the nomination review criteria of EPNA officers, coordinating and supervising annual voting activities, planning and coordinating Neighborhood Watch activities, coordinating the use of technology in support of EPNA activities, and other duties as assigned.

Beautification and Historic Preservation: Responsibilities include coordinating beautification and historic interest projects throughout the neighborhood, serving as a liaison to local historical societies to understand, preserve and promote the historic integrity of EPNA, participating in DDRC review of properties as needed, and other duties as assigned.

- B. Every Executive Committee member (excluding Officers) must chair at least one of these standing committees.
- C. Committee chairs shall establish sub-committees and assign chairpersons for the critical functions of the committee
- D. Each chairperson will represent the committee and report pertinent matters before the Executive Committee, the monthly EPNA meeting, the annual association meeting and any specially called meeting(s) of the EPNA.
- E. Any committee that requires EPNA funds shall submit and justify an annual written budget for review and approval by the Executive Committee. All committee budgets shall be submitted to the Treasurer each August.

ARTICLE IX – BYLAWS

- A. Executive Committee members will be provided a copy of the EPNA bylaws as they begin their tenure.
- B. Members of the EPNA shall be provided a copy of the EPNA bylaws upon request.
- C. The effective date of these EPNA bylaws shall be August 2010.
- D. The appropriate committee must review the bylaws at a minimum of every five (5) years from the last effective date.
- E. Amendments to the EPNA bylaws may be proposed by a majority of the Executive Committee. An amendment shall become effective only upon the affirmative vote of two-thirds (2/3) of the members of the EPNA present at the monthly meeting called for the purpose of the amendment. Notice of any meeting for the purpose of amending these bylaws shall be given at least two (2) weeks in advance of said meeting.