

**BYLAWS OF
THE WEST END ASSOCIATION, INC.**

**ARTICLE I
NAME, REGISTERED ADDRESS, REGISTERED AGENT**

The name of the corporation shall be THE WEST END ASSOCIATION, INC. The Association shall maintain a registered address at P. O. Box 10055, Winston-Salem, North Carolina, 27108. The Association shall maintain a registered agent, who may be an officer, employee or some other person, at the discretion of the Board of Directors.

**ARTICLE II
PURPOSE**

The purposes for which the corporation is organized are:

- 1) To represent the residents of the West End in all matters that pertain to the continuing health and well-being of the West End as a residential environment.
- 2) To increase public awareness of and resident participation in the conservation of the housing resources of the neighborhood and to encourage property owners to make improvements to their property voluntarily and/or through housing code enforcement efforts.
- 3) To educate the residents of the area and the community at large in the financial, social and aesthetic techniques and benefits of housing rehabilitation, and to maintain the neighborhood as a housing resource for the downtown area of Winston-Salem, North Carolina.
- 4) To act as a liaison between the neighborhood and institutions, industries, and business establishments bordering or affecting the residential character of the area.
- 5) To develop and advocate neighborhood concern for good design and complementary planning with city planners, developers and individuals undertaking new construction, maintenance, renovation and rehabilitation.
- 6) To provide promotional, educational and research materials on new construction, maintenance, renovation and rehabilitation efforts in the neighborhood, and on neighborhood characteristics.
- 7) To maintain and improve parks, public works and services in the area.
- 8) To establish and maintain a concern for the quality of housing available to tenants in the area.
- 9) To sponsor neighborhood meetings, cultural and civic events, and presentations which will improve the quality of life, educate the residents, or further other goals of the Association.

This Corporation *is* formed to further the foregoing charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954.

**BYLAWS OF
THE WEST END ASSOCIATION, INC.**

**ARTICLE III
MEMBERSHIP**

The corporation shall have no capital stock and shall be composed of members, rather than shareholders. Membership shall be open to all persons interested in and in sympathy with the objectives of the corporation and who shall pay dues to it as determined by the Board of Directors. Notwithstanding the above, the voting membership in the Association shall be open only to households of those who live in the West End and to any household who owns, leases, rents or occupies property in the West End neighborhood. Membership shall be from January 1 through December 31. Each household membership is entitled to one vote, regardless of the number of occupants in the household. A member vote is required to be held for the specific business outlined in Article VI, Section 6, of this document.

The West End neighborhood shall encompass the area known as the "West End Historic Overlay District" in Winston-Salem, Forsyth County, North Carolina, approximately contained within the following boundaries: Beginning at the corner of Broad Street and 4 1/2 Fourth Street, Broad Street shall be the eastern boundary. Proceeding north on Broad Street to West End Boulevard and thence to Sixth Street and west including a portion of homes at the intersection of Chatham Road and West End Boulevard. The boundary shall continue East including both sides of West End Boulevard including the North portion of Spring Street and some properties on the south side of Eighth Street then proceeding down Broad to West End Boulevard, proceeding toward Northwest Boulevard along the south side of West End Boulevard. Proceeding west on Northwest Boulevard to Hawthorne Road, which shall be the western boundary, excluding the property owned by the Forsyth County School system and property east of 447 First Street. Proceeding on Sunset Drive East to Interstate 40, which shall be the southern boundary. Proceeding on West Fourth Street including property on both sides to Burke Street, then to West Fourth Street and onward to Brookstown Avenue. South to Burke Street north to West Fourth Street to Summit Street west on 4-1/2 Street, not including the Wachovia Property over to Broad Street and the point of beginning. A map, showing these boundaries, shall be included with the Bylaws.

**ARTICLE IV
OFFICERS**

The officers of the Association shall be the President, the Vice-President, the Secretary, and the Treasurer, all of whom must be neighborhood residents. The officers shall be elected by a majority of those members present and voting. Officers shall be elected for terms of two years.

**ARTICLE V
BOARD OF DIRECTORS**

Section 1. The Board of Directors shall consist of the officers and at least seven (7) members all of whom are residents of the West End. The Board of Directors shall be elected at the annual meeting by a majority of those members present and voting. Nominations will be accepted from the general membership and from slates presented by the Board of Directors. The Board of Directors, with Association approval, may elect members to fulfill positions on the Board that become vacant during the year.

**BYLAWS OF
THE WEST END ASSOCIATION, INC.**

Section 2. Membership on the Board of Directors shall be for two years. As of the annual meeting in February 2009, the Board of Directors will take the ensuing two (2) years to transition from being comprised of twelve (12) members as it has been in the past, to seven (7) members through passive or active means. Once the Board of Directors has been reconstituted with seven (7) members instead of twelve (12), four (4) or three (3) of the Members shall be serving for one two year period and the remaining four (4) or three (3) members will serve a two year term. The purpose of staggering the members is to encourage smooth transitions and retention of institutional knowledge on the Board of Directors. Couples from the same household may be considered as "one member" and shall only have one vote. Board members may serve three consecutive terms. After a one year break, members are eligible for election to the Board as new Directors.

Section 3. The function of the Board shall be to establish, review and implement policies of the Association.

Section 4. Removal of Members of the Board of Directors: Board members may be removed by a two-thirds vote of the Board of Directors with approval of a majority of the Association members present at a properly announced Association meeting. Failure of a Board member to pay annual dues by the time of the annual meeting or three or more unexcused (as excused by the President) absences from Board of Directors meetings provide grounds for removal.

Section 5. Committees: Ad Hoc Committees may be established by the President of the West End Association as needed. Committees may include but are not limited to: Nominating, Zoning, Newsletter, Social, Economic Development and Audit. Committees must be chaired *by* an Officer or Director but may include other members of the Association and non-Association members. A majority of the committee membership must be members in good standing with the West End Association.

**ARTICLE VI
MEETINGS OF MEMBERS AND BOARD OF DIRECTORS**

Section 1. Place of meetings: All meetings of the members of the West End Association shall be held in the West End in Winston-Salem, North Carolina, or such other place as shall be designated in the notice of the meeting or agreed upon by a majority of members.

Section 2. Annual meetings: The members of the Association shall meet at least once a year at an Annual Meeting to be held on the first Tuesday in February, or such other date as may be agreed upon.

Section 3. Regular meetings: The Board of Directors shall have the sole discretion to decide the date, time and place of regular Board and Association meetings.

Section 4. Special meetings: Special meetings of the Board or Association members may be called by the President of the Board of Directors, or not less than twenty-five percent of the members having voting rights, or a majority of the Board of Directors.

**BYLAWS OF
THE WEST END ASSOCIATION, INC.**

Section 5. Notice of Meetings: Notice of the Board or Association meetings must be written to state the principal business, time, and location of the meeting and be distributed to all members.

Section 6. Transaction of business at Board or Association meetings: Business may be transacted by those Board and officer members present and voting. The President of the Board of Directors shall preside. In his or her absence, the Vice-President or other officer shall preside. Members in good standing with the West End Association shall have the right and responsibility to vote on • the Board of Directors and the Officers as well as accept an annual report on the Financial Status of the Association. A simple majority vote shall carry a motion. There shall be no use of proxy. Additional votes of the membership may be called for in consulting on business of the Association at the discretion of the Board; or compelled on an issue by the general membership at the request of not less than twenty-five percent of the members having voting rights.

Section 7. The Board of Directors shall meet at least twice during any calendar year separately from scheduled Association general membership meetings, for planning purposes and to conduct the periodic reviews required under Article VII of the Addenda to these Bylaws; such meetings of the Board shall be announced and open to all interested members. A majority of the Board of Directors shall constitute a quorum. The West End Association general membership shall meet at least four times during any calendar year and these meetings may be advertised as and synonymous with Board of Directors meetings. Non-Association members may attend a Board of Directors meeting if invited and may attend Association general membership meetings unless excluded by a majority of the members of the Association present.

**ARTICLE VII
FINANCE AND CONTRACTS**

Section 1. Contracts: The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, etc. checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officers or agents of the corporation and in such manner as shall be determined by the board of directors. Any non-budgeted expense greater than \$250 shall be submitted for board approval.

Section 3. Deposits: All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Books and records: The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member or his agent or attorney for any proper purpose at any

**BYLAWS OF
THE WEST END ASSOCIATION, INC.**

reasonable time.

Section 5. Fiscal year: The fiscal year shall begin on the first day of January and end on the last day of December in each year. The Board shall approve a planning budget for its activities in the fiscal year as soon as practicable after the annual meeting, and no later than May 1 of the fiscal year.

Section 6. Dues: Annual dues shall be set by the Board of Directors. Dues shall be due and payable to the Treasurer at the beginning of each fiscal year.

Section 7. Business of the corporation shall be conducted in accordance with laws governing organizations exempt from federal taxes under Section 501(c)(3) of the Internal Revenue Code. The Treasurer shall regularly report on funds available and transactions made on accounts at meetings of the Association and its Board; and, after March 2012, the Treasurer shall file necessary and timely paperwork to maintain the non-profit status of the corporation once re-confirmed by the IRS and the NC Secretary of State.

Section 8. This Bylaw affirms the ratification by the Board of a conflict of interest policy by electronic mail vote on February 3, 2012 and incorporates that policy into these Bylaws as an addenda. This policy must be read and agreed to by signature annually by all Board members following the annual meeting. A copy of the signature sheet will be kept on file by the Treasurer.

**ARTICLE VIII
AMENDMENTS**

Except as otherwise provided herein, these Bylaws may be amended or repealed, and new Bylaws may be adopted, by the affirmative vote of a majority of the members voting at any regular or special meeting of the Association. The Association shall have no power to adopt a Bylaw:

1. Requiring more than a majority of the Directors for a quorum at a meeting of the directors or more than a majority of the votes cast to constitute action by the members, except where higher percentages are required by law.
2. Providing for the management of the corporation other than by the Board of Directors.

**ARTICLE IX
CORPORATE FUNDS**

All donations and bequests, dues and income to and of this corporation shall at all times and forever be and remain appropriated, secured, made use of and expended in the support and for the benefit of the corporation as outlined in the Articles of Incorporation. Directors as such shall not receive any stated salaries for their services, but nothing herein contained shall be construed to preclude any director or officer from serving the corporation in any other capacity and receiving compensation therefore.

ARTICLE X

**BYLAWS OF
THE WEST END ASSOCIATION, INC.**

DISSOLUTION

In the event of dissolution of the corporation, the residual assets of the corporation will be turned over to the Winston-Salem Foundation for financial support of public good in the West End Neighborhood. This Bylaw may not be amended or repealed.

**ARTICLE XI
ADOPTION**

This is to certify that the above Bylaws of the West End Association, Inc. have been duly adopted, as revised by a majority of the members voting at a meeting of the Association, effective April 10, 2012.

ADDENDA

THE WEST END ASSOCIATION, INC.
Conflict of Interest Policy

Article I – Purpose

The purpose of the conflict of interest policy is to protect the interests of The West End Association, Inc. (the “Organization”) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II – Definitions

1. Interested Person: Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
 - b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person

**BYLAWS OF
THE WEST END ASSOCIATION, INC.**

who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

3. Compensation: Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

4. Family: The term “family” includes an individual’s spouse, ancestors, children, grandchildren, great grandchildren, siblings (whether by whole or half blood), and the spouses of children, grandchildren, great grandchildren, and siblings.

Article III - Procedures

1. Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee may, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors or committee members whether the transaction or arrangement is in the Organization’s best interests, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

**BYLAWS OF
THE WEST END ASSOCIATION, INC.**

4. Violations of the Conflicts of Interest Policy
 - a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV - Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V - Compensation

1. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI - Annual Statements

Each director, principal officer and member of a committee with governing board

**BYLAWS OF
THE WEST END ASSOCIATION, INC.**

delegated powers shall sign annually a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII - Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII - Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.



The West End Association
A neighborhood association
in the
West End historic district
of
Winston - Salem. NC