

**BYLAWS OF
AVERY HISTORIC DISTRICT
COMMUNITY ASSOCIATION, INC.**

**ARTICLE I
NAME AND PURPOSE**

SECTION 1. Name: The name of the organization shall be Avery Historic District Community Association, Inc. (hereinafter *AHDCA*).

SECTION 2. Non-Profit Character: As *AHDCA* is located in Parkersburg, Wood County, West Virginia, it shall be operated as a non-profit organization under the State of West Virginia and Section 501(c)(3) of the U.S. Internal Revenue Code.

SECTION 3. Purpose: The purpose of *AHDCA* shall be:

- To unify and create a single voice promoting and preserving the economic and cultural welfare, history and safety of the District while protecting neighborhood character;
- To foster, encourage and uphold the continued preservation and restoration of historic structures within the District through beautification and revitalization.

**ARTICLE II
MEMBERSHIP**

SECTION 1. Membership: Membership in *AHDCA* shall include any resident or property owner within the District over the age of 18, including businesses and government organizations.

SECTION 2. Annual Member Donations: While there are no mandated annual membership dues, annual donation requests will be made to all residents and businesses within *AHDCA*. Donation requests will be tiered with an option for contributing \$25, \$50, \$100 or more.

SECTION 3. Membership Rights: The wishes of the voting membership will be either of the following:

- Election of officers will be determined in person, by paper, proxy or electronic vote.
- Other matters will be voted on by members via survey instruments or in person at meetings. A simple majority of those voting is required unless otherwise noted in these Bylaws, as in Article III, Section 5.

SECTION 4. Proxies: For voting purposes a member entitled to vote may vote by proxy executed in writing by the member or by his or her duly authorized attorney in fact on a specific topic or issue. No proxy shall be valid two (2) months from the date of its execution unless otherwise provided in the proxy. In no case will a member have more than one (1) vote. No member shall be permitted to hold more than two (2) proxies. Proxies shall be presented to the Secretary or President before the start of the meeting at which proxy is to be used.

SECTION 5. Sponsorships: From time to time the Board may approve financial sponsorships from interested parties in consideration of advertising, promotions, etc.

ARTICLE III MEETINGS OF MEMBERS

SECTION 1. Regular Meetings: Regular meetings of the members shall be held monthly at a time and place designated by the President.

SECTION 2. Annual Meetings: An annual meeting of the members shall take place in the month of February, the specific date, time and location of which will be designated by the President. At this annual meeting the members shall elect directors and officers and receive reports, including an annual financial report, on the activities of the association and determine the direction of *AHDCA* for the upcoming twelve (12) months.

SECTION 3. Special Meetings: Special meetings may be called by the President or a simple majority of the Board of Directors. A petition signed by five percent (5%) of members may also call a special meeting.

SECTION 4. Notice of Meetings: A notice of each membership meeting shall be provided and posted on the *AHDCA* website, as well as any other forms of communication, such as District social media, not less than one (1) week prior to the meeting.

SECTION 5. Quorum: A quorum for a meeting of the members shall be at least 12 members in person and/or by proxy. However, if a quorum at a meeting is not met and the simple majority of the Board of Directors reasonably believes it is in the best interest of the District as a whole, voting may continue in order to keep District business moving.

SECTION 6. Voting: All issues to be voted on shall be decided by a simple majority of members present at the meeting in person, by proxy or by previously confirmed electronic mail, in which the vote takes place.

SECTION 7. Parliamentary Procedure: All meetings shall be conducted in compliance with *Robert's Rules of Order*.

ARTICLE IV BOARD OF DIRECTORS

SECTION 1. General Powers: The daily affairs of *AHDCA* shall be managed by its Board of Directors as set by the membership.

SECTION 2. Number, Tenure, Requirements and Qualifications: The number of Directors shall be fixed from time to time by the membership and shall be an odd number consisting of no less than five (5), nor more than thirteen (13), including at a minimum the following officers: The President, Vice-President, Secretary, Treasurer, Membership Officer. Other Board Directors shall be titled 'Board Officer'.

All members of the Board of Directors must be approved by a majority vote by the members present in person, by proxy or previously confirmed electronic notice. *AHDCA* officer materials shall, in their entirety, be handed over to the newly elected Board officer immediately following the election results. The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until the expiration of their terms.

No two (2) members of the Board of Directors related by blood or marriage-domestic partnership may serve on the Board of Directors at the same time.

Only if the need arises may any two Board Offices be held by the same person. The position of President and Treasurer may not be held by the same person so as to serve as a financial safeguard for *AHDCA*.

Each member of the Board of Directors shall attend at least seventy-five percent (75%) of both the Board and membership meetings per year, unless excused by the Board for extenuating circumstances.

SECTION 3. Board Meetings: Meetings of the Board of Directors shall be held at a time, day and location designated quarterly, or every three (3) months, by the Board of Directors. Notice of these meetings shall be sent to all members of the Board of Directors no less than five (5) days prior to the meeting date unless an emergency precludes such notice.

SECTION 4. Special Meetings: Special meetings of the Board of Directors may be called by, or at the request of, the President or any two (2) members of the Board of Directors. The person(s) authorized to call special meetings of the Board of Directors may fix any location as the place for holding any special meeting of the Board called by them. Notice of any special meeting of the Board of Directors and its purposes shall be given at least two (2) days in advance of the meeting by telephone, other electronic methods or by written notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting.

SECTION 5. Quorum: A simple majority of the members of the Board of Directors present at a meeting or by conference call shall constitute a quorum.

SECTION 6. Forfeiture: Any member of the Board of Directors who fails to fulfill any of his or her requirements as outlined in Article IV and V shall automatically forfeit his or her seat on the Board. The Secretary shall notify the President in writing that a seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy until the new election.

SECTION 7. Compensation: No officers of the Board of Directors shall at any time receive compensation for their services in capacity of their Board office.

SECTION 8. Confidentiality: The Board of Directors shall not discuss or disclose information about *AHDCA* or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a proven need to know, or the disclosure of such information is in furtherance of *ADHCA*'s purposes or can reasonably be expected to benefit *AHDCA*. Board members shall use discretion and good business judgment in discussing the affairs

of *AHDCA* with third parties. Without limiting the foregoing, Board members may discuss upcoming fundraisers and the purposes and functions of *AHDCA* with the public.

Each Board member shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

ARTICLE V OFFICERS

The officers of this Board shall, at a minimum, be the President, Vice-President, Secretary, Treasurer and Membership Officer.

SECTION 1. President: The President shall preside at all meetings of the membership. The President shall have the following duties:

- a. Preside at all meetings;
- b. Have general superintendence and direction of all other officers of *AHDCA* and see that their duties are properly performed;
- c. Submit a report of the operations of *AHDCA* for the fiscal year to members at their annual meeting and, from time to time, shall report to the Board all matters that may affect *AHDCA*;
- d. Serve as a second signature on *AHDCA* financial accounting practices; and
- e. Be ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

SECTION 2. Vice-President: The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the President.

SECTION 3. Secretary: The Secretary shall attend all meetings of the Board and membership. The Secretary's duties shall consist of:

- a. Record all votes and minutes of all proceedings (Board and Membership) in a book to be kept for that purpose. Minutes should be available to the Board and Membership within two (2) weeks of meetings. In concert with the President, the Secretary shall make the arrangements for all meetings of the Board including the meetings of the membership; and

- b. Send notices of all meetings to the members of the Board and membership. He/she shall perform all official correspondence from the Board as may be prescribed by the Board or the President.

SECTION 4. Treasurer: The Treasurer's duties shall be:

- a. Submit to the Board approval of all expenditures;
- b. Present a complete and accurate report of the finances raised by this Board at each meeting of the members or at any other time upon request to the Board;
- c. Assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles;
- d. Serve as a second signature on *AHDCA* financial accounting practices;
- e. Submit an annual financial report for the fiscal year to the membership; and
- f. Perform such other duties as may be prescribed by the Board or the President under whose supervision he/she shall be.

SECTION 5. Membership Officer: The Membership Officer's duties shall be:

- a. Verify new member address is within District jurisdiction, add new member information to Membership Officer's spreadsheet and forward member contact information to President to be added to President's resident contact list;
- b. Maintain District new resident welcome materials to provide upon request for distribution;
- c. Prepare and maintain an alphabetical listing of all members entitled to notice of meetings and submit to the Board a quarterly membership report; and
- d. Present an annual membership report to the membership (with redacted personal information).

SECTION 6. Other Directors: The Director(s) shall:

- a. Support and assist the offices of the Board as needed; and
- b. Carry out the wishes of the *AHDCA* membership.

SECTION 7. Election of Officers: The Nominating Committee shall submit, at the meeting prior to the annual February meeting, the names of those persons for the respective offices of the Board. The election shall be held at the annual February meeting as set forth in Article III, Section 2. Those officers elected shall serve a term of two (2) years, commencing at the next meeting as provided in this Section. Officers of the Board shall be eligible to serve in their respective offices for two (2) consecutive terms only.

Upon adoption of these Bylaws, dated August 16, 2021, election of the Board will be held the following February. More than one half (1/2) of the vacancies will be elected for the remainder of two (2) years. The remaining Directors will be elected for the remainder of the calendar year as determined by the Nominating Committee.

SECTION 8. Removal of Director: The Board, with the concurrence of two-thirds (2/3) vote, may remove any Director of the Board of Directors, with cause, and elect a successor for the unexpired term. No Director of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the Board member in writing twenty (20) days prior to the meeting at which motion shall be presented setting forth the reasons of the Board for such expulsion.

SECTION 9. Vacancies: The Board shall also be responsible for appointing persons to fill vacancies which occur between annual meetings, as soon as reasonably possible, including those of officers. The person(s) so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

ARTICLE VI COMMITTEES

SECTION 1. Committee Formation: The Board may create committees as needed. Committees may be standing or *ad hoc*.

Other committees may be formed as needed, including, but not limited to:

- Membership
- Marketing
- Fundraising
- Nominating

- Grants
- Individual Street Representatives
- Special Projects

SECTION 2. Finance Committee: The Finance Committee is a standing committee. The Treasurer is the chair of the Finance Committee, which includes at least two (2) non-Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures and fundraising plans. In addition, the Finance Committee shall develop and present the budget to the membership for approval by vote at the annual meeting. The Board must approve all expenditures incurred within the budget. Any major change in the budget must be approved by the membership. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the membership showing income, expenditures and pending income and expenditures. The financial records of the organization are public information and shall be made available to the membership, Board members and the public.

SECTION 3. Conflict of Interest: Each director and member of a committee with governing board delegated powers shall annually sign 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 must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE VII INDEMNIFICATION

SECTION 1. General: Pursuant to WV Code Section 31E-8-856, the *AHDCA* corporation may indemnify and advance expenses, actually and necessarily incurred, to an officer or other volunteer who is a party to a proceeding because he/she served at the *AHDCA*'s request except for:

- Liability in connection with a proceeding by or in the right of the corporation other than for reasonable expenses incurred in connection with the proceeding;

- Liability arising out of conduct that constitutes receipt of a financial benefit to which he/she is not entitled;
- An intentional infliction of harm on the corporation or the members; or
- An intentional violation of criminal law.

The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors or otherwise.

SECTION 2. Expenses: Expenses (including reasonable attorney fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding. Exceptions are as listed in Section 1 of Article VII.

ARTICLE VIII BOOKS AND RECORDS

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors and Member meetings by hard copy and electronic methods. Each officer shall be responsible for maintaining their respective records and passing them on to their successor promptly at the annual February meeting.

ARTICLE IX AMENDMENTS

SECTION 1. Bylaws: The members of *AHDCA* may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each voting member within the time and the manner provided for the giving of notice of meetings of members.

ADOPTION OF BYLAWS

We, the undersigned, acting on behalf of a unanimous vote of the Avery Historic District Community Association, Inc. (AHDCA) membership present and taken on the 12th day of August, 2021 consent to and hereby adopt the foregoing Bylaws, consisting of the preceding nine (9) pages, as the Bylaws of Avery Historic District Community Association, Inc. (AHDCA).

ADOPTED AND APPROVED by the Board of Directors on this 16th day of August, 2021.



Janet Shinsky, President

Avery Historic District Community Association, Inc.



Ben Ervin, Secretary

Avery Historic District Community Association, Inc.