

Bylaws

Cottontown/Bellevue

Historic District Neighborhood Association

Article I: Establishment of Association

The purpose of this Association shall be to promote city living by improving neighborhood and community relations and by protecting the neighborhood and community from deterioration. The name of this association shall be the Cottontown/Bellevue Historic District Neighborhood Association and was incorporated in the state of South Carolina and designated as a non-profit entity in 2022.

Article II: Definition of Neighborhood

The Cottontown/Bellevue Historic District is defined as that area bounded by Elmwood Avenue, Main Street, Grace Street, and Bull Street in Columbia, South Carolina.

Article III: Membership of Association

Section 1 Full and complete authority for the direction of the Association shall be vested in its general membership meetings, at which every member in good standing is entitled to participate and vote.

Section 2 All adult residents, residential property owners, commercial property owners, and business owners located within the defined geographic area are eligible for membership within the Association. Membership in good standing is granted to those who have paid an annual membership fee, the amount of which is determined by the Board of Directors but will not exceed \$200 yearly for business/commercial members and \$100 yearly for residential members.

Section 3 Annual membership shall be from January 1st to December 31st with no proration.

Section 4 Only members present at general meetings are eligible to vote. There shall be no proxy voting. Each member shall have one vote, and no member shall have more than one vote.

Article IV: Membership Meetings

Section 1 General membership meetings shall be held in the spring and fall of each year.

Section 2 Additional general membership meetings shall be called by the President when the Board of Directors deems such meetings necessary, or when presented with a request for such a meeting signed by 20 members of the Association. At least two weeks advance notice shall be given to any general membership meeting under the provision of this section.

Section 3 All registered members shall be notified of membership meetings at least two weeks in advance. Public notice of membership meetings also shall be provided in advance.

Article V: Structure of the Board of Directors

The Board of Directors (Board) shall consist of a president, a vice-president, a secretary, and a treasurer plus members at large. There shall be minimum of 5 members at large on the Board, however, the total number can be more and shall be set by the Board each September. The immediate past president shall serve as an ex-officio member.

Insofar as possible, membership on the Board shall reflect all geographic parts of the neighborhood.

The president, vice-president, secretary, and treasurer shall be known as the Executive Board.

Only one member of the Board at any time may be an Association member defined as a business owner or commercial property owner. Association members defined as business owners or commercial property owners may only serve in member at large positions.

Article VI: Duties of the Officers

Section 1 President: It shall be the duty of the president to conduct all general membership and board meetings, to represent the organization publicly, to make committee appointments, and to make whatever appointments as are necessary for the effective operation of the organization. It shall be the duty of the president to ensure compliance with requirements of an incorporated non-profit entity and to work with Board members and committee chairs in the execution of all activities.

Section 2 Vice-President: It shall be the duty of the vice-president to assist the president, to preside over meetings in the president's absence, to represent the organization on public occasions, and to fulfill the duties of president if that officer is unable to continue.

Section 3 Secretary: It shall be the duty of the secretary to record the minutes of all general membership meetings and board meetings. The secretary shall keep a record of members present at general meetings and board meetings and work with the assistant treasurer in determining who is in good standing and eligible to vote on Association business. The secretary shall also provide organizational officer updates to the IRS when necessary.

Section 4 Assistant Secretary: It shall be the duty of the assistant secretary to manage the Cottontown newsletter, to include: setting publication dates and maintaining and issuing the quarterly newsletter, and communicating with advertisers concerning fees, deadlines, and specifications (including ad content). The assistant secretary shall manage the Association website and social media. The assistant secretary is an at large position of the Board and may, with approval of the Executive Board, serve in the role of secretary when necessary.

Section 5 Treasurer: It shall be the duty of the treasurer to provide general financial oversight of the Association, including the management of all Association bank accounts/credit cards, including electronic payment solutions (Venmo, Paypal, etc.), monthly reconciliation and balance sheet. The treasurer will prepare and provide detailed monthly reporting to the Board. The treasurer shall every January, in communication with the Executive Board, make recommendations to the Board concerning who should be removed and added to Association bank account(s) and receive electronic payments on behalf of the Association. The treasurer shall provide all necessary tax reporting for the Association to the IRS. The treasurer shall provide annual non-profit certification to the SC Secretary of State. The treasurer shall assist in the development of grant applications (including annual certification, i.e. SAM.gov), review all grant applications prior to submission, maintain a final copy of all submitted grant applications, and support Board members and committee chair in the completion of final reports.

Section 6 Assistant Treasurer: It shall be the duty of the assistant treasurer, when assigned, to assist the treasurer in managing all financial management of the Association. The assistant treasurer shall manage all neighborhood and commercial membership dues and newsletter ad payments, keep an up-to date role of Association members in good standing and communicate this information to the Board twice per year, and to work with the secretary to determine who is eligible to vote at each general meeting. The assistant treasurer shall also notify the assistant secretary of all newsletter ad payments. The assistant treasurer is an at large position of the Board and may, with approval of the Executive Board, serve in the role of treasurer when necessary.

Section 7 At Large Members: It shall be the duty of the members at large to chair Association committees and to actively engage in other business of the Association.

Article VII: Function of the Board

It shall be the duty of the Board to act on behalf of the general membership of the Association. The Board shall also keep the general membership informed of actions of the Board as well as of neighborhood and city issues of importance and interest. The channels of communication shall be general membership meetings, periodic neighborhood newsletters, and other appropriate means as decided by the Board.

Article VIII: Terms of office of the Board

All officers and members at large shall be elected for a one-year term, January 1 through December 31. No member shall serve more than four consecutive terms in any one office or position on the board. Any board member absent from 25% or more of the regularly scheduled board meetings between annual election periods or who is absent from 3 consecutive regularly scheduled board meetings may be removed from the Board of Directors.

Article IX: Election of the Board

Section 1 Elections shall be held once each year at the fall general membership meeting, otherwise known as the annual meeting.

Section 2 The President, with the approval of the Board, shall appoint a nominating committee. It shall be the responsibility of the nominating committee to nominate candidates for the officers and at-large board members to be elected at the annual meeting. The nominating committee shall consist of three persons, one of which is a current member of the board and two are association members in good standing, not currently serving on the board.

Section 3 All candidates for the Board, both officers and at-large, must be members in good standing at the time of their nomination to the board.

Section 4 A proposed slates of officers and members at large to be elected that year along with biographical and contact information shall be distributed at least two weeks in advance of the annual meeting. At the annual meeting, additional nominations from the floor shall be accepted of those present at the meeting.

Section 6 No member shall hold more than one office at a time.

Section 7 In case a vacancy occurs during the year, the board shall appoint for the remaining term.

Article X: Accounting for Funds

Section 1 Any expenditure of more than \$50.00 must be authorized by a majority of the board, or a majority vote of a general membership meeting.

Article XI: Committees

Section 1 Committees, standing or special, shall be appointed by the President of the Association, with the approval of the Board of Directors. The President shall be an ex-officio member of all committees except the Nominating Committee.

Section 2 There shall be six standing committees: Art Crawl, Beautification, ~~Communication~~, Crime Prevention, Historic Preservation, Social/Special Events and Traffic.

Section 3 Each committee shall consist of a chair appointed by the president and no more than eight members who are in good standing and have indicated an interest in serving. The committee membership shall reflect the different geographic areas of the neighborhood.

Section 4 Committees may have meetings which include other members of the neighborhood association or representatives of the city government. Only official members of the committee may vote on committee business, but other members of the neighborhood association may otherwise fully participate in committee activities.

Section 5 Committee recommendations for action shall be sent to the Board of Directors. Committee reports shall be made to the Board of Directors and an annual report to the general membership shall be made.

Section 6 Committees other than the standing committees, may be formed as deemed necessary or desirable by the Board. Special committees shall follow the same structure as standing committees unless the Board specifically determines otherwise.

Article XII: Dissolution of the Cottontown/Bellevue Historic District Neighborhood Association

The decision to implement organizational dissolution rests with the Board of Directors. The Board will discuss the matter and vote whether to proceed with a plan for dissolution at a regular Board Meeting. The dissolution plan will be developed by the Board executive officers and will include a timeline to inform the membership, a plan for distribution of assets to: One Columbia for Arts & Culture, 1219 Taylor Street, Columbia, SC 29201, and a plan to file legal documents and notices to state and federal entities. The Board's decision to dissolve must be communicated to the full membership (for a majority vote to approve dissolution) at least two (2) weeks in advance of a full membership meeting and the matter of dissolution will be presented by the Board to the membership at a public membership meeting. A majority vote at the membership meeting will determine whether the dissolution plan will be implemented.

Article XIII: Parliamentary Authority

The New Robert's Rules of Order shall guide the proceedings of the Cottontown/Bellevue Historic District Neighborhood Association, except as otherwise provided for in the Bylaws. Each year after the election, the President shall appoint from the new board a parliamentarian for the general business meetings, special meetings, and Board meetings.

Article XIV: Amendment of the Bylaws

These Bylaws may be amended by a two-thirds vote of the members present and voting at any general membership meeting provided the proposed amendments were distributed two weeks prior to the meeting.

LAST AMENDED May 21, 2023