



# Constitution and By-Laws

Approved 5/15/2023

## **PREAMBLE**

**ALL RESIDENTS** of the West Hills area are welcome and encouraged to participate in all community activities, attend all General Meetings of the Association and to make their concerns known.

## **CONSTITUTION**

**THE NAME** of this organization shall be the West Hills Community Association (hereafter referred to as the WHCA). It is a Tennessee Mutual-Benefit Not-for-Profit corporation. It shall not enter into any activity or pass any provision that would jeopardize its tax-exempt status. No member may profit from WHCA activities.

THE governing body shall be The Board of Directors (hereafter referred to as The Board).

**THE GEOGRAPHIC BOUNDARIES** of the WHCA is the area south of Middlebrook Pike, west of East Weisgarber Road, north of Interstate 40/75, and east of North Gallaher View Road.

**THE PURPOSE** of the organization shall be to promote the general welfare of the entire community. To accomplish this purpose the Association shall be involved in the following activities:

1. **Provide regular community forums** to allow open debate and discussion of community and public issues in order to enhance knowledge and understanding and to attempt to arrive at a consensus within the community on issues of importance to the community.
2. **Be the community's advocate on issues** impacting the general West Hills community and individuals. Raise awareness with relevant elected and appointed public officials when the community and individual residents may be in jeopardy.
3. **Host community-wide events** to strengthen community, foster fellowship among West Hills residents, and build relationships with elected and appointed public officials.
4. **Promote the beautification of West Hills** and the development, improvement and maintenance of West Hills Park and Greenway.
5. **Communicate with the community** on a regular schedule using available print and electronic media.
6. **Promote the safety and well-being** of all members of the community by developing strong working relationships with all public safety agencies.
7. **Other activities** that can promote the general welfare of the community.

## **BY-LAWS**

### **ARTICLE I: Membership**

THE MEMBERSHIP of the WHCA is open to adult residents, one voter per residence, residing in a single-family residence, within the Association boundaries, that is owned by a member of that household. Annual WHCA membership fee is \$20/residence. WHCA voting privilege is granted to those households whose membership fee is current.

### **ARTICLE II: Structure of the WHCA**

- A. **ELECTED OFFICERS and MEMBERS OF THE BOARD** must be members of the WHCA in good standing. Executive officer positions shall be President, Immediate Past President, Vice-President, Secretary, and Treasurer. Officers and Board Members will serve a two-year term commencing January 1 following the October General meeting when they are elected. There is a two-consecutive-terms limit for any elected position. Past Officers or Board Members may be re-elected after one year out of office.
- B. **EMERITUS BOARD MEMBERSHIP** is an award of honor and appreciation given to those who have given decades of service to the Board and the West Hills community and who have stepped away due to term limitations or personal reasons. Emeritus board members are welcome to attend and participate in Board Meetings as non-voting members.
- C. **DUTIES OF ELECTED OFFICERS** shall be those customarily vested in and assigned to the office they fill and generally consistent with Roberts' Rules of Order.
1. **THE PRESIDENT** may assign additional specific ad hoc duties for elected officers and/or members as the need arises. The President shall appoint all Standing and Ad Hoc Committee Chairs. The President shall have the authority to act on behalf of the Board. When urgent matters arise that need an immediate response or other action from the Board, the President shall be authorized to do so, provided he or she receives permission from a majority of Board Members via telephone calls or emails. The votes shall be recorded and presented to the Board at the next Board meeting and General Meeting.
  2. **THE VICE PRESIDENT** shall serve in the role of President if the President is absent or is unable to fulfill his/her duties either on an interim or permanent basis. To that end, Vice President shall become familiar with all duties of the President. The Vice President shall fulfill other duties as assigned by the President.
  3. **THE SECRETARY** shall record the minutes and keep ~~and~~ attendance records of each Board and General Meetings and distribute them electronically within one week to the Board and General Membership. The minutes shall also be preserved electronically. The Secretary shall send notice of meetings to the Board Members and shall send correspondence on behalf of the WHCA as directed by the President or Board.
  4. **THE TREASURER** shall collect dues, donations, and other sources of revenue, be responsible for approved disbursement of funds to cover expenses and obtain and maintain appropriate banking support. The Treasurer shall present a financial report at each Board Meeting and General Meeting and shall preserve electronically all financial records for Historical Record. The Treasurer shall maintain a list of Voting Members. The Treasurer shall each year purchase liability insurance that will adequately protect the Association and shall each year register the WHCA with the Tennessee Secretary of State.

5. **FINANCIAL MATTERS** shall be transacted on the signature of the Treasurer or the President following approval of the Board. Overages and/or urgent unexpected expenditures not exceeding \$1000 can be approved in advance by the President and the Treasurer. The President shall secure annually an auditor to examine the financial records. A written report is to be presented at the October General Meeting.
6. **STANDING COMMITTEES** shall be: Beautification, Codes, Communications, Dogwood Trail, Development, Healthy West Hills, Hospitality, Parks, Traffic and Zoning and shall be appointed by the President, with the approval of the Board, as deemed necessary to conduct the business of the Association. Chairpersons of Standing Committees shall be appointed by the President and shall be elected by the Board each succeeding year as long as the committee remains. Standing Committees may have non-residents serving in an advisory or consulting role where such expertise may not be available within the community.
7. **AD HOC COMMITTEES** shall be appointed by the President as needed.
8. **THE BOARD, not to exceed 23 persons**, shall be composed of Elected Officers, Chairs of the Standing and Ad Hoc Committees, and representatives from across the WHCA geographical boundaries. All Board Members must be voting members of WHCA. Fifty percent plus one (50% plus 1) of the existing Board membership shall constitute a quorum. Meetings of the Board shall be open to interested WHCA members at-large, who are invited to participate in discussions but will have no vote. However, no matter of major impact to the whole community shall be decided without a vote by the membership of the WHCA at a General or Called Meeting.

Board members are representatives of homeowners and families across West Hills. The primary responsibility is participating in every scheduled Board meeting, the general meetings, and WHCA events (e.g. Holiday Tree Lighting, Summer Picnic, etc.). Additionally, Board members will serve on a committee either as chair or sitting member. When unable to attend, members are expected to extend the courtesy of contacting the President, other Officer, or Committee Chair to notify they are unable to participate at that time. Excessive absences or failures to notify the President in advance may result in exclusion in subsequent nominations. Board members are expected to attend at least three (3) scheduled Board meetings each year. Failure to adhere to this expectation may be cause for exclusion in subsequent nominations.

**VACANCIES OF ELECTED OFFICERS OR COMMITTEE CHAIRPERSONS** may be filled for the unexpired term by the President with the approval of a majority of the Board in session. If the President becomes unable to fulfill his or her duties, the Vice President will become President and complete the balance of the position's term. He or she shall appoint a Vice President (pro tempore) preferably from either one of the other Officers or Board members. The pro tempore Vice President does not assume the responsibilities of President-Elect. At the end of the pro tempore President's term, the Nominating Committee will fulfill its normal duties, and nominate a full slate of officers including President, Vice President, Treasurer, and Secretary, and members of the Board.

9. **REMOVAL FROM OFFICE** of an Officer of the WHCA may occur for cause such as dereliction of duty, inability to perform, or due to actions not consistent with the spirit and intent of the WHCA's Constitution, by two-thirds (2/3) affirmative vote of the membership present at a General or Special-Called Meeting of the WHCA. The proposed removal shall be announced to the membership prior to the meeting.
10. **A NOMINATING COMMITTEE** of at least three (3) members shall be appointed by the President at the spring General or Board meeting. Its duty shall be to nominate a slate of Elective Officers, and designated representatives of all sections of West Hills to serve on the Board. This slate shall be approved by the Board in its September meeting. The approved slate shall be published in the newsletter preceding the October General meeting.
11. **ELECTION AND INSTALLATION** Election of Officers and Board representatives shall occur at the October general meeting of the WHCA via the following schedule:
  - In years ending in even-numbers, the President, Secretary, and ten Board Representatives will be elected.
  - In years ending in odd-numbers, the Vice President, Treasurer, and nine Board Representatives will be elected.

Term of service is two years for both Officers and Board Representatives beginning January 1 (e.g. January 1, 2024) following the October election (e.g. October 15, 2023) and terminating on December 31 two years later (e.g. December 31, 2026). A full roster will be 4 officers and 19 Board Members every year.

New Board members are encouraged to attend Board meetings and events prior to starting their term to become familiar with the governance of the WHCA.

### **ARTICLE III: Meetings**

- A. **GENERAL MEETINGS** of the WHCA shall be held four times a year, with one meeting to be held each quarter. October shall be the month of the fall meeting, February the winter meeting, and May the spring meeting. The summer quarter meeting has traditionally been held as an annual community picnic. Notification of such meetings shall be included in the newsletter and/or electronic media. A quorum for the transaction of business shall consist of the Voting Members in good standing present at the meeting. Fifty percent (50%) of the voting membership present plus one (1) shall constitute a majority. No proxy voting will be allowed.
- B. **BOARD MEETINGS** shall be held on the third Monday of the month except in general meeting months as noted above.
- C. **SPECIAL MEETINGS**, as necessary, may be called by the President upon notification by print and/or electronic media.
- D. **A MEMBER-REQUESTED SPECIAL MEETING** shall be called by the President upon written request for such a meeting from ten members at-large. The written request must state the reason for the meeting. A quorum shall consist of the voting members present. No proxy voting will be allowed.

#### **ARTICLE IV: Amendments**

**THIS CONSTITUTION AND BY-LAWS** may be amended at any General or Special Meeting by a two-thirds (2/3) majority vote of the attending membership, provided notice of the proposed change has been given to the entire membership at least one week prior to such vote. This Constitution and By-laws shall be reviewed at least every five (5) years by an ad hoc committee appointed by the President to ensure that it meets and conforms to the conditions and needs of the WHCA.

#### **ARTICLE V: Dissolution of the WHCA**

**DISSOLUTION OF THE WHCA** may be achieved by the affirmative vote of two-thirds (2/3) of the members, meeting the following requirements:

1. **Notice of a special meeting** for this purpose shall be given in writing to the entire membership, with reasons for dissolution clearly stated.
2. **All just debts incurred** by the WHCA shall be paid before dissolution can be final.
3. **WHCA records** shall be offered to the Metropolitan Planning Commission [sic, Knox Planning Commission] as a repository. If permanent storage (10 year minimum) is refused by MPC [sic, KPC], the records shall be offered to the Governmental Library, City-Council Building, as a repository (10 year minimum). Refusal there will allow the records to be destroyed by the Secretary of the Association.
4. The WHCA shall be officially dissolved thirty (30) days after such action by the membership. The Treasurer shall transfer any assets of the WHCA to a non-profit organization selected by the Board.